

RECORDATION NO. 29727 FILED

APR 04 '11 -2 30 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N W
SUITE 301
WASHINGTON, DC
20036

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

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

April 4, 2011

Chief
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, effective as of June 1, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents

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 29890

Chief
Section of Administration
April 4, 2011
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A description of the railroad equipment covered by the enclosed document
is:

68 tank railcars within the series TILX 262284 - TILX 262419 as more particularly set forth in the attachment to the document.

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,



Robert W Alvord

RWA/sem
Enclosures

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MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT ~~SUBFACE TRANSPORTATION BOARD~~

Memorandum of Assignment and Assumption Agreement effective as of June 1, 2009 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"), effective as of June 1, 2009, 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.

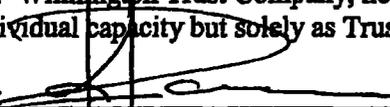
This Memo may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute the same instrument.

[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~~

By:  _____

Name: **Jose L. Paredes**
Title: **Assistant Vice President**

TRINITY INDUSTRIES LEASING COMPANY

By: _____

Name:
Title:

Executed on this 11th day of March, 2011

Executed on this ___ day of _____, 2011

[Memorandum of Assignment and Assumption Agreement]

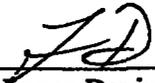
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

TLP RAIL TRUST I

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

By: _____
Name:
Title:

TRINITY INDUSTRIES LEASING COMPANY

By:  _____
Name: Lance Davis
Title: Vice President

Executed on this ___ day of _____, 2011

Executed on this 31st day of MARCH, 2011

[Memorandum of Assignment and Assumption Agreement]

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

On this, the 11th day of March 2011, before a Notary Public in and for said County and State, personally appeared Jose Parodot, 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 March 11, 2011 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.

Jose Parodot
Name:
Notary Public

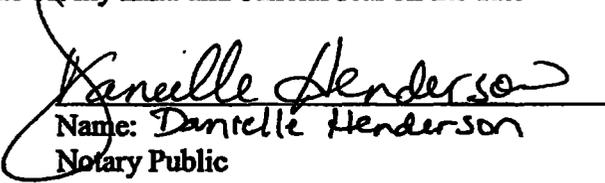
My Commission Expires:
Residing in Wilmington, Delaware



STATE OF TEXAS)
) SS:
COUNTY OF DALLAS)

On this, the 31st day of March 2011, before a Notary Public in and for said County and State, personally appeared 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 March 31, 2011 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.


Name: Danielle Henderson
Notary Public

My Commission Expires: 6/9/2012
Residing in Cedar Hill TX

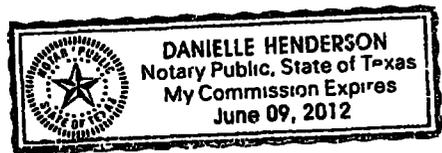


EXHIBIT A

Lease: Rider One (1), effective June 1, 2009, to that certain Railroad Car Lease Agreement, dated June 1, 2009, between Trinity Industries Leasing Company and Holly Refining & Marketing-Tulsa LLC

Equipment: DOT111A100W1 coiled and insulated tank cars with 23,589 gallon approximate capacity

Quantity: Sixty-Eight (68)

Road Numbers: TILX 262284 – TILX 262333, TILX 262391, TILX 262392, TILX 262394, TILX 262398, TILX 262399, TILX 262404 and TILX 262408 – TILX 262419

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, 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: 4/11/11



Robert W Alvord