

RECORDATION NO. 27036-I FILED

AUG 31 '07 -9 00 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL  
URBAN A. LESTER

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.  
20036  

---

(202) 393-2266  
FAX (202) 393-2156  
E-MAIL alvordlaw@aol.com

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

August 31, 2007

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

Re: TRIP 3rd Funding

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale and Assignment and Assumption Agreement, dated as of August 30, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Security Agreement being filed with the Board under Recordation Number 27036-F.

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

Buyer/Assignee: TRIP Rail Leasing LLC  
2525 Stemmons Freeway  
Dallas, Texas 75207

Seller/Assignor: Trinity Tank Car, Inc.  
2525 Stemmons Freeway  
Dallas, Texas 75207

Mr. Vernon A. Williams  
August 31, 2007  
Page 2

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

367 railcars within the following series as more particularly set forth in the attachment to the document:

TILX 110177 – TILX 110236  
TILX 160431 – TILX 160495  
TILX 195911 – TILX 195944  
TILX 251995 – TILX 252049  
TILX 252270 – TILX 252554  
TILX 252595 – TILX 252614  
TILX 252708 – TILX 252717  
TILX 290983 – TILX 291046  
TILX 316855 – TILX 316874  
TILX 401185 – TILX 401200

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

Bill of Sale and Assignment and Assumption Agreement.

Also enclosed is a check in the amount of \$35.00 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/sem  
Enclosures

AUG 31 '07 -9 00 AM

BILL OF SALE AND ASSIGNMENT AND ASSUMPTION AGREEMENT  
SURFACE TRANSPORTATION BOARD

TRINITY TANK CAR, INC, a Delaware corporation (the "Seller"), in consideration of the Purchase Price set forth on Schedule A and other good and valuable consideration given by TRIP RAIL LEASING LLC, a Delaware limited liability company (the "Buyer"), under the Purchase and Sale Agreement (the "Purchase and Sale Agreement") dated as of August 23, 2007 among the Seller, the Buyer and, TRINITY INDUSTRIES LEASING COMPANY ("TILC") (solely with respect to Sections 2.7, 3.2, 3.3, 3.4, 3.17(y), 3.17(z), 3.19, 4.4 and 6.8), 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 Buyer and its successors and assigns all right, title, and interest of the Seller, in and to (x) certain Railcars set forth on Schedule A and (y) any Leases related thereto set forth on Schedule B and (z) certain other assets set forth on Schedule C 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 Railcars by the manufacturer thereof. The Buyer hereby assumes, and agrees it is unconditionally bound in respect of, as of the date hereof, all duties and obligations of the Seller under the Leases.

To have and to hold all and singular the rights to such Railcars and such Leases to the Buyer and its successors and assigns for their own use and behalf forever.

The Seller hereby warrants to the Buyer and its successors and assigns that, at the time of delivery of such Railcars and the assignment and assumption of such Leases, the Seller has legal and beneficial title thereto and good and lawful right to sell and otherwise convey such Railcars and to assign such Leases, and such Railcars and such Leases are free and clear of all Liens (other than Permitted Liens); provided that the Seller covenants that it will defend forever such title to such Railcars and such Leases 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 such Railcars and the assignment of such Leases by the Seller hereunder. Notwithstanding the provisions above and its and the Buyer's intent that the Seller grant, bargain, sell, transfer, assign and set over to the Buyer all right, title and interest of the Seller in such Railcars and such Leases, 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 hereby also grants the Buyer a security interest in such Railcars and such Leases. Such grant of a security interest does not constitute an admission or acknowledgment that the transactions contemplated by the Purchase and Sale Agreement provide that this Bill of Sale and Assignment Agreement is other than a grant, bargain, sale, transfer, assignment and set over to the Buyer of all right, title and interest of the Seller in such Railcars and such Leases.

Terms used herein with initial capital letters and not otherwise defined shall have the respective meanings given thereto in the Purchase and Sale Agreement.

THIS BILL OF SALE SHALL BE GOVERNED BY THE LAWS OF THE STATE OF NEW YORK, INCLUDING ALL MATTERS OF CONSTRUCTION, VALIDITY AND PERFORMANCE (INCLUDING SECTIONS 5-1401 AND 5-1402 OF THE NEW YORK GENERAL OBLIGATIONS LAW BUT EXCLUDING, TO THE MAXIMUM EXTENT

PERMITTED BY LAW, ALL OTHER CHOICE OF LAW AND CONFLICTS OF LAW RULES). THIS BILL OF SALE HAS BEEN DELIVERED IN THE STATE OF NEW YORK.

