

RECORDATION NO 30404-A

FILED

September 27, 2012 05:00 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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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 Memoranda of Lease Agreement being filed with the Board under Recordation Number 30404.

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

Assignor: Trinity Rail Leasing VI LLC (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

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

190 covered hopper railcars: TILX 638283 – TILX - 638472.

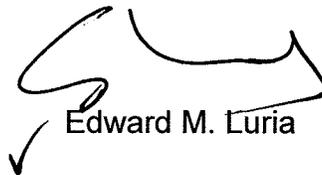
A short summary of the document to appear in the index is:

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~~, 2012 by and between Trinity Rail Leasing VI LLC, a Delaware limited liability company (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 September ~~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.

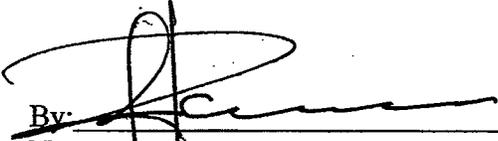
This Memo may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute the same instrument.

[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: _____
Title: Jose L. Paredes
Assistant Vice President

TRINITY RAIL LEASING VI LLC

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

TRINITY RAIL LEASING VI LLC

By: _____
Name:
Title:

By:  _____
Name: C. Lance Davis
Title: Vice President

Executed on this ___ day of _____, 2012

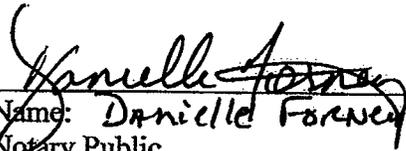
Executed on this 27th day of September, 2012

[Memorandum of Assignment and Assumption Agreement]

STATE OF TEXAS)
) SS:
COUNTY OF DALLAS)

On this, the 27th day of September 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 (s)he is the Vice President of Trinity Rail Leasing VI LLC, 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

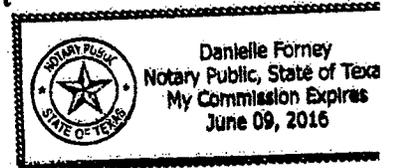


EXHIBIT A

One Hundred Ninety (190) units as identified on Exhibit B hereto and leased pursuant to Rider Fourteen (14) to that certain Railroad Car Lease Agreement dated July 11, 2002 between Trinity Industries Leasing Company and Poet Nutrition, Inc. (as assignee of Broin Enterprises, Inc.).

EXHIBIT B

<u>CAR MARK</u>	<u>LESSEE</u>	<u>RIDER NUMBER</u>
TILX 638283	POET NUTRITION, INC.	14
TILX 638284	POET NUTRITION, INC.	14
TILX 638285	POET NUTRITION, INC.	14
TILX 638286	POET NUTRITION, INC.	14
TILX 638287	POET NUTRITION, INC.	14
TILX 638288	POET NUTRITION, INC.	14
TILX 638289	POET NUTRITION, INC.	14
TILX 638290	POET NUTRITION, INC.	14
TILX 638291	POET NUTRITION, INC.	14
TILX 638292	POET NUTRITION, INC.	14
TILX 638293	POET NUTRITION, INC.	14
TILX 638294	POET NUTRITION, INC.	14
TILX 638295	POET NUTRITION, INC.	14
TILX 638296	POET NUTRITION, INC.	14
TILX 638297	POET NUTRITION, INC.	14
TILX 638298	POET NUTRITION, INC.	14
TILX 638299	POET NUTRITION, INC.	14
TILX 638300	POET NUTRITION, INC.	14
TILX 638301	POET NUTRITION, INC.	14
TILX 638302	POET NUTRITION, INC.	14
TILX 638303	POET NUTRITION, INC.	14
TILX 638304	POET NUTRITION, INC.	14
TILX 638305	POET NUTRITION, INC.	14
TILX 638306	POET NUTRITION, INC.	14
TILX 638307	POET NUTRITION, INC.	14
TILX 638308	POET NUTRITION, INC.	14
TILX 638309	POET NUTRITION, INC.	14
TILX 638310	POET NUTRITION, INC.	14
TILX 638311	POET NUTRITION, INC.	14
TILX 638312	POET NUTRITION, INC.	14
TILX 638313	POET NUTRITION, INC.	14
TILX 638314	POET NUTRITION, INC.	14
TILX 638315	POET NUTRITION, INC.	14
TILX 638316	POET NUTRITION, INC.	14
TILX 638317	POET NUTRITION, INC.	14
TILX 638318	POET NUTRITION, INC.	14
TILX 638319	POET NUTRITION, INC.	14
TILX 638320	POET NUTRITION, INC.	14
TILX 638321	POET NUTRITION, INC.	14

