

RECORDATION NO 30271-A FILED
June 29, 2012 02:20 PM
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
—
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

June 29, 2012

Chief of the Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment and Assumption Agreement, dated as of June 29, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement being filed with the Board under Recordation Number 30271.

The names and addresses of the parties to the enclosed document are:

Assignor: Trinity Tank Car, Inc.
2525 Stemmons Freeway
Dallas, TX 75207

Assignee: TLP Rail Trust I
by Wilmington Trust Company, not in its
individual capacity but solely as Trustee
Rodney Square North
1100 North Market Street
Wilmington, DE 19890

Chief of the Section of Administration
June 29, 2012
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A description of the railroad equipment covered by the enclosed document
is:

50 tank railcars: TILX 136295 – TILX 136344.

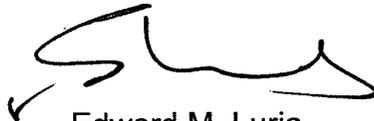
A short summary of the document to appear in the index is:

Memorandum of Assignment and Assumption Agreement.

Also enclosed is a check in the amount of \$41.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'E. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

Memorandum of Assignment and Assumption Agreement made and entered into on June 29, 2012 by and between Trinity Tank Car, Inc., a Delaware corporation (as assignee of Trinity Industries Leasing Company) (the “**Assignor**”) and TLP Rail Trust I, a Delaware statutory trust (the “**Assignee**”).

W I T N E S S E T H:

The undersigned have entered into that certain Assignment and Assumption Agreement (the “**Assignment**”), dated as of June 29, 2012, whereby the Assignor has agreed to assign to the Assignee and the Assignee has agreed to accept assignment from the Assignor of that certain railroad car lease as listed on Exhibit A attached hereto.

This Memo may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute the same instrument.

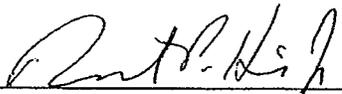
[Memorandum of Assignment and Assumption Agreement]

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

TLP RAIL TRUST I

By: Wilmington Trust Company, not in its individual capacity but solely as Trustee

TRINITY TANK CAR, INC.

By: 
Name: Robert P. Hines, Jr.
Title: Assistant Vice President

By: _____
Name: _____
Title: _____

Executed on this 22nd day of June, 2012

Executed on this ___ day of _____, 2012

[Memorandum of Assignment and Assumption Agreement]

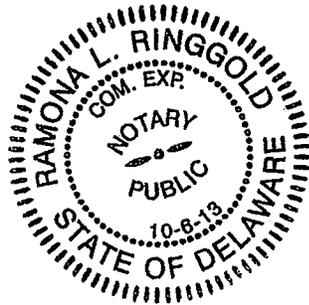
STATE OF DELAWARE)
) SS:
COUNTY OF NEW CASTLE)

On this, the 22 day of June 2012, before a Notary Public in and for said County and State, personally appeared Robert P. Hines, Jr., who being by me duly sworn, says that (s)he is the Assistant V.P. of TLP Rail Trust I, by Wilmington Trust Company, not in its individual capacity but solely as Trustee, that said instrument was signed on June 22, 2012 on behalf of said entity by authority of its management or other governing body, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said entity.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Ramona L. Ringgold
Name:
Notary Public

My Commission Expires:
Residing in _____



RAMONA L. RINGGOLD
NOTARY PUBLIC
STATE OF DELAWARE
My Commission Expires 10-06-2013

[Memorandum of Assignment and Assumption Agreement]

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

TLP RAIL TRUST I

By: Wilmington Trust Company, not in its individual capacity but solely as Trustee

TRINITY TANK CAR, INC.



By: _____
Name:
Title:

By: _____
Name: Eric R. Marchetto
Title: Executive Vice President

Executed on this ____ day of _____, 2012

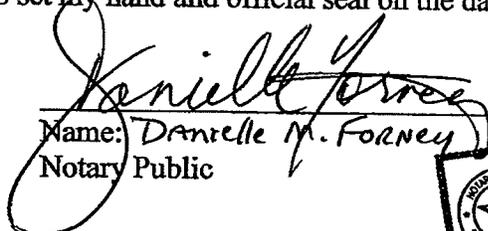
Executed on this 26th day of June, 2012

[Memorandum of Assignment and Assumption Agreement]

STATE OF TEXAS)
) SS:
COUNTY OF DALLAS)

On this, the 26th day of June 2012, before a Notary Public in an for said County and State, personally appeared Eric R. Marchetto, who being by me duly sworn, says that (s)he is the Executive Vice President of Trinity Tank Car, Inc., that said instrument was signed on June 26, 2012 on behalf of said entity by authority of its management or other governing body, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said entity.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.