IN WITNESS WHEREOF, the Seller and the Buyer have caused this instrument to be executed in its name, by a duly authorized officer on the 30<sup>th</sup> day of August, 2007.

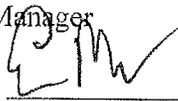
TRINITY TANK CAR, INC

By:   
Name: Tony Andrukaitis  
Title: President

TRIP RAIL LEASING LLC

By: TRIP Rail Holdings LLC, its Managing Member

By: Trinity Industries Leasing Company,  
its Manager

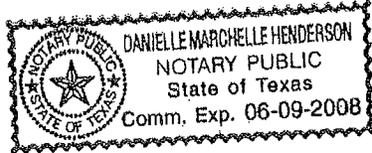
By:   
Name Eric Marchetto  
Title Vice President

ACKNOWLEDGMENT

STATE OF Texas )  
COUNTY OF Dallas }

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Tony Andrukaitis, who upon oath, acknowledged himself to be a President of TRINITY TANK CAR, INC, a Delaware corporation, and that s/he as such officer being authorized to do so, executed the foregoing Bill of Sale and Assignment and Assumption agreement for the purposes therein contained by signing the name of the corporation by her/himself as such officer of TRINITY TANK CAR, INC.

WITNESS my hand and official seal this 30th day of August, 2007.



Danielle Henderson  
Notary Public

MY COMMISSION EXPIRES:

ACKNOWLEDGMENT

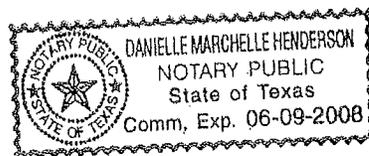
STATE OF Texas )  
COUNTY OF Dallas }

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Eric Machetto, who upon oath, acknowledged himself to be a Vice President of TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation, the manager of TRIP Rail Holdings LLC, a Delaware limited liability company, which is the managing member of TRIP Rail Leasing LLC, a Delaware limited liability company, and that s/he as such officer being authorized to do so, executed the foregoing Bill of Sale and Assignment and Assumption agreement for the purposes therein contained by signing the name of the Delaware corporation by her/himself as such officer of TRINITY INDUSTRIES LEASING COMPANY.

WITNESS my hand and official seal this 30th day of August, 2007.

Danielle Henderson  
Notary Public

MY COMMISSION EXPIRES: 6/9/08



SCHEDULE A  
to Bill of Sale and Assignment  
and Assumption Agreement

RAILCARS; IDENTIFICATION MARKS; RUNNING NUMBERS;  
PURCHASE AMOUNT<sup>1</sup>

[see attached]

---

<sup>1</sup> Purchase Amount: The parties consider the Purchase Price confidential and it is omitted from any filing of this Bill of Sale and Assignment and Assumption Agreement with the Surface Transportation Board or the Office of the Registrar General of Canada.

TRIP RAIL LEASING LLC

Close 3

Schedule I

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
1	TILX401185	1262	June-07	Tank
2	TILX401187	1262	June-07	Tank
3	TILX401189	1262	June-07	Tank
4	TILX401190	1262	June-07	Tank
5	TILX401191	1262	June-07	Tank
6	TILX401192	1262	June-07	Tank
7	TILX401193	1262	June-07	Tank
8	TILX401194	1262	June-07	Tank
9	TILX401195	1262	June-07	Tank
10	TILX401196	1262	June-07	Tank
11	TILX401197	1262	June-07	Tank
12	TILX401198	1262	June-07	Tank
13	TILX401199	1262	June-07	Tank
14	TILX401200	1262	June-07	Tank
15	TILX110177	30199	July-07	Tank
16	TILX110178	30199	July-07	Tank
17	TILX110179	30199	July-07	Tank
18	TILX110180	30199	July-07	Tank
19	TILX110181	30199	July-07	Tank
20	TILX110182	30199	July-07	Tank
21	TILX110183	30199	July-07	Tank
22	TILX110184	30199	July-07	Tank
23	TILX110185	30199	August-07	Tank
24	TILX110186	30199	July-07	Tank
25	TILX110187	30199	August-07	Tank
26	TILX110188	30199	July-07	Tank
27	TILX110189	30199	July-07	Tank
28	TILX110190	30199	July-07	Tank
29	TILX110191	30199	July-07	Tank
30	TILX110192	30199	August-07	Tank
31	TILX110193	30199	July-07	Tank
32	TILX110194	30199	July-07	Tank
33	TILX110195	30199	July-07	Tank
34	TILX110196	30199	July-07	Tank
35	TILX110197	30199	July-07	Tank
36	TILX110198	30199	July-07	Tank
37	TILX110199	30199	July-07	Tank
38	TILX110200	30199	July-07	Tank
39	TILX110201	30199	July-07	Tank
40	TILX110202	30199	July-07	Tank
41	TILX110203	30199	July-07	Tank
42	TILX110204	30199	July-07	Tank
43	TILX110205	30199	July-07	Tank
44	TILX110206	30199	July-07	Tank
45	TILX110207	30199	July-07	Tank
46	TILX110208	30199	July-07	Tank

