RECORDATION NO 30403-A
FILED
September 27, 2012 05:00 PM
SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

September 27, 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 September 27, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memoranda of Lease Agreement being filed with the Board under Recordation Numbers 30402 and 30403.

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

Assignor: Trinity Industries Leasing Company
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

A description of the railroad equipment covered by the enclosed document is:

Rec. No. 30402-A: 55 tank railcars within the series TILX 254820 – TILX 254888 as more particularly set forth in the attachment to the document.

Rec. No. 30403-A: 50 covered hopper railcars TILX 328261 – TILX 328310.

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 $42.00 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,

Edward M. Luria

EML/sem
Enclosures

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MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

Memorandum of Assignment and Assumption Agreement dated as of September 27, 2012 by and between Trinity Industries Leasing Company, a Delaware corporation (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 September 27, 2012, whereby the Assignor has agreed to assign to the Assignee and the Assignee has agreed to accept assignment from the Assignor of those certain railroad car leases 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.

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

By: _____
Name: Jose L. Paredes
Title: Assistant Vice President

Executed on this 19th day of September, 2012

TRINITY INDUSTRIES LEASING COMPANY

By: _____
Name:
Title:

Executed on this ___ day of _____, 2012

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

On this, the 19 day of September 2012, before a Notary Public in and for said County and State, personally appeared Jose L. Paredes, who being by me duly sworn, says that (s)he is the Assistant Vice President of TLP Rail Trust I, by Wilmington Trust Company, not in its individual capacity but solely as Trustee, that said instrument was signed on September 19, 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.

Patrick A. Kanar
Name:
Notary Public

My Commission Expires:
Residing in _____

PATRICK A. KANAR
NOTARY PUBLIC
STATE OF DELAWARE
My Commission Expires 03-08-2014

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

By:_____
Name:
Title:

Executed on this ___ day of _____, 2012

TRINITY INDUSTRIES LEASING COMPANY

By:_____
Name: C. Lance Davis
Title: Vice President

Executed on this 27th day of September, 2012

STATE OF TEXAS)
) SS:
COUNTY OF DALLAS)

On this, the 27th day of September 2012, before a Notary Public in an for said County and State, personally appeared C. Lance Davis, who being by me duly sworn, says that he is the Vice President of Trinity Industries Leasing Company, that said instrument was signed on September 27, 2012 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

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

Danielle Forney

Name: Danielle Forney
Notary Public

My Commission Expires:
Residing in 6/9/16

Danielle Forney
Notary Public, State of Texas
My Commission Expires
June 09, 2016

EXHIBIT A

1. Fifty-Five (55) units as identified on Exhibit B hereto and leased pursuant to Rider Six (6) to that certain Railroad Car Lease Agreement dated as of August 26, 2009 between Trinity Industries Leasing Company and NuStar Marketing, LLC.

2. Fifty (50) units as identified on Exhibit B hereto and leased pursuant to Rider Two (2) to that certain Railroad Car Lease Agreement dated as of April 14, 2011 between Trinity Industries Leasing Company and Mississippi Sand, LLC.

EXHIBIT B

CAR MARK	LESSEE	RIDER NUMBER
TILX 254820	NUSTAR MARKETING, LLC	6
TILX 254821	NUSTAR MARKETING, LLC	6
TILX 254822	NUSTAR MARKETING, LLC	6
TILX 254823	NUSTAR MARKETING, LLC	6
TILX 254824	NUSTAR MARKETING, LLC	6
TILX 254825	NUSTAR MARKETING, LLC	6
TILX 254826	NUSTAR MARKETING, LLC	6
TILX 254827	NUSTAR MARKETING, LLC	6
TILX 254828	NUSTAR MARKETING, LLC	6
TILX 254829	NUSTAR MARKETING, LLC	6
TILX 254830	NUSTAR MARKETING, LLC	6
TILX 254831	NUSTAR MARKETING, LLC	6
TILX 254832	NUSTAR MARKETING, LLC	6
TILX 254833	NUSTAR MARKETING, LLC	6
TILX 254834	NUSTAR MARKETING, LLC	6
TILX 254835	NUSTAR MARKETING, LLC	6
TILX 254836	NUSTAR MARKETING, LLC	6
TILX 254837	NUSTAR MARKETING, LLC	6
TILX 254838	NUSTAR MARKETING, LLC	6
TILX 254839	NUSTAR MARKETING, LLC	6
TILX 254840	NUSTAR MARKETING, LLC	6
TILX 254841	NUSTAR MARKETING, LLC	6
TILX 254842	NUSTAR MARKETING, LLC	6
TILX 254843	NUSTAR MARKETING, LLC	6
TILX 254844	NUSTAR MARKETING, LLC	6
TILX 254845	NUSTAR MARKETING, LLC	6
TILX 254846	NUSTAR MARKETING, LLC	6
TILX 254847	NUSTAR MARKETING, LLC	6
TILX 254848	NUSTAR MARKETING, LLC	6
TILX 254849	NUSTAR MARKETING, LLC	6
TILX 254850	NUSTAR MARKETING, LLC	6
TILX 254851	NUSTAR MARKETING, LLC	6
TILX 254852	NUSTAR MARKETING, LLC	6
TILX 254853	NUSTAR MARKETING, LLC	6
TILX 254854	NUSTAR MARKETING, LLC	6
TILX 254855	NUSTAR MARKETING, LLC	6
TILX 254856	NUSTAR MARKETING, LLC	6
TILX 254857	NUSTAR MARKETING, LLC	6

