

RECORDATION NO 30401-A

FILED

September 27, 2012 05:00 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD

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OF COUNSEL
URBAN A. LESTER

September 27, 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 September 27, 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 30401.

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

Assignor: Trinity Tank Car, Inc., as assignee of 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

Chief of the Section of Administration
September 27, 2012
Page 2

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

65 tank railcars within the series TILX 254870 – TILX 254939 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 \$42.00 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

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

Memorandum of Assignment and Assumption Agreement made and entered into on September ~~27~~ 27, 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 September ~~27~~ 27, 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.

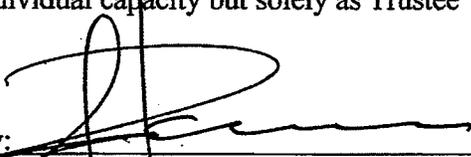
This Memo may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute the same instrument.

[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 TANK CAR, INC.

By: _____
Name: _____
Title: _____

Executed on this 19th day of September, 2012

Executed on this ___ day of _____, 2012

[Memorandum of Assignment and Assumption Agreement]

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

On this, the 19 day of September 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 September 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.



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

[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:

Executed on this ___ day of _____, 2012

TRINITY TANK CAR, INC.

By: 
Name: Eric R. Marchetto
Title: Vice President

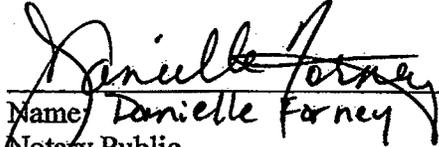
Executed on this ^{27th} day of September, 2012

[Memorandum of Assignment and Assumption Agreement]

STATE OF TEXAS)
) SS:
COUNTY OF DALLAS)

On this, the 20th day of September 2012, before a Notary Public in and for said County and State, personally appeared Eric R. Marchetti, who being by me duly sworn, says that (s)he is the Vice President of Trinity Tank Car, Inc., that said instrument was signed on September 27, 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 Danielle Forney
Notary Public

My Commission Expires:
Residing in 6/9/16

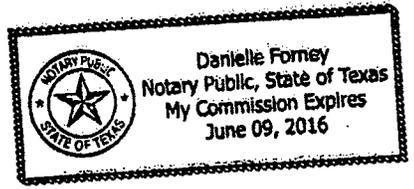


EXHIBIT A

Sixty-Five (65) units as identified on Exhibit B hereto and leased pursuant to Rider Six (6) to that certain Railroad Car Lease Agreement dated as of August 26, 2009 between Trinity Industries Leasing Company and NuStar Marketing, LLC.

EXHIBIT B

<u>CAR MARK</u>	<u>LESSEE</u>	<u>RIDER NUMBER</u>
TILX 254870	NUSTAR MARKETING, LLC	6
TILX 254875	NUSTAR MARKETING, LLC	6
TILX 254876	NUSTAR MARKETING, LLC	6
TILX 254877	NUSTAR MARKETING, LLC	6
TILX 254878	NUSTAR MARKETING, LLC	6
TILX 254879	NUSTAR MARKETING, LLC	6
TILX 254880	NUSTAR MARKETING, LLC	6
TILX 254881	NUSTAR MARKETING, LLC	6
TILX 254882	NUSTAR MARKETING, LLC	6
TILX 254883	NUSTAR MARKETING, LLC	6
TILX 254884	NUSTAR MARKETING, LLC	6
TILX 254885	NUSTAR MARKETING, LLC	6
TILX 254886	NUSTAR MARKETING, LLC	6
TILX 254887	NUSTAR MARKETING, LLC	6
TILX 254889	NUSTAR MARKETING, LLC	6
TILX 254890	NUSTAR MARKETING, LLC	6
TILX 254891	NUSTAR MARKETING, LLC	6
TILX 254892	NUSTAR MARKETING, LLC	6
TILX 254893	NUSTAR MARKETING, LLC	6
TILX 254894	NUSTAR MARKETING, LLC	6
TILX 254895	NUSTAR MARKETING, LLC	6
TILX 254896	NUSTAR MARKETING, LLC	6
TILX 254897	NUSTAR MARKETING, LLC	6
TILX 254898	NUSTAR MARKETING, LLC	6
TILX 254899	NUSTAR MARKETING, LLC	6
TILX 254900	NUSTAR MARKETING, LLC	6
TILX 254901	NUSTAR MARKETING, LLC	6
TILX 254902	NUSTAR MARKETING, LLC	6
TILX 254903	NUSTAR MARKETING, LLC	6
TILX 254904	NUSTAR MARKETING, LLC	6
TILX 254905	NUSTAR MARKETING, LLC	6
TILX 254906	NUSTAR MARKETING, LLC	6
TILX 254907	NUSTAR MARKETING, LLC	6
TILX 254908	NUSTAR MARKETING, LLC	6
TILX 254909	NUSTAR MARKETING, LLC	6
TILX 254910	NUSTAR MARKETING, LLC	6
TILX 254911	NUSTAR MARKETING, LLC	6
TILX 254912	NUSTAR MARKETING, LLC	6

[Memorandum of Assignment and Assumption Agreement]

<u>CAR MARK</u>	<u>LESSEE</u>	<u>RIDER NUMBER</u>
TILX 254913	NUSTAR MARKETING, LLC	6
TILX 254914	NUSTAR MARKETING, LLC	6
TILX 254915	NUSTAR MARKETING, LLC	6
TILX 254916	NUSTAR MARKETING, LLC	6
TILX 254917	NUSTAR MARKETING, LLC	6
TILX 254918	NUSTAR MARKETING, LLC	6
TILX 254919	NUSTAR MARKETING, LLC	6
TILX 254920	NUSTAR MARKETING, LLC	6
TILX 254921	NUSTAR MARKETING, LLC	6
TILX 254922	NUSTAR MARKETING, LLC	6
TILX 254923	NUSTAR MARKETING, LLC	6
TILX 254924	NUSTAR MARKETING, LLC	6
TILX 254925	NUSTAR MARKETING, LLC	6
TILX 254926	NUSTAR MARKETING, LLC	6
TILX 254927	NUSTAR MARKETING, LLC	6
TILX 254928	NUSTAR MARKETING, LLC	6
TILX 254929	NUSTAR MARKETING, LLC	6
TILX 254930	NUSTAR MARKETING, LLC	6
TILX 254931	NUSTAR MARKETING, LLC	6
TILX 254932	NUSTAR MARKETING, LLC	6
TILX 254933	NUSTAR MARKETING, LLC	6
TILX 254934	NUSTAR MARKETING, LLC	6
TILX 254935	NUSTAR MARKETING, LLC	6
TILX 254936	NUSTAR MARKETING, LLC	6
TILX 254937	NUSTAR MARKETING, LLC	6
TILX 254938	NUSTAR MARKETING, LLC	6
TILX 254939	NUSTAR MARKETING, LLC	6

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: 9/27/12

Edward M Luria
Edward M. Luria