

RECORDATION NO. 30040-A FILED

DEC 28 '11 -1 2 0 PM

SURFACE TRANSPORTATION BOARD

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ATTORNEYS AT LAW
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SUITE 301
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20036

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December 28, 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 December 28, 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 30040.

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

Assignor: Trinity Rail Leasing Warehouse Trust
2525 Stemmons Freeway
Dallas, Texas 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, Delaware 19890

Ms. Cynthia T. Brown
December 28, 2011
Page 2

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

137 railcars: CNA 409137 - CNA 409276 (except CNA 409174, CNA
409198 and CNA 409232.

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

DEC 28 '11 -1 2 0 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

Memorandum of Assignment and Assumption Agreement made and entered into on December ~~28~~, 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").

WITNESSETH:

The undersigned have entered into that certain Assignment and Assumption Agreement (the "Assignment"), dated as of December ~~28~~, 2011, 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.

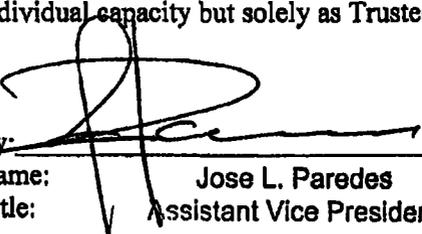
This Memo may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute the same instrument.

[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 22nd day of December, 2011

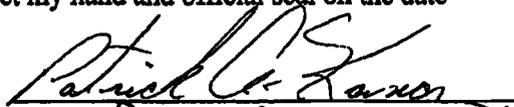
Executed on this ___ day of _____, 2011

[Memorandum of Assignment and Assumption Agreement]

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

On this, the 22 day of December 2011, 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 December 22 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.



Name: Patrick A. Kanar
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: Jared Richardson
Title: Secretary

Executed on this ___ day of _____, 2011

Executed on this 27th day of December 2011

[Memorandum of Assignment and Assumption Agreement]

STATE OF TEXAS)
) SS:
COUNTY OF DALLAS)

On this, the 27th day of December 2011, before a Notary Public in an for said County and State, personally appeared Jared Richards who being by me duly sworn, says that (s)he is the Secretary of Trinity Rail Leasing Warehouse Trust, that said instrument was signed on December 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.

Mary E. Koftan
Name: Mary E. Koftan
Notary Public

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

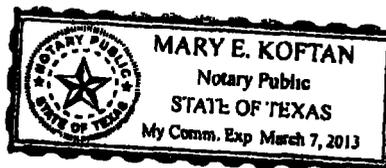


EXHIBIT A

1. One Hundred Thirty-Seven (137) units as identified on Exhibit B hereto and leased pursuant to Rider Three (3) to that certain Railroad Car Net Lease Agreement dated as of April 1, 2004 between Trinity Industries Leasing Company and Canadian National Railway Company.

2. Sixteen (16) units as identified on Exhibit B hereto and leased pursuant to Rider Four (4) to that certain Railroad Car Lease Agreement dated April 10, 2003 between Trinity Industries Leasing Company and International Chemical Company.

3. One Hundred (100) units as identified on Exhibit B hereto and leased pursuant to Rider Five (5) to that certain Railroad Car Lease Agreement dated as of February 1, 2011 between Trinity Industries Leasing Company and PBF Holding Company LLC.

[Memorandum of Assignment and Assumption Agreement]