TRIP RAIL LEASING LLC

Close 3

Schedule I

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
47	TILX110209	30199	July-07	Tank
48	TILX110210	30199	July-07	Tank
49	TILX110211	30199	July-07	Tank
50	TILX110212	30199	August-07	Tank
51	TILX110213	30199	August-07	Tank
52	TILX110214	30199	August-07	Tank
53	TILX110215	30199	August-07	Tank
54	TILX110216	30199	August-07	Tank
55	TILX110217	30199	August-07	Tank
56	TILX110218	30199	August-07	Tank
57	TILX110219	30199	August-07	Tank
58	TILX110220	30199	August-07	Tank
59	TILX110221	30199	August-07	Tank
60	TILX110222	30199	August-07	Tank
61	TILX110223	30199	August-07	Tank
62	TILX110224	30199	August-07	Tank
63	TILX110225	30199	August-07	Tank
64	TILX110226	30199	August-07	Tank
65	TILX110227	30199	August-07	Tank
66	TILX110228	30199	August-07	Tank
67	TILX110229	30199	August-07	Tank
68	TILX110230	30199	August-07	Tank
69	TILX110231	30199	August-07	Tank
70	TILX110232	30199	August-07	Tank
71	TILX110233	30199	August-07	Tank
72	TILX110234	30199	August-07	Tank
73	TILX110235	30199	August-07	Tank
74	TILX110236	30199	August-07	Tank
75	TILX290983	2739	July-07	Tank
76	TILX290984	2739	July-07	Tank
77	TILX290985	2739	July-07	Tank
78	TILX290987	2739	July-07	Tank
79	TILX290988	2739	July-07	Tank
80	TILX290989	2739	July-07	Tank
81	TILX290990	2739	July-07	Tank
82	TILX290991	2739	July-07	Tank
83	TILX290992	2739	July-07	Tank
84	TILX290993	2739	July-07	Tank
85	TILX290994	2739	July-07	Tank
86	TILX290995	2739	July-07	Tank
87	TILX290996	2739	July-07	Tank
88	TILX290997	2739	July-07	Tank
89	TILX290998	2739	July-07	Tank
90	TILX290999	2739	July-07	Tank
91	TILX291002	2739	July-07	Tank
92	TILX291004	2739	July-07	Tank

**TRIP RAIL LEASING LLC**  
**Close 3**

**Schedule I**

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
93	TILX291005	2739	July-07	Tank
94	TILX291006	2739	July-07	Tank
95	TILX291007	2739	July-07	Tank
96	TILX291009	2739	July-07	Tank
97	TILX291011	2739	July-07	Tank
98	TILX291013	2739	July-07	Tank
99	TILX291014	2739	July-07	Tank
100	TILX291015	2739	July-07	Tank
101	TILX291017	2739	July-07	Tank
102	TILX291020	2739	July-07	Tank
103	TILX291021	2739	July-07	Tank
104	TILX291022	2739	July-07	Tank
105	TILX291023	2739	July-07	Tank
106	TILX291024	2739	July-07	Tank
107	TILX291035	2739	July-07	Tank
108	TILX291037	2739	July-07	Tank
109	TILX291039	2739	July-07	Tank
110	TILX291046	2739	July-07	Tank
111	TILX160431	4720	July-07	Tank
112	TILX160432	4720	July-07	Tank
113	TILX160433	4720	July-07	Tank
114	TILX160434	4720	July-07	Tank
115	TILX160435	4720	July-07	Tank
116	TILX160436	4720	July-07	Tank
117	TILX160437	4720	July-07	Tank
118	TILX160438	4720	July-07	Tank
119	TILX160439	4720	July-07	Tank
120	TILX160440	4720	July-07	Tank
121	TILX160441	4720	July-07	Tank
122	TILX160442	4720	July-07	Tank
123	TILX160443	4720	July-07	Tank
124	TILX160444	4720	July-07	Tank
125	TILX160445	4720	July-07	Tank
126	TILX160446	4720	August-07	Tank
127	TILX160447	4720	July-07	Tank
128	TILX160448	4720	July-07	Tank
129	TILX160449	4720	July-07	Tank
130	TILX160450	4720	July-07	Tank
131	TILX160451	4720	July-07	Tank
132	TILX160452	4720	July-07	Tank
133	TILX160453	4720	July-07	Tank
134	TILX160454	4720	July-07	Tank
135	TILX160455	4720	July-07	Tank
136	TILX160456	4720	July-07	Tank
137	TILX160457	4720	July-07	Tank
138	TILX160458	4720	July-07	Tank

