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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

May 17, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

RECORDATION NO. 23491-A **FILED**
MAY 17 '01 4-22 PM
TS
SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are five (5) copies of a TILC Assignment and Assumption, dated as of May 17, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Bill of Sale being filed concurrently with the Board under Recordation Number 23491.

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

Assignor: Trinity Industries Leasing
Company
2525 Stemmons Freeway
Dallas, Texas 75207

Assignee: Trinity Rail Leasing I L.P.
2525 Stemmons Freeway
Dallas, Texas 75207

Mr. Vernon A. Williams
May 17, 2001
Page Two

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

One thousand four hundred and ninety-five (1495) railcars (and the leases relating thereto) bearing ASHX, CHVX, ECUX, ITDX, NKCR, PGTX, TILX and TIMX reporting marks and road numbers in Schedule 1 attached to the Memorandum.

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

TILC Assignment and Assumption

Also enclosed is a check in the amount of \$28.00 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,



Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO. 23491-A FILED

MAY 17 '01 4-22 PM

TILC ASSIGNMENT AND ASSUMPTION

SURFACE TRANSPORTATION BOARD

TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation (the "Assignor"), in consideration of the sum of ten dollars (\$10.00) and other good and valuable consideration, hereby transfers, assigns and otherwise conveys and grants to TRINITY RAIL LEASING I L.P., a Texas limited partnership (the "Limited Partnership"), and the Limited Partnership hereby acquires and assumes from the Assignor, all of the Assignor's right, title and interest in and to the Existing Equipment Subleases set forth on Schedule 1 hereto, any and all income and proceeds thereof and any and all obligations of the Assignor thereunder arising on and after the date hereof. This assignment and assumption is made under the Transfer and Assignment Agreement, dated as of May 17, 2001, by and between the Assignor and the Limited Partnership (the "Agreement").

The Assignor hereby warrants to the Limited Partnership and its successors and assigns that at the time of assignment of the Existing Equipment Subleases, the Assignor has legal and beneficial title thereto and good and lawful right to assign such Existing Equipment Subleases free and clear of all Liens (other than subleases of the Existing Equipment Subleases by the Sublessees as expressly permitted by the Existing Equipment Subleases and other than Permitted Liens of the type described in clauses (iii), (iv) and (v) of the definition thereof), and the Assignor covenants that it will defend forever such title to the Existing Equipment Subleases against the demands or claims of all Persons whomsoever (including, without limitation, the holders of such Permitted Liens) based on claims arising as a result of, or related or attributable to, acts, events or circumstances occurring prior to the assignment of the Existing Equipment Subleases by the Assignor hereunder. Notwithstanding the provisions above and its and the Limited Partnership's intent that the Assignor transfer, assign and otherwise convey and grant to the Limited Partnership all right, title and interest of the Assignor in the Existing Equipment Subleases, as a precaution only, in the event of any challenge to this Assignment as being in the nature of an absolute assignment rather than a financing, the Assignor hereby also grants the Limited Partnership a security interest in the Existing Equipment Subleases. Such grant of a security interest does not constitute an admission or acknowledgment that the transactions contemplated by the Agreement provide that this Assignment is other than a transfer, assignment and otherwise conveyance and grant to the Limited Partnership of all right, title and interest of the Assignor in the Existing Equipment Subleases.

The Limited Partnership hereby assumes, and agrees it is unconditionally bound in respect of, as of the Closing Date, all duties and obligations of the Assignor under the Existing Equipment Subleases.

Terms used herein with initial capital letters and not otherwise defined shall have the respective meanings given thereto in Appendix A to the Equipment Lease

Agreement (TRLI 2001-1A), dated as of May 17, 2001, between the Limited Partnership, as Lessee, and TRLI 2001-1A Railcar Statutory Trust, a Connecticut statutory trust, by State Street Bank and Trust Company of Connecticut, National Association, a national banking association, not in its individual capacity except as expressly provided therein but solely as Owner Trustee, as Lessor.

