RECORDATION NO. 30174-A FILED
April 16, 2012 03:50 PM
SURFACE TRANSPORTATION BOARD

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OF COUNSEL
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April 16, 2012

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 April 16, 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 30174.

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:

20 tank railcars: TILX 263364 – TILX 263383.

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

RECORDATION NO. 30174-A FILED
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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

Memorandum of Assignment and Assumption Agreement dated as of April 16, 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 April 16, 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 12th day of April, 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 12 day of April 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 April 12 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

PATRICK A. KANAR
MY COMMISSION EXPIRES
NOTARY
PUBLIC
MARCH 8, 2014
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 INDUSTRIES LEASING COMPANY

By: C.L.D.
Name: C. Lance Davis
Title: Vice President

Executed on this 10th day of April, 2012

STATE OF TEXAS)
) SS:
COUNTY OF DALLAS)

On this, the 16th day of April 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 April 16, 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.

Mary E. Koftan
Name:
Notary Public

My Commission Expires: March 7, 2013
Residing in Tarrant

MARY E. KOFTAN
Notary Public
STATE OF TEXAS
My Comm. Exp. March 7, 2013

EXHIBIT A

1. Twenty-Five (25) units as identified on Exhibit B hereto and leased pursuant to Rider Six (6) to that certain Railroad Car Lease Agreement dated April 10, 2003 between Trinity Industries Leasing Company and International Chemical Company.

2. Seventy-Five (75) units as identified on Exhibit B hereto and leased pursuant to Rider Six (6) to that certain Railroad Car Lease Agreement dated April 24, 2006 between Trinity Industries Leasing Company and Western Petroleum Company.

3. One Hundred (100) units as identified on Exhibit B hereto and leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated as of May 26, 2011 between Trinity Industries Leasing Company and Keane Frac LP.

4. Ten (10) units as identified on Exhibit B hereto and leased pursuant to Rider Six (6) to that certain Railroad Car Lease Agreement dated November 30, 2007 between Trinity Industries Leasing Company and Texmark Chemicals, Inc.

5. Ten (10) units as identified on Exhibit B hereto and leased pursuant to Rider Seven (7) to that certain Railroad Car Lease Agreement dated November 30, 2007 between Trinity Industries Leasing Company and Texmark Chemicals, Inc.

EXHIBIT B

CAR MARK	LESSEE	RIDER NUMBER
TILX 136270	INTERNATIONAL CHEMICAL CO	6
TILX 136271	INTERNATIONAL CHEMICAL CO	6
TILX 136272	INTERNATIONAL CHEMICAL CO	6
TILX 136273	INTERNATIONAL CHEMICAL CO	6
TILX 136274	INTERNATIONAL CHEMICAL CO	6
TILX 136275	INTERNATIONAL CHEMICAL CO	6
TILX 136276	INTERNATIONAL CHEMICAL CO	6
TILX 136277	INTERNATIONAL CHEMICAL CO	6
TILX 136278	INTERNATIONAL CHEMICAL CO	6
TILX 136279	INTERNATIONAL CHEMICAL CO	6
TILX 136280	INTERNATIONAL CHEMICAL CO	6
TILX 136281	INTERNATIONAL CHEMICAL CO	6
TILX 136282	INTERNATIONAL CHEMICAL CO	6
TILX 136283	INTERNATIONAL CHEMICAL CO	6
TILX 136284	INTERNATIONAL CHEMICAL CO	6
TILX 136285	INTERNATIONAL CHEMICAL CO	6
TILX 136286	INTERNATIONAL CHEMICAL CO	6
TILX 136287	INTERNATIONAL CHEMICAL CO	6
TILX 136288	INTERNATIONAL CHEMICAL CO	6
TILX 136289	INTERNATIONAL CHEMICAL CO	6
TILX 136290	INTERNATIONAL CHEMICAL CO	6
TILX 136291	INTERNATIONAL CHEMICAL CO	6
TILX 136292	INTERNATIONAL CHEMICAL CO	6
TILX 136293	INTERNATIONAL CHEMICAL CO	6
TILX 136294	INTERNATIONAL CHEMICAL CO	6
TILX 316505	WESTERN PETROLEUM CO	6
TILX 316507	WESTERN PETROLEUM CO	6
TILX 316515	WESTERN PETROLEUM CO	6
TILX 316528	WESTERN PETROLEUM CO	6
TILX 316538	WESTERN PETROLEUM CO	6
TILX 316545	WESTERN PETROLEUM CO	6
TILX 316546	WESTERN PETROLEUM CO	6
TILX 316547	WESTERN PETROLEUM CO	6
TILX 316550	WESTERN PETROLEUM CO	6
TILX 316551	WESTERN PETROLEUM CO	6
TILX 316553	WESTERN PETROLEUM CO	6
TILX 316554	WESTERN PETROLEUM CO	6
TILX 316555	WESTERN PETROLEUM CO	6