TRIP RAIL LEASING LLC

Close 3

Schedule I

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
139	TILX160459	4720	July-07	Tank
140	TILX160460	4720	August-07	Tank
141	TILX160461	4720	July-07	Tank
142	TILX160462	4720	July-07	Tank
143	TILX160463	4720	August-07	Tank
144	TILX160464	4720	August-07	Tank
145	TILX160465	4720	August-07	Tank
146	TILX160466	4720	August-07	Tank
147	TILX160467	4720	August-07	Tank
148	TILX160468	4720	August-07	Tank
149	TILX160469	4720	August-07	Tank
150	TILX160470	4720	August-07	Tank
151	TILX160471	4720	August-07	Tank
152	TILX160472	4720	August-07	Tank
153	TILX160473	4720	August-07	Tank
154	TILX160474	4720	August-07	Tank
155	TILX160475	4720	August-07	Tank
156	TILX160476	4720	August-07	Tank
157	TILX160477	4720	August-07	Tank
158	TILX160478	4720	August-07	Tank
159	TILX160479	4720	August-07	Tank
160	TILX160480	4720	August-07	Tank
161	TILX160481	4720	August-07	Tank
162	TILX160482	4720	August-07	Tank
163	TILX160483	4720	August-07	Tank
164	TILX160484	4720	August-07	Tank
165	TILX160485	4720	August-07	Tank
166	TILX160486	4720	August-07	Tank
167	TILX160487	4720	August-07	Tank
168	TILX160488	4720	August-07	Tank
169	TILX160489	4720	August-07	Tank
170	TILX160490	4720	August-07	Tank
171	TILX160491	4720	August-07	Tank
172	TILX160492	4720	August-07	Tank
173	TILX160493	4720	August-07	Tank
174	TILX160494	4720	August-07	Tank
175	TILX160495	4720	August-07	Tank
176	TILX251995	39504	July-07	Tank
177	TILX251997	39504	July-07	Tank
178	TILX251999	39504	July-07	Tank
179	TILX252000	39504	July-07	Tank
180	TILX252001	39504	July-07	Tank
181	TILX252002	39504	July-07	Tank
182	TILX252003	39504	July-07	Tank
183	TILX252004	39504	July-07	Tank
184	TILX252005	39504	July-07	Tank