EXHIBIT B

<u>CAR MARK</u>	<u>LESSEE</u>	<u>RIDER NUMBER</u>
CNA 409137	CANADIAN NATIONAL RAILWAY CO	3
CNA 409138	CANADIAN NATIONAL RAILWAY CO	3
CNA 409139	CANADIAN NATIONAL RAILWAY CO	3
CNA 409140	CANADIAN NATIONAL RAILWAY CO	3
CNA 409141	CANADIAN NATIONAL RAILWAY CO	3
CNA 409142	CANADIAN NATIONAL RAILWAY CO	3
CNA 409143	CANADIAN NATIONAL RAILWAY CO	3
CNA 409144	CANADIAN NATIONAL RAILWAY CO	3
CNA 409145	CANADIAN NATIONAL RAILWAY CO	3
CNA 409146	CANADIAN NATIONAL RAILWAY CO	3
CNA 409147	CANADIAN NATIONAL RAILWAY CO	3
CNA 409148	CANADIAN NATIONAL RAILWAY CO	3
CNA 409149	CANADIAN NATIONAL RAILWAY CO	3
CNA 409150	CANADIAN NATIONAL RAILWAY CO	3
CNA 409151	CANADIAN NATIONAL RAILWAY CO	3
CNA 409152	CANADIAN NATIONAL RAILWAY CO	3
CNA 409153	CANADIAN NATIONAL RAILWAY CO	3
CNA 409154	CANADIAN NATIONAL RAILWAY CO	3
CNA 409155	CANADIAN NATIONAL RAILWAY CO	3
CNA 409156	CANADIAN NATIONAL RAILWAY CO	3
CNA 409157	CANADIAN NATIONAL RAILWAY CO	3
CNA 409158	CANADIAN NATIONAL RAILWAY CO	3
CNA 409159	CANADIAN NATIONAL RAILWAY CO	3
CNA 409160	CANADIAN NATIONAL RAILWAY CO	3
CNA 409161	CANADIAN NATIONAL RAILWAY CO	3
CNA 409162	CANADIAN NATIONAL RAILWAY CO	3
CNA 409163	CANADIAN NATIONAL RAILWAY CO	3
CNA 409164	CANADIAN NATIONAL RAILWAY CO	3
CNA 409165	CANADIAN NATIONAL RAILWAY CO	3
CNA 409166	CANADIAN NATIONAL RAILWAY CO	3
CNA 409167	CANADIAN NATIONAL RAILWAY CO	3
CNA 409168	CANADIAN NATIONAL RAILWAY CO	3
CNA 409169	CANADIAN NATIONAL RAILWAY CO	3
CNA 409170	CANADIAN NATIONAL RAILWAY CO	3
CNA 409171	CANADIAN NATIONAL RAILWAY CO	3
CNA 409172	CANADIAN NATIONAL RAILWAY CO	3
CNA 409173	CANADIAN NATIONAL RAILWAY CO	3
CNA 409175	CANADIAN NATIONAL RAILWAY CO	3
CNA 409176	CANADIAN NATIONAL RAILWAY CO	3

[Memorandum of Assignment and Assumption Agreement]

CNA 409177	CANADIAN NATIONAL RAILWAY CO	3
CNA 409178	CANADIAN NATIONAL RAILWAY CO	3
CNA 409179	CANADIAN NATIONAL RAILWAY CO	3
CNA 409180	CANADIAN NATIONAL RAILWAY CO	3
CNA 409181	CANADIAN NATIONAL RAILWAY CO	3
CNA 409182	CANADIAN NATIONAL RAILWAY CO	3
CNA 409183	CANADIAN NATIONAL RAILWAY CO	3
CNA 409184	CANADIAN NATIONAL RAILWAY CO	3
CNA 409185	CANADIAN NATIONAL RAILWAY CO	3
CNA 409186	CANADIAN NATIONAL RAILWAY CO	3
CNA 409187	CANADIAN NATIONAL RAILWAY CO	3
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CNA 409191	CANADIAN NATIONAL RAILWAY CO	3
CNA 409192	CANADIAN NATIONAL RAILWAY CO	3
CNA 409193	CANADIAN NATIONAL RAILWAY CO	3
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CNA 409196	CANADIAN NATIONAL RAILWAY CO	3
CNA 409197	CANADIAN NATIONAL RAILWAY CO	3
CNA 409199	CANADIAN NATIONAL RAILWAY CO	3
CNA 409200	CANADIAN NATIONAL RAILWAY CO	3
CNA 409201	CANADIAN NATIONAL RAILWAY CO	3
CNA 409202	CANADIAN NATIONAL RAILWAY CO	3
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CNA 409219	CANADIAN NATIONAL RAILWAY CO	3
CNA 409220	CANADIAN NATIONAL RAILWAY CO	3

[Memorandum of Assignment and Assumption Agreement]

CNA 409221	CANADIAN NATIONAL RAILWAY CO	3
CNA 409222	CANADIAN NATIONAL RAILWAY CO	3
CNA 409223	CANADIAN NATIONAL RAILWAY CO	3
CNA 409224	CANADIAN NATIONAL RAILWAY CO	3
CNA 409225	CANADIAN NATIONAL RAILWAY CO	3
CNA 409226	CANADIAN NATIONAL RAILWAY CO	3
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CNA 409263	CANADIAN NATIONAL RAILWAY CO	3
CNA 409264	CANADIAN NATIONAL RAILWAY CO	3

[Memorandum of Assignment and Assumption Agreement]

CNA 409265	CANADIAN NATIONAL RAILWAY CO	3
CNA 409266	CANADIAN NATIONAL RAILWAY CO	3
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[Memorandum of Assignment and Assumption Agreement]

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[Memorandum of Assignment and Assumption Agreement]

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TILX254687	PBF HOLDING CO LLC	5
TILX254688	PBF HOLDING CO LLC	5
TILX254689	PBF HOLDING CO LLC	5

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: 12-28-11

Edward M Luria
Edward M. Luria