

RECORDATION NO 30609

FILED

January 15, 2013 12:30 PM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

January 15, 2013

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 December 17, 2012, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Seller/Assignor: Trinity Industries Leasing Company
2525 Stemmons Freeway
Dallas, TX 75207

Buyer/Assignee: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

[Lessee: Keane Frac LP
101 Keane Road
Lewis Run, PA 16738]

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

100 railcars: TILX 330111 – TILX 330210.

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

This MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT is dated as of December 17, 2012, by and between Trinity Industries Leasing Company, a Delaware corporation ("Assignor") and First Union Rail Corporation, a North Carolina corporation ("Assignee").

WITNESSETH:

1. Assignor, as lessor, entered into that certain Rider Five (5) to Railroad Car Lease Agreement dated as of June 8, 2011 with Keane Frac LP, as lessee, incorporating the terms of that certain Railroad Car Lease Agreement dated as of May 26, 2011, as supplemented by that certain Rental Rate Adjustment Letter dated as of February 14, 2012 between Trinity Industries Leasing Company and Keane Frac LP (the "Lease") for certain railcars described in Exhibit A attached hereto (the "Railcars").

2. Assignor and Assignee have entered into that certain Assignment and Assumption Agreement dated as of December 17, 2012, which is evidenced by this Memorandum of Assignment and Assumption Agreement with respect to the Lease and the Railcars.

3. This Memorandum of Assignment and Assumption Agreement may be executed in any number of counterparts, each of which shall be an original, all of which when taken together shall constitute one agreement binding on all parties, notwithstanding that all parties are not signatories to the same counterpart.

[SIGNATURE PAGE FOLLOWS.]

IN WITNESS WHEREOF, each of the parties hereto has caused this Memorandum of Assignment and Assumption Agreement to be executed by their duly authorized officers as of the date first written above.

Trinity Industries Leasing Company,
as Assignor

By: *EM*
Name: Eric Marchetto
Title: Executive Vice President - Chief Financial Officer

STATE OF Texas)
COUNTY OF Dallas) ss:

The foregoing Memorandum of Assignment and Assumption Agreement was acknowledged before me, the undersigned Notary Public, in the County of _____ this ____ day of December, 2012 by Eric Marchetto, as Exec. VP & CFO of TRINITY INDUSTRIES LEASING COMPANY, on behalf of the company.

Danielle Forney
Danielle Forney
Notary Public

My commission expires: 6/9/16

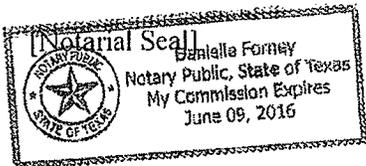


EXHIBIT A

DESCRIPTION OF CARS

QUANTITY

One hundred (100)

CAR NUMBERS

TILX 330111-330210, inclusive

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: 4/15/13

Edward M Luria
Edward M. Luria