TRIP RAIL LEASING LLC  
Close 3

Schedule I

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
185	TILX252006	39504	July-07	Tank
186	TILX252007	39504	July-07	Tank
187	TILX252008	39504	July-07	Tank
188	TILX252009	39504	July-07	Tank
189	TILX252010	39504	July-07	Tank
190	TILX252011	39504	July-07	Tank
191	TILX252012	39504	July-07	Tank
192	TILX252013	39504	July-07	Tank
193	TILX252014	39504	July-07	Tank
194	TILX252015	39504	July-07	Tank
195	TILX252016	39504	July-07	Tank
196	TILX252017	39504	July-07	Tank
197	TILX252018	39504	July-07	Tank
198	TILX252019	39504	July-07	Tank
199	TILX252020	39504	July-07	Tank
200	TILX252021	39504	July-07	Tank
201	TILX252022	39504	July-07	Tank
202	TILX252023	39504	July-07	Tank
203	TILX252024	39504	July-07	Tank
204	TILX252025	39504	July-07	Tank
205	TILX252026	39504	July-07	Tank
206	TILX252027	39504	July-07	Tank
207	TILX252028	39504	July-07	Tank
208	TILX252029	39504	July-07	Tank
209	TILX252030	39504	July-07	Tank
210	TILX252031	39504	July-07	Tank
211	TILX252032	39504	July-07	Tank
212	TILX252033	39504	July-07	Tank
213	TILX252034	39504	July-07	Tank
214	TILX252035	39504	July-07	Tank
215	TILX252036	39504	July-07	Tank
216	TILX252037	39504	July-07	Tank
217	TILX252038	39504	July-07	Tank
218	TILX252039	39504	July-07	Tank
219	TILX252040	39504	July-07	Tank
220	TILX252041	39504	July-07	Tank
221	TILX252042	39504	July-07	Tank
222	TILX252043	39504	July-07	Tank
223	TILX252044	39504	July-07	Tank
224	TILX252045	39504	July-07	Tank
225	TILX252046	39504	July-07	Tank
226	TILX252047	39504	July-07	Tank
227	TILX252048	39504	July-07	Tank
228	TILX252049	39504	July-07	Tank
229	TILX195911	7005	July-07	Tank
230	TILX195912	7005	July-07	Tank

TRIP RAIL LEASING LLC

Close 3

Schedule I

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
231	TILX195913	7005	July-07	Tank
232	TILX195914	7005	July-07	Tank
233	TILX195915	7005	July-07	Tank
234	TILX195916	7005	July-07	Tank
235	TILX195917	7005	July-07	Tank
236	TILX195918	7005	July-07	Tank
237	TILX195919	7005	July-07	Tank
238	TILX195920	7005	July-07	Tank
239	TILX195921	7005	July-07	Tank
240	TILX195922	7005	July-07	Tank
241	TILX195923	7005	July-07	Tank
242	TILX195924	7005	July-07	Tank
243	TILX195925	7005	July-07	Tank
244	TILX195926	7005	July-07	Tank
245	TILX195927	7005	July-07	Tank
246	TILX195928	7005	July-07	Tank
247	TILX195929	7005	July-07	Tank
248	TILX195930	7005	July-07	Tank
249	TILX195931	7005	July-07	Tank
250	TILX195932	7005	July-07	Tank
251	TILX195933	7005	July-07	Tank
252	TILX195934	7005	July-07	Tank
253	TILX195935	7005	July-07	Tank
254	TILX195936	7005	July-07	Tank
255	TILX195937	7005	July-07	Tank
256	TILX195938	7005	July-07	Tank
257	TILX195939	7005	July-07	Tank
258	TILX195940	7005	July-07	Tank
259	TILX195941	7005	July-07	Tank
260	TILX195942	7005	July-07	Tank
261	TILX195943	7005	July-07	Tank
262	TILX195944	7005	July-07	Tank
263	TILX252595	39104	July-07	Tank
264	TILX252597	39104	July-07	Tank
265	TILX252598	39104	July-07	Tank
266	TILX252599	39104	July-07	Tank
267	TILX252601	39104	July-07	Tank
268	TILX252602	39104	July-07	Tank
269	TILX252603	39104	July-07	Tank
270	TILX252604	39104	July-07	Tank
271	TILX252605	39104	July-07	Tank
272	TILX252606	39104	July-07	Tank
273	TILX252607	39104	July-07	Tank
274	TILX252608	39104	July-07	Tank
275	TILX252609	39104	July-07	Tank
276	TILX252610	39104	July-07	Tank