TILX 316556	WESTERN PETROLEUM CO	6
TILX 316557	WESTERN PETROLEUM CO	6
TILX 316558	WESTERN PETROLEUM CO	6
TILX 316559	WESTERN PETROLEUM CO	6
TILX 316561	WESTERN PETROLEUM CO	6
TILX 316563	WESTERN PETROLEUM CO	6
TILX 316565	WESTERN PETROLEUM CO	6
TILX 316566	WESTERN PETROLEUM CO	6
TILX 316567	WESTERN PETROLEUM CO	6
TILX 316569	WESTERN PETROLEUM CO	6
TILX 316572	WESTERN PETROLEUM CO	6
TILX 316573	WESTERN PETROLEUM CO	6
TILX 316575	WESTERN PETROLEUM CO	6
TILX 316576	WESTERN PETROLEUM CO	6
TILX 316577	WESTERN PETROLEUM CO	6
TILX 316578	WESTERN PETROLEUM CO	6
TILX 316579	WESTERN PETROLEUM CO	6
TILX 316581	WESTERN PETROLEUM CO	6
TILX 316584	WESTERN PETROLEUM CO	6
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TILX 316586	WESTERN PETROLEUM CO	6
TILX 316587	WESTERN PETROLEUM CO	6
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TILX 316597	WESTERN PETROLEUM CO	6
TILX 316598	WESTERN PETROLEUM CO	6
TILX 316599	WESTERN PETROLEUM CO	6
TILX 316600	WESTERN PETROLEUM CO	6
TILX 316602	WESTERN PETROLEUM CO	6
TILX 316605	WESTERN PETROLEUM CO	6
TILX 316607	WESTERN PETROLEUM CO	6
TILX 316608	WESTERN PETROLEUM CO	6
TILX 316612	WESTERN PETROLEUM CO	6
TILX 316613	WESTERN PETROLEUM CO	6
TILX 316615	WESTERN PETROLEUM CO	6
TILX 316619	WESTERN PETROLEUM CO	6
TILX 316620	WESTERN PETROLEUM CO	6
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TILX 316622	WESTERN PETROLEUM CO	6
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TILX 316633	WESTERN PETROLEUM CO	6
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TILX 316637	WESTERN PETROLEUM CO	6
TILX 316638	WESTERN PETROLEUM CO	6
TILX 316639	WESTERN PETROLEUM CO	6
TILX 316640	WESTERN PETROLEUM CO	6
TILX 316641	WESTERN PETROLEUM CO	6
TILX 329611	KEANE FRAC LP	1
TILX 329612	KEANE FRAC LP	1
TILX 329613	KEANE FRAC LP	1
TILX 329614	KEANE FRAC LP	1
TILX 329615	KEANE FRAC LP	1
TILX 329616	KEANE FRAC LP	1
TILX 329617	KEANE FRAC LP	1
TILX 329618	KEANE FRAC LP	1
TILX 329619	KEANE FRAC LP	1
TILX 329620	KEANE FRAC LP	1
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TILX 329710	KEANE FRAC LP	1
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TILX 263365	TEXMARK CHEMICALS, INC.	6
TILX 263366	TEXMARK CHEMICALS, INC.	6
TILX 263367	TEXMARK CHEMICALS, INC.	6
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TILX 263369	TEXMARK CHEMICALS, INC.	6
TILX 263370	TEXMARK CHEMICALS, INC.	6
TILX 263371	TEXMARK CHEMICALS, INC.	6
TILX 263372	TEXMARK CHEMICALS, INC.	6
TILX 263373	TEXMARK CHEMICALS, INC.	6

TILX 263374	TEXMARK CHEMICALS, INC.	7
TILX 263375	TEXMARK CHEMICALS, INC.	7
TILX 263376	TEXMARK CHEMICALS, INC.	7
TILX 263377	TEXMARK CHEMICALS, INC.	7
TILX 263378	TEXMARK CHEMICALS, INC.	7
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TILX 263380	TEXMARK CHEMICALS, INC.	7
TILX 263381	TEXMARK CHEMICALS, INC.	7
TILX 263382	TEXMARK CHEMICALS, INC.	7
TILX 263383	TEXMARK CHEMICALS, INC.	7

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: 4/16/12

Edward M Luria

Edward M. Luria