Name: Danielle M. Forney
Notary Public
My Commission Expires:
Residing in 6/9/16

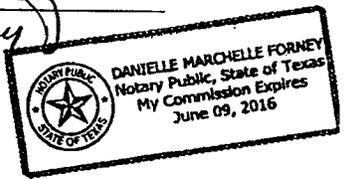


EXHIBIT A

Fifty (50) units as identified on Exhibit B hereto and leased pursuant to Rider Seven (7) to that certain Railroad Car Lease Agreement dated April 10, 2003 between Trinity Industries Leasing Company and International Chemical Company.

EXHIBIT B

<u>CAR MARK</u>	<u>LESSEE</u>	<u>RIDER NUMBER</u>
TILX 136295	INTERNATIONAL CHEMICAL COMPANY	7
TILX 136296	INTERNATIONAL CHEMICAL COMPANY	7
TILX 136297	INTERNATIONAL CHEMICAL COMPANY	7
TILX 136298	INTERNATIONAL CHEMICAL COMPANY	7
TILX 136299	INTERNATIONAL CHEMICAL COMPANY	7
TILX 136300	INTERNATIONAL CHEMICAL COMPANY	7
TILX 136301	INTERNATIONAL CHEMICAL COMPANY	7
TILX 136302	INTERNATIONAL CHEMICAL COMPANY	7
TILX 136303	INTERNATIONAL CHEMICAL COMPANY	7
TILX 136304	INTERNATIONAL CHEMICAL COMPANY	7
TILX 136305	INTERNATIONAL CHEMICAL COMPANY	7
TILX 136306	INTERNATIONAL CHEMICAL COMPANY	7
TILX 136307	INTERNATIONAL CHEMICAL COMPANY	7
TILX 136308	INTERNATIONAL CHEMICAL COMPANY	7
TILX 136309	INTERNATIONAL CHEMICAL COMPANY	7
TILX 136310	INTERNATIONAL CHEMICAL COMPANY	7
TILX 136311	INTERNATIONAL CHEMICAL COMPANY	7
TILX 136312	INTERNATIONAL CHEMICAL COMPANY	7
TILX 136313	INTERNATIONAL CHEMICAL COMPANY	7
TILX 136314	INTERNATIONAL CHEMICAL COMPANY	7
TILX 136315	INTERNATIONAL CHEMICAL COMPANY	7
TILX 136316	INTERNATIONAL CHEMICAL COMPANY	7
TILX 136317	INTERNATIONAL CHEMICAL COMPANY	7
TILX 136318	INTERNATIONAL CHEMICAL COMPANY	7
TILX 136319	INTERNATIONAL CHEMICAL COMPANY	7
TILX 136320	INTERNATIONAL CHEMICAL COMPANY	7
TILX 136321	INTERNATIONAL CHEMICAL COMPANY	7
TILX 136322	INTERNATIONAL CHEMICAL COMPANY	7
TILX 136323	INTERNATIONAL CHEMICAL COMPANY	7
TILX 136324	INTERNATIONAL CHEMICAL COMPANY	7
TILX 136325	INTERNATIONAL CHEMICAL COMPANY	7
TILX 136326	INTERNATIONAL CHEMICAL COMPANY	7
TILX 136327	INTERNATIONAL CHEMICAL COMPANY	7
TILX 136328	INTERNATIONAL CHEMICAL COMPANY	7
TILX 136329	INTERNATIONAL CHEMICAL COMPANY	7
TILX 136330	INTERNATIONAL CHEMICAL COMPANY	7
TILX 136331	INTERNATIONAL CHEMICAL COMPANY	7
TILX 136332	INTERNATIONAL CHEMICAL COMPANY	7

[Memorandum of Assignment and Assumption Agreement]

TILX 136333	INTERNATIONAL CHEMICAL COMPANY	7
TILX 136334	INTERNATIONAL CHEMICAL COMPANY	7
TILX 136335	INTERNATIONAL CHEMICAL COMPANY	7
TILX 136336	INTERNATIONAL CHEMICAL COMPANY	7
TILX 136337	INTERNATIONAL CHEMICAL COMPANY	7
TILX 136338	INTERNATIONAL CHEMICAL COMPANY	7
TILX 136339	INTERNATIONAL CHEMICAL COMPANY	7
TILX 136340	INTERNATIONAL CHEMICAL COMPANY	7
TILX 136341	INTERNATIONAL CHEMICAL COMPANY	7
TILX 136342	INTERNATIONAL CHEMICAL COMPANY	7
TILX 136343	INTERNATIONAL CHEMICAL COMPANY	7
TILX 136344	INTERNATIONAL CHEMICAL COMPANY	7

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 6/29/12

Edward M Luria
Edward M. Luria