

RECORDATION NO. 23800 FILED

ALVORD AND ALVORD
ATTORNEYS AT LAW
1600 K STREET, NW
SUITE 200
WASHINGTON, D.C.
20006-2973
(202) 393-2266
FAX (202) 393-2156

DEC 31 '01 9-55 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

December 28, 2001

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

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a TILC Bill of Sale, dated as of December 28, 2001, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

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

[Buyer: Trinity Rail Leasing I L.P.]
2525 Stemmons Freeway
Dallas, Texas 75207

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

784 railcars bearing TILX, DOWX, TIMX, ICLX, PGHX, PGTX reporting marks and road numbers in Schedule 1 attached hereto.

23800 9:55

Mr. Vernon A. Williams
December 28, 2001
Page Two

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

TILC Bill of Sale.

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

Schedule 1
TILC Bill of Sale
Equipment

<u>Car Marks</u>	<u>Number of Units</u>
TILX 301835, 301839-301841, 301843-301845	7
TILX 301846-301852	7
TILX 301853, 301856, 301860-301861, 301864-301866	7
TILX 201020-201035, 201066-201070	21
TILX 320008, 320061-320067	8
TILX 250356-250367, 290242-290245, 250309-250318	26
TILX 056041-056054	14
DOWX 038300-038304	5
TILX 301979-302028	50
TIMX 201020-201049	30
TILX 301515-301519, 301521-301539	24
TILX 190376-190390	15
TILX 150300-150399	100
ICLX 250-279	30
TILX 005740-005774	35
TILX 190356-190375	20
TILX 270000-270008	9
TILX 620395-620494	100
PGHX 300091-300120	30
PGTX 420024-420032	9
PGTX 420016-420023	8
PGTX 400249, 400362-400391	31
PGTX 400308-400328	21
PGTX 400329-400361	33
PGTX 400286-400307	22
TILX 190331-190355	25
TILX 301493-301500, 301503-301504	10
TILX 210006-210020	15
TILX 250208-250209, 250211-250213, 250215, 250218	7
TILX 301867-301931	65

RECORDATION NO. 23800 FILED

DEC 31 '01 9-55 AM

SURFACE TRANSPORTATION BOARD

TILC Bill of Sale

TILC BILL OF SALE

TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation ("TILC" or, used herein, the "Seller"), in consideration of the sum of ten dollars (\$10.00) and other good and valuable consideration paid by TRINITY RAIL LEASING I L.P., a Texas limited partnership (the "Limited Partnership"), under the Transfer and Assignment Agreement (the "Transfer and Assignment Agreement"), dated as of December 28, 2001, by and between the Seller and the Limited Partnership, at or before the execution and delivery of these presents, and receipt of which is hereby acknowledged, does hereby (i) grant, bargain, sell, transfer, assign and set over unto the Limited Partnership and its successors and assigns all right, title, and interest of the Seller, in and to the items of railroad rolling stock, together with any and all accessions, additions, improvements, appurtenances, accessories, parts and other equipment or property incorporated on, installed on or attached to such items (collectively, the "Equipment") set forth on Schedule 1 hereto which have been delivered by the Seller pursuant to the Transfer and Assignment Agreement and (ii) assign all of its right, title and interest in and to all warranties or representations made or given to the Seller with respect to the Equipment by the manufacturer thereof.

To have and to hold all and singular the rights to the Equipment to the Limited Partnership and its successors and assigns for their own use and behalf forever.

And the Seller hereby warrants to the Limited Partnership and its successors and assigns that, at the time of delivery of the Equipment, the Seller has legal and beneficial title thereto and good and lawful right to sell the Equipment, and the Equipment is free and clear of all Liens (other than Permitted Liens of the type described in clause (ii) of Section 3.6(h) of the Participation Agreement with respect to the Existing Equipment Subleases, and in clauses (iii), (iv) and (v) of the definition thereof); provided, however, that the Seller covenants that it will defend forever such title to the Equipment 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 delivery of the Equipment by the Seller hereunder. Notwithstanding the provisions above and its and the Limited Partnership's intent that the Seller grant, bargain, sell, transfer, assign and set over to the Limited Partnership all right, title and interest of the Seller in the Equipment, as a precaution only, in the event of any challenge to this Bill of Sale as being in the nature of an absolute sale or assignment rather than a financing, the Seller

TILC Bill of Sale

hereby also grants the Limited Partnership a security interest in the Equipment. Such grant of a security interest does not constitute an admission or acknowledgment that the transactions contemplated by the Transfer and Assignment Agreement provide that this Bill of Sale is other than a grant, bargain, sale, transfer, assignment and set over to the Limited Partnership of all right, title and interest of the Seller in the Equipment.

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 2001-1C), dated as of December 28, 2001, between TRLI 2001-1C Railcar Statutory Trust by State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity, except as expressly provided therein, but solely as Owner Trustee and the Limited Partnership.

This Bill of Sale shall be governed by the laws of the State of New York.

* * *

TILC Bill of Sale

IN WITNESS WHEREOF, the Seller has caused this instrument to be executed
in its name, by a duly authorized officer on the 28th day of Dec., 2001.

TRINITY INDUSTRIES LEASING COMPANY

By: 
Name: Eric Marchetto
Title: Vice President

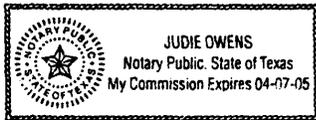
STATE OF TEXAS)

COUNTY OF Dallas)

)SS:

I, Judie Owens, 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 28th day of December, 2001.



Judie Owens
Notary Public
Printed
Name: JUDIE OWENS
My Commission expires on:
04-07-05

[SEAL]

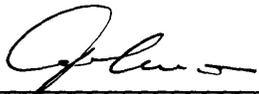
Schedule 1
TILC Bill of Sale
Equipment

<u>Car Marks</u>	<u>Number of Units</u>
TILX 301835, 301839-301841, 301843-301845	7
TILX 301846-301852	7
TILX 301853, 301856, 301860-301861, 301864-301866	7
TILX 201020-201035, 201066-201070	21
TILX 320008, 320061-320067	8
TILX 250356-250367, 290242-290245, 250309-250318	26
TILX 056041-056054	14
DOWX 038300-038304	5
TILX 301979-302028	50
TIMX 201020-201049	30
TILX 301515-301519, 301521-301539	24
TILX 190376-190390	15
TILX 150300-150399	100
ICLX 250-279	30
TILX 005740-005774	35
TILX 190356-190375	20
TILX 270000-270008	9
TILX 620395-620494	100
PGHX 300091-300120	30
PGTX 420024-420032	9
PGTX 420016-420023	8
PGTX 400249, 400362-400391	31
PGTX 400308-400328	21
PGTX 400329-400361	33
PGTX 400286-400307	22
TILX 190331-190355	25
TILX 301493-301500, 301503-301504	10
TILX 210006-210020	15
TILX 250208-250209, 250211-250213, 250215, 250218	7
TILX 301867-301931	65

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: 12/28/01



Robert W. Alvord