RECORDATION NO 30569-A
FILED
December 21, 2012 02:45 PM
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

December 21, 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 December 21, 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 30569.

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

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

25 tank railcars: TILX 136345 – TILX 136369.

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,

Edward M. Luria

EML/sem
Enclosures

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MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

Memorandum of Assignment and Assumption Agreement made and entered into on December 21, 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 December 21, 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.

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 13th day of December, 2012

TRINITY TANK CAR, INC.

By: _____
Name:
Title:

Executed on this ___ day of _____, 2012

[Memorandum of Assignment and Assumption Agreement]

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

On this, the 13th day of December 2012, before a Notary Public in and for said County and State, personally appeared Jose L. Paradea, 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 December 13, 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:
Notary Public

My Commission Expires:
Residing in JACQUELINE SOLONE
Notary Public - State of Delaware
My Comm. Expires March 9, 2015

JACQUELINE SOLONE
MY COMMISSION EXPIRES MARCH 9, 2015
NOTARY PUBLIC
STATE OF DELAWARE

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 TANK CAR, INC.

By:_____
Name: Eric R. Marchetto
Title: Executive Vice President and Chief Financial Officer

Executed on this 19th day of December, 2012

STATE OF TEXAS)
) SS:
COUNTY OF DALLAS)

On this, the 19th day of December 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 E.V.P and C.F.O. of Trinity Tank Car, Inc., that said instrument was signed on December 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.

Danielle Forney

Name: Danielle Forney
Notary Public

My Commission Expires: 6/9/16
Residing in Cedar Hill TX

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

EXHIBIT A

Twenty-five (25) units as identified on Exhibit B hereto and leased pursuant to Rider Eight (8) to that certain Railroad Car Lease Agreement dated April 10, 2003 between Trinity Industries Leasing Company and International Chemical Company.

EXHIBIT B

CAR MARK	LESSEE	RIDER NUMBER
TILX136345	INTERNATIONAL CHEMICAL COMPANY	8
TILX136346	INTERNATIONAL CHEMICAL COMPANY	8
TILX136347	INTERNATIONAL CHEMICAL COMPANY	8
TILX136348	INTERNATIONAL CHEMICAL COMPANY	8
TILX136349	INTERNATIONAL CHEMICAL COMPANY	8
TILX136350	INTERNATIONAL CHEMICAL COMPANY	8
TILX136351	INTERNATIONAL CHEMICAL COMPANY	8
TILX136352	INTERNATIONAL CHEMICAL COMPANY	8
TILX136353	INTERNATIONAL CHEMICAL COMPANY	8
TILX136354	INTERNATIONAL CHEMICAL COMPANY	8
TILX136355	INTERNATIONAL CHEMICAL COMPANY	8
TILX136356	INTERNATIONAL CHEMICAL COMPANY	8
TILX136357	INTERNATIONAL CHEMICAL COMPANY	8
TILX136358	INTERNATIONAL CHEMICAL COMPANY	8
TILX136359	INTERNATIONAL CHEMICAL COMPANY	8
TILX136360	INTERNATIONAL CHEMICAL COMPANY	8
TILX136361	INTERNATIONAL CHEMICAL COMPANY	8
TILX136362	INTERNATIONAL CHEMICAL COMPANY	8
TILX136363	INTERNATIONAL CHEMICAL COMPANY	8
TILX136364	INTERNATIONAL CHEMICAL COMPANY	8
TILX136365	INTERNATIONAL CHEMICAL COMPANY	8
TILX136366	INTERNATIONAL CHEMICAL COMPANY	8
TILX136367	INTERNATIONAL CHEMICAL COMPANY	8
TILX136368	INTERNATIONAL CHEMICAL COMPANY	8
TILX136369	INTERNATIONAL CHEMICAL COMPANY	8

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: 12/21/12

Edward M. Luria

Edward M. Luria