TRIP RAIL LEASING LLC  
Close 3

Schedule I

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
277	TILX252611	39104	July-07	Tank
278	TILX252612	39104	July-07	Tank
279	TILX252613	39104	July-07	Tank
280	TILX252614	39104	July-07	Tank
281	TILX252270	33763	July-07	Tank
282	TILX252297	33763	July-07	Tank
283	TILX252298	33763	July-07	Tank
284	TILX252308	33763	July-07	Tank
285	TILX252309	33763	July-07	Tank
286	TILX252315	33763	July-07	Tank
287	TILX252321	33763	July-07	Tank
288	TILX252322	33763	July-07	Tank
289	TILX252324	33763	July-07	Tank
290	TILX252325	33763	July-07	Tank
291	TILX252328	33763	July-07	Tank
292	TILX252330	33763	July-07	Tank
293	TILX252331	33763	July-07	Tank
294	TILX252332	33763	July-07	Tank
295	TILX252333	33763	July-07	Tank
296	TILX252334	33763	July-07	Tank
297	TILX252335	33763	July-07	Tank
298	TILX252336	33763	July-07	Tank
299	TILX252337	33763	July-07	Tank
300	TILX252338	33763	July-07	Tank
301	TILX252339	33763	July-07	Tank
302	TILX252340	33763	July-07	Tank
303	TILX252341	33763	July-07	Tank
304	TILX252342	33763	July-07	Tank
305	TILX252343	33763	July-07	Tank
306	TILX252344	33763	July-07	Tank
307	TILX252345	33763	July-07	Tank
308	TILX252346	33763	July-07	Tank
309	TILX252347	33763	July-07	Tank
310	TILX252348	33763	July-07	Tank
311	TILX252349	33763	July-07	Tank
312	TILX252350	33763	July-07	Tank
313	TILX252351	33763	July-07	Tank
314	TILX252352	33763	July-07	Tank
315	TILX252353	33763	July-07	Tank
316	TILX252354	33763	July-07	Tank
317	TILX252355	33763	July-07	Tank
318	TILX252356	33763	July-07	Tank
319	TILX252357	33763	July-07	Tank
320	TILX252358	33763	July-07	Tank
321	TILX252359	33763	July-07	Tank
322	TILX252360	33763	July-07	Tank

TRIP RAIL LEASING LLC

Close 3

Schedule I

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
323	TILX252361	33763	July-07	Tank
324	TILX252535	33763	July-07	Tank
325	TILX252536	33763	July-07	Tank
326	TILX252537	33763	July-07	Tank
327	TILX252538	33763	July-07	Tank
328	TILX252539	33763	July-07	Tank
329	TILX252540	33763	July-07	Tank
330	TILX252541	33763	July-07	Tank
331	TILX252542	33763	July-07	Tank
332	TILX252543	33763	July-07	Tank
333	TILX252544	33763	July-07	Tank
334	TILX252545	33763	July-07	Tank
335	TILX252546	33763	July-07	Tank
336	TILX252547	33763	July-07	Tank
337	TILX252548	33763	July-07	Tank
338	TILX252549	33763	July-07	Tank
339	TILX252550	33763	July-07	Tank
340	TILX252551	33763	July-07	Tank
341	TILX252552	33763	July-07	Tank
342	TILX252553	33763	July-07	Tank
343	TILX252554	33763	July-07	Tank
344	TILX316855	41200	July-07	Tank
345	TILX316856	41200	July-07	Tank
346	TILX316857	41200	July-07	Tank
347	TILX316858	41200	July-07	Tank
348	TILX316859	41200	July-07	Tank
349	TILX316860	41200	July-07	Tank
350	TILX316861	41200	July-07	Tank
351	TILX316862	41200	July-07	Tank
352	TILX316863	41200	July-07	Tank
353	TILX316864	41200	August-07	Tank
354	TILX316865	41200	July-07	Tank
355	TILX316866	41200	July-07	Tank
356	TILX316867	41200	July-07	Tank
357	TILX316868	41200	July-07	Tank
358	TILX316869	41200	July-07	Tank
359	TILX316870	41200	July-07	Tank
360	TILX316871	41200	August-07	Tank
361	TILX316872	41200	August-07	Tank
362	TILX316873	41200	August-07	Tank
363	TILX316874	41200	August-07	Tank
364	TILX252708	10907	July-07	Tank
365	TILX252709	10907	July-07	Tank
366	TILX252715	10907	July-07	Tank
367	TILX252717	10907	July-07	Tank

SCHEDULE B  
to Bill of Sale and Assignment  
and Assumption Agreement

LEASES

[see attached]

**TRIP RAIL LEASING LLC**  
**Close 3**

**Schedule II**

<u>Lessee Number</u>	<u>Lessee</u>	<u>Rider Number</u>
1262	Air Liquide America Corp	8
30199	Bayer Material Science LLC	4
2739	Cargill, Inc.	65
4720	Formosa Plastics Corporation, USA	12
39504	Lake Erie Biofuels, LLC	1
7005	Louis Dreyfus Corporation	1
39104	Martin Resource Management Corp	1
33763	Provista Renewable Fuels Marketing LLC	4
41200	Taminco Methylamines Inc.	1
10907	Texas Petrochemicals LP	5

SCHEDULE C

OTHER TRANSFERRED ASSETS

None