This Assignment and Assumption shall be governed by the laws of the State of New York.

* * *

TILC Assignment and Assumption

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be duly executed on the 17 day of May, 2001.

TRINITY INDUSTRIES LEASING COMPANY

By: 
Name: Eric Marchetto
Title: Vice President

TRINITY RAIL LEASING I L.P.

By TILX GP I, LLC,
its General Partner

By: 
Name: Eric Marchetto
Title: Vice President

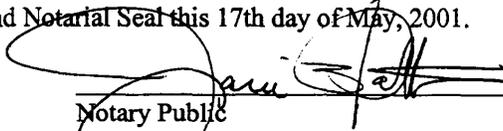
STATE OF ILLINOIS)

)SS:

COUNTY OF COOK)

I, Janice E. Patton, a Notary Public in and for said County, in the State aforesaid, do hereby certify that Eric Marchetto personally known to me to be the Vice President of TRINITY INDUSTRIES LEASING COMPANY, and personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that he signed and delivered the said instrument as said Vice President, as his free and voluntary act and as the free and voluntary act and deed, for the uses and purposes therein set forth.

WITNESS my hand and Notarial Seal this 17th day of May, 2001.



Notary Public

Printed

Name:

Janice E. Patton

My Commission expires on:

[SEAL]



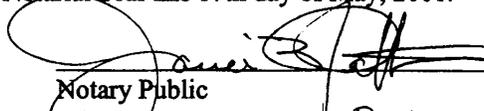
STATE OF ILLINOIS)

)SS:

COUNTY OF COOK)

I, Janice E. Patton, a Notary Public in and for said County, in the State aforesaid, do hereby certify that Eric Marchetto personally known to me to be the Vice President of TILX GP I, LLC, a General Partner of TRINITY RAIL LEASING I L.P., and personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that he signed and delivered the said instrument as said Vice President, as his free and voluntary act and as the free and voluntary act and deed, for the uses and purposes therein set forth.

WITNESS my hand and Notarial Seal this 17th day of May, 2001.



Notary Public

Printed

Name:

Janice E. Patton

My Commission expires on:

[SEAL]



SCHEDULE 1

Existing Equipment Subleases

Eight (8) units identified with marks TIMX 201050-201057 leased pursuant to Rider Two (2) to that certain Railroad Car Net Lease Agreement, dated July 10, 1998, between TILC and EPCO Carbondioxide Products, Inc.

Two hundred fifty (250) units identified with marks TILX 400437-400559, 400579-400592, 301618-301710 and 260875-260894 leased pursuant to Riders One (1), Two (2) and Four (4) to that certain Railroad Car Lease Agreement, dated January 1, 2001, between TILC and NOVA Chemicals Corporation.

Forty-five (45) units identified with marks CHVX 100101-100145 leased pursuant to Rider One (1) to that certain Railroad Car Net Lease Agreement, dated June 22, 2000, between TILC and Chevron Chemical Company LLC.

Eleven (11) units identified with marks TILX 220050-220060 leased pursuant to Riders One (1) and Two (2) to that certain Railroad Car Lease Agreement, dated August 17, 2000, between TILC and Solvay Minerals, Inc.

Ninety-eight (98) units identified with marks TILX 16180, 16182, 16184-16185, 16187-16194, 16200, 16202-16204, 16206-16211, 16215, 16216, 16235-16237, 16239-16242, 16244, 16246, 16248, 16250, 16252, 16255-16258, 16260, 16262, 16263, 16265, 16267-16270, 16181, 16195-16199, 16201, 16205, 16212-16214, 16217-16234, 16238, 16243, 16245, 16247, 16249, 16251, 16253, 16254, 16259, 16261, 16264, 16266, and 16271-16279 leased pursuant to Riders One (1) and Two (2) to that certain Railroad Car Lease Agreement, dated January 16, 2001, between TILC and OMYA, Inc.