CAR MARK	LESSEE	RIDER NUMBER
TILX 254858	NUSTAR MARKETING, LLC	6
TILX 254859	NUSTAR MARKETING, LLC	6
TILX 254860	NUSTAR MARKETING, LLC	6
TILX 254861	NUSTAR MARKETING, LLC	6
TILX 254862	NUSTAR MARKETING, LLC	6
TILX 254863	NUSTAR MARKETING, LLC	6
TILX 254864	NUSTAR MARKETING, LLC	6
TILX 254865	NUSTAR MARKETING, LLC	6
TILX 254866	NUSTAR MARKETING, LLC	6
TILX 254867	NUSTAR MARKETING, LLC	6
TILX 254868	NUSTAR MARKETING, LLC	6
TILX 254869	NUSTAR MARKETING, LLC	6
TILX 254871	NUSTAR MARKETING, LLC	6
TILX 254872	NUSTAR MARKETING, LLC	6
TILX 254873	NUSTAR MARKETING, LLC	6
TILX 254874	NUSTAR MARKETING, LLC	6
TILX 254888	NUSTAR MARKETING, LLC	6
TILX 328261	MISSISSIPPI SAND, LLC	2
TILX 328262	MISSISSIPPI SAND, LLC	2
TILX 328263	MISSISSIPPI SAND, LLC	2
TILX 328264	MISSISSIPPI SAND, LLC	2
TILX 328265	MISSISSIPPI SAND, LLC	2
TILX 328266	MISSISSIPPI SAND, LLC	2
TILX 328267	MISSISSIPPI SAND, LLC	2
TILX 328268	MISSISSIPPI SAND, LLC	2
TILX 328269	MISSISSIPPI SAND, LLC	2
TILX 328270	MISSISSIPPI SAND, LLC	2
TILX 328271	MISSISSIPPI SAND, LLC	2
TILX 328272	MISSISSIPPI SAND, LLC	2
TILX 328273	MISSISSIPPI SAND, LLC	2
TILX 328274	MISSISSIPPI SAND, LLC	2
TILX 328275	MISSISSIPPI SAND, LLC	2
TILX 328276	MISSISSIPPI SAND, LLC	2
TILX 328277	MISSISSIPPI SAND, LLC	2
TILX 328278	MISSISSIPPI SAND, LLC	2
TILX 328279	MISSISSIPPI SAND, LLC	2
TILX 328280	MISSISSIPPI SAND, LLC	2
TILX 328281	MISSISSIPPI SAND, LLC	2
TILX 328282	MISSISSIPPI SAND, LLC	2
TILX 328283	MISSISSIPPI SAND, LLC	2
TILX 328284	MISSISSIPPI SAND, LLC	2
TILX 328285	MISSISSIPPI SAND, LLC	2

CAR MARK	LESSEE	RIDER NUMBER
TILX 328286	MISSISSIPPI SAND, LLC	2
TILX 328287	MISSISSIPPI SAND, LLC	2
TILX 328288	MISSISSIPPI SAND, LLC	2
TILX 328289	MISSISSIPPI SAND, LLC	2
TILX 328290	MISSISSIPPI SAND, LLC	2
TILX 328291	MISSISSIPPI SAND, LLC	2
TILX 328292	MISSISSIPPI SAND, LLC	2
TILX 328293	MISSISSIPPI SAND, LLC	2
TILX 328294	MISSISSIPPI SAND, LLC	2
TILX 328295	MISSISSIPPI SAND, LLC	2
TILX 328296	MISSISSIPPI SAND, LLC	2
TILX 328297	MISSISSIPPI SAND, LLC	2
TILX 328298	MISSISSIPPI SAND, LLC	2
TILX 328299	MISSISSIPPI SAND, LLC	2
TILX 328300	MISSISSIPPI SAND, LLC	2
TILX 328301	MISSISSIPPI SAND, LLC	2
TILX 328302	MISSISSIPPI SAND, LLC	2
TILX 328303	MISSISSIPPI SAND, LLC	2
TILX 328304	MISSISSIPPI SAND, LLC	2
TILX 328305	MISSISSIPPI SAND, LLC	2
TILX 328306	MISSISSIPPI SAND, LLC	2
TILX 328307	MISSISSIPPI SAND, LLC	2
TILX 328308	MISSISSIPPI SAND, LLC	2
TILX 328309	MISSISSIPPI SAND, LLC	2
TILX 328310	MISSISSIPPI SAND, LLC	2

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: 9/27/12

Edward M Luria

Edward M. Luria