

RECORDATION NO. 29908 - ^A FILED

SEP 30 2011 -2 55 PM

SURFACE TRANSPORTATION BOARD

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September 30, 2011

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

Dear Ms. Brown

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 30, 2011, 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 29908

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

Assignor Trinity Rail Leasing Warehouse Trust
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

Ms Cynthia T Brown
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A description of the railroad equipment covered by the enclosed document
is

50 covered hopper railcars TILX 33680 – TILX 33729

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/bhs
Enclosures

SEP 26 2011 2 55 PM

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT
SURFACE TRANSPORTATION BOARD

Memorandum of Assignment and Assumption Agreement made and entered into on September 20, 2011 by and between Trinity Rail Leasing Warehouse Trust (successor in interest to Trinity Rail Leasing Trust II), a Delaware statutory trust (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 September 30, 2011, 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.

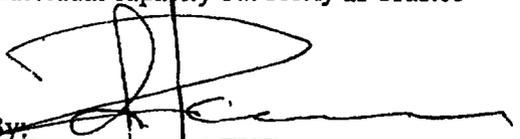
This Memo may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute the same instrument.

[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 RAIL LEASING
WAREHOUSE TRUST**

By: _____
Name: _____
Title: _____

Executed on this 27th day of September, 2011

Executed on this ___ day of _____, 2011

[Memorandum of Assignment and Assumption Agreement]

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

On this, the 27 day of September 2011, before a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the ~~Assistant Vice President~~ ^{John B. Parson} 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 27 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.

Patrick A. Kanar

Name:
Notary Public

My Commission Expires:
Residing in _____



PATRICK A. KANAR
Notary Public - State of Delaware
My Comm. Expires April 6, 2012

[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 RAIL LEASING
WAREHOUSE TRUST**

By: _____
Name:
Title:

By:  _____
Name: Eric Marchetto
Title: Vice President

Executed on this ___ day of _____, 2011

Executed on this ^{20th} ~~21st~~ day of ~~September~~, 2011

[Memorandum of Assignment and Assumption Agreement]

STATE OF TEXAS)
) SS:
COUNTY OF DALLAS)

On this, the 29th day of September 2011, before a Notary Public in an for said County and State, personally appeared Eric Marchetto, who being by me duly sworn, says that (s)he is the Vice President of Trinity Rail Leasing Warehouse Trust, that said instrument was signed on September 29, 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.

Mary E. Koftan
Name:
Notary Public

My Commission Expires: March 7, 2013
Residing in Tarrant County

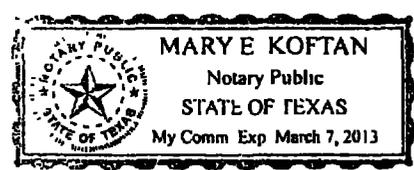


EXHIBIT A

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 August 20, 2009 between Trinity Industries Leasing Company and U.S. Silica Company.

EXHIBIT B

	<u>Lessee and Rider</u>	<u>Railcars</u>
1	US Silica Company, Rider 2	TILX 33680
2	US Silica Company, Rider 2	TILX 33681
3	US Silica Company, Rider 2	TILX 33682
4	US Silica Company, Rider 2	TILX 33683
5	US Silica Company, Rider 2	TILX 33684
6	US Silica Company, Rider 2	TILX 33685
7	US Silica Company, Rider 2	TILX 33686
8	US Silica Company, Rider 2	TILX 33687
9	US Silica Company, Rider 2	TILX 33688
10	US Silica Company, Rider 2	TILX 33689
11	US Silica Company, Rider 2	TILX 33690
12	US Silica Company, Rider 2	TILX 33691
13	US Silica Company, Rider 2	TILX 33692
14	US Silica Company, Rider 2	TILX 33693
15	US Silica Company, Rider 2	TILX 33694
16	US Silica Company, Rider 2	TILX 33695
17	US Silica Company, Rider 2	TILX 33696
18	US Silica Company, Rider 2	TILX 33697
19	US Silica Company, Rider 2	TILX 33698
20	US Silica Company, Rider 2	TILX 33699
21	US Silica Company, Rider 2	TILX 33700
22	US Silica Company, Rider 2	TILX 33701
23	US Silica Company, Rider 2	TILX 33702
24	US Silica Company, Rider 2	TILX 33703
25	US Silica Company, Rider 2	TILX 33704
26	US Silica Company, Rider 2	TILX 33705
27	US Silica Company, Rider 2	TILX 33706
28	US Silica Company, Rider 2	TILX 33707
29	US Silica Company, Rider 2	TILX 33708
30	US Silica Company, Rider 2	TILX 33709
31	US Silica Company, Rider 2	TILX 33710
32	US Silica Company, Rider 2	TILX 33711
33	US Silica Company, Rider 2	TILX 33712
34	US Silica Company, Rider 2	TILX 33713
35	US Silica Company, Rider 2	TILX 33714
36	US Silica Company, Rider 2	TILX 33715
37	US Silica Company, Rider 2	TILX 33716
38	US Silica Company, Rider 2	TILX 33717

[Memorandum of Assignment and Assumption Agreement]

39	US Silica Company, Rider 2	TILX 33718
40	US Silica Company, Rider 2	TILX 33719
41	US Silica Company, Rider 2	TILX 33720
42	US Silica Company, Rider 2	TILX 33721
43	US Silica Company, Rider 2	TILX 33722
44	US Silica Company, Rider 2	TILX 33723
45	US Silica Company, Rider 2	TILX 33724
46	US Silica Company, Rider 2	TILX 33725
47	US Silica Company, Rider 2	TILX 33726
48	US Silica Company, Rider 2	TILX 33727
49	US Silica Company, Rider 2	TILX 33728
50	US Silica Company, Rider 2	TILX 33729

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 9/30/11

Edward M Luria
Edward M Luria