[Memorandum of Assignment and Assumption Agreement]

<u>CAR MARK</u>	<u>LESSEE</u>	<u>RIDER NUMBER</u>
TILX 638322	POET NUTRITION, INC.	14
TILX 638323	POET NUTRITION, INC.	14
TILX 638324	POET NUTRITION, INC.	14
TILX 638325	POET NUTRITION, INC.	14
TILX 638326	POET NUTRITION, INC.	14
TILX 638327	POET NUTRITION, INC.	14
TILX 638328	POET NUTRITION, INC.	14
TILX 638329	POET NUTRITION, INC.	14
TILX 638330	POET NUTRITION, INC.	14
TILX 638331	POET NUTRITION, INC.	14
TILX 638332	POET NUTRITION, INC.	14
TILX 638333	POET NUTRITION, INC.	14
TILX 638334	POET NUTRITION, INC.	14
TILX 638335	POET NUTRITION, INC.	14
TILX 638336	POET NUTRITION, INC.	14
TILX 638337	POET NUTRITION, INC.	14
TILX 638338	POET NUTRITION, INC.	14
TILX 638339	POET NUTRITION, INC.	14
TILX 638340	POET NUTRITION, INC.	14
TILX 638341	POET NUTRITION, INC.	14
TILX 638342	POET NUTRITION, INC.	14
TILX 638343	POET NUTRITION, INC.	14
TILX 638344	POET NUTRITION, INC.	14
TILX 638345	POET NUTRITION, INC.	14
TILX 638346	POET NUTRITION, INC.	14
TILX 638347	POET NUTRITION, INC.	14
TILX 638348	POET NUTRITION, INC.	14
TILX 638349	POET NUTRITION, INC.	14
TILX 638350	POET NUTRITION, INC.	14
TILX 638351	POET NUTRITION, INC.	14
TILX 638352	POET NUTRITION, INC.	14
TILX 638353	POET NUTRITION, INC.	14
TILX 638354	POET NUTRITION, INC.	14
TILX 638355	POET NUTRITION, INC.	14
TILX 638356	POET NUTRITION, INC.	14
TILX 638357	POET NUTRITION, INC.	14
TILX 638358	POET NUTRITION, INC.	14
TILX 638359	POET NUTRITION, INC.	14
TILX 638360	POET NUTRITION, INC.	14
TILX 638361	POET NUTRITION, INC.	14
TILX 638362	POET NUTRITION, INC.	14
TILX 638363	POET NUTRITION, INC.	14

[Memorandum of Assignment and Assumption Agreement]

<u>CAR MARK</u>	<u>LESSEE</u>	<u>RIDER NUMBER</u>
TILX 638364	POET NUTRITION, INC.	14
TILX 638365	POET NUTRITION, INC.	14
TILX 638366	POET NUTRITION, INC.	14
TILX 638367	POET NUTRITION, INC.	14
TILX 638368	POET NUTRITION, INC.	14
TILX 638369	POET NUTRITION, INC.	14
TILX 638370	POET NUTRITION, INC.	14
TILX 638371	POET NUTRITION, INC.	14
TILX 638372	POET NUTRITION, INC.	14
TILX 638373	POET NUTRITION, INC.	14
TILX 638374	POET NUTRITION, INC.	14
TILX 638375	POET NUTRITION, INC.	14
TILX 638376	POET NUTRITION, INC.	14
TILX 638377	POET NUTRITION, INC.	14
TILX 638378	POET NUTRITION, INC.	14
TILX 638379	POET NUTRITION, INC.	14
TILX 638380	POET NUTRITION, INC.	14
TILX 638381	POET NUTRITION, INC.	14
TILX 638382	POET NUTRITION, INC.	14
TILX 638383	POET NUTRITION, INC.	14
TILX 638384	POET NUTRITION, INC.	14
TILX 638385	POET NUTRITION, INC.	14
TILX 638386	POET NUTRITION, INC.	14
TILX 638387	POET NUTRITION, INC.	14
TILX 638388	POET NUTRITION, INC.	14
TILX 638389	POET NUTRITION, INC.	14
TILX 638390	POET NUTRITION, INC.	14
TILX 638391	POET NUTRITION, INC.	14
TILX 638392	POET NUTRITION, INC.	14
TILX 638393	POET NUTRITION, INC.	14
TILX 638394	POET NUTRITION, INC.	14
TILX 638395	POET NUTRITION, INC.	14
TILX 638396	POET NUTRITION, INC.	14
TILX 638397	POET NUTRITION, INC.	14
TILX 638398	POET NUTRITION, INC.	14
TILX 638399	POET NUTRITION, INC.	14
TILX 638400	POET NUTRITION, INC.	14
TILX 638401	POET NUTRITION, INC.	14
TILX 638402	POET NUTRITION, INC.	14
TILX 638403	POET NUTRITION, INC.	14
TILX 638404	POET NUTRITION, INC.	14
TILX 638405	POET NUTRITION, INC.	14