Twenty (20) units identified with marks TILX 200174-200193 leased pursuant to Rider Five (5) to that certain Railroad Car Lease Agreement, dated December 9, 1987, between TILC and National Starch and Chemical Corporation.

One hundred (100) units identified with marks ITDX 5001-5100 leased pursuant to Rider One (1) to that certain Railroad Car Net Lease Agreement, dated February 13, 2001 between TILC and International Commodities Export Corporation.

Thirty (30) units identified with marks TIMX 201086-201115 leased pursuant to Rider One (1) to that certain Railroad Car Net Lease Agreement, dated January 2, 2001, between TILC and Magna Carta Group, L.L.C.

Sixty-seven (67) units identified with marks TILX 290159-290225 leased pursuant to Riders Eighteen (18), Nineteen (19), Twenty (20) and Twenty-one (21) to that certain Railroad Car Lease Agreement, dated July 10, 1989, between TILC and ADM Transportation Company.

Fifty (50) units identified with marks TILX 58247-58296 leased pursuant to Rider Nine (9) to that certain Railroad Car Lease Agreement, dated March 29, 1985, between TILC and ExxonMobil Global Services Company.

That certain Railroad Car Net Lease Agreement, dated March 31, 2000, between TILC and Lone Star Industries, Inc., relating to fifty (50) units identified with marks TIMX 32040-32089.

Fifty-three (53) units identified with marks TILX 5688-5739 and TIMX 5651 leased pursuant to Riders Five (5) and Six (6) to that certain Railroad Car Lease Agreement, dated October 17, 1989, between TILC and ConAgra, Inc.

Eight (8) units identified with marks TILX 5670-5677 leased pursuant to Rider Ten (10) to that certain Railroad Car Lease Agreement, dated September 28, 1979, between TILC and E.I. DuPont de Nemours & Company, Inc.

Fifteen (15) units identified with marks TILX 320017, 320018, 320020, 320022, 320023, 320025-320029, 320040, 320042, and 320045-320047 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement, dated February 21, 2001, between TILC and CHEMEX Corporation.

Fifty (50) units identified with marks NKCR 1175-1224 leased pursuant to Schedule No. One (1) to that certain Short Term Car Lease Agreement, dated January 1, 2001, between TILC and Burlington Northern and Santa Fe Railway Company.

Nineteen (19) units identified with marks TIMX 201067-201085 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement, dated December 5, 2000, between TILC and Airgas Carbonic, Inc.

Twenty-one (21) units identified with marks TILX 170181-170182 and 400560-400578 leased pursuant to Riders Two (2) and Three (3) to that certain Railroad Car Lease Agreement, dated April 15, 1988, between TILC and The Dow Chemical Company.

Forty-four (44) units identified with marks TILX 250232, 250239, 250242, 250243, 250250, 250256, 250300, 250301, 301760-301777, 301491-301492, and

301778-301793 leased pursuant to Riders Four (4), Five (5) and Six (6) to that certain Railroad Car Lease Agreement, dated August 23, 1999, between TILC and Intercoastal Leasing, Inc.

One (1) unit identified with mark ECUX 299126 leased pursuant to Rider Six (6) to that certain Railroad Car Net Lease Agreement, dated January 1, 1994, between TILC and ExxonMobil Global Services Company.

Two hundred fifty (250) units identified with marks PGTX 99501-99535, 400076-400248 and 425001-425042 leased pursuant to Riders Eight (8) and Ten through Seventeen (10-17) to that certain Lease Agreement, dated July 30, 1998, between TILC and Proctor and Gamble Distributing Company.

Thirty (30) units identified with marks TILX 250270-250299 leased pursuant to Rider Thirty-two (32) to that certain Railroad Car Lease Agreement, dated May 17, 1979, between TILC and Cargill, Inc.

Two hundred seventy-five (275) units identified with marks ASHX 1250-1524 leased pursuant to Rider Two (2) to that certain Railroad Car Net Lease Agreement, dated January 2, 2001, between TILC and American Soda, L.L.P.

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, 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: May 17, '01



Robert W. Alvord