[Memorandum of Assignment and Assumption Agreement]

<u>CAR MARK</u>	<u>LESSEE</u>	<u>RIDER NUMBER</u>
TILX 638406	POET NUTRITION, INC.	14
TILX 638407	POET NUTRITION, INC.	14
TILX 638408	POET NUTRITION, INC.	14
TILX 638409	POET NUTRITION, INC.	14
TILX 638410	POET NUTRITION, INC.	14
TILX 638411	POET NUTRITION, INC.	14
TILX 638412	POET NUTRITION, INC.	14
TILX 638413	POET NUTRITION, INC.	14
TILX 638414	POET NUTRITION, INC.	14
TILX 638415	POET NUTRITION, INC.	14
TILX 638416	POET NUTRITION, INC.	14
TILX 638417	POET NUTRITION, INC.	14
TILX 638418	POET NUTRITION, INC.	14
TILX 638419	POET NUTRITION, INC.	14
TILX 638420	POET NUTRITION, INC.	14
TILX 638421	POET NUTRITION, INC.	14
TILX 638422	POET NUTRITION, INC.	14
TILX 638423	POET NUTRITION, INC.	14
TILX 638424	POET NUTRITION, INC.	14
TILX 638425	POET NUTRITION, INC.	14
TILX 638426	POET NUTRITION, INC.	14
TILX 638427	POET NUTRITION, INC.	14
TILX 638428	POET NUTRITION, INC.	14
TILX 638429	POET NUTRITION, INC.	14
TILX 638430	POET NUTRITION, INC.	14
TILX 638431	POET NUTRITION, INC.	14
TILX 638432	POET NUTRITION, INC.	14
TILX 638433	POET NUTRITION, INC.	14
TILX 638434	POET NUTRITION, INC.	14
TILX 638435	POET NUTRITION, INC.	14
TILX 638436	POET NUTRITION, INC.	14
TILX 638437	POET NUTRITION, INC.	14
TILX 638438	POET NUTRITION, INC.	14
TILX 638439	POET NUTRITION, INC.	14
TILX 638440	POET NUTRITION, INC.	14
TILX 638441	POET NUTRITION, INC.	14
TILX 638442	POET NUTRITION, INC.	14
TILX 638443	POET NUTRITION, INC.	14
TILX 638444	POET NUTRITION, INC.	14
TILX 638445	POET NUTRITION, INC.	14
TILX 638446	POET NUTRITION, INC.	14
TILX 638447	POET NUTRITION, INC.	14

[Memorandum of Assignment and Assumption Agreement]

<u>CAR MARK</u>	<u>LESSEE</u>	<u>RIDER NUMBER</u>
TILX 638448	POET NUTRITION, INC.	14
TILX 638449	POET NUTRITION, INC.	14
TILX 638450	POET NUTRITION, INC.	14
TILX 638451	POET NUTRITION, INC.	14
TILX 638452	POET NUTRITION, INC.	14
TILX 638453	POET NUTRITION, INC.	14
TILX 638454	POET NUTRITION, INC.	14
TILX 638455	POET NUTRITION, INC.	14
TILX 638456	POET NUTRITION, INC.	14
TILX 638457	POET NUTRITION, INC.	14
TILX 638458	POET NUTRITION, INC.	14
TILX 638459	POET NUTRITION, INC.	14
TILX 638460	POET NUTRITION, INC.	14
TILX 638461	POET NUTRITION, INC.	14
TILX 638462	POET NUTRITION, INC.	14
TILX 638463	POET NUTRITION, INC.	14
TILX 638464	POET NUTRITION, INC.	14
TILX 638465	POET NUTRITION, INC.	14
TILX 638466	POET NUTRITION, INC.	14
TILX 638467	POET NUTRITION, INC.	14
TILX 638468	POET NUTRITION, INC.	14
TILX 638469	POET NUTRITION, INC.	14
TILX 638470	POET NUTRITION, INC.	14
TILX 638471	POET NUTRITION, INC.	14
TILX 638472	POET NUTRITION, INC.	14

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