

RECORDATION NO. 27036-0 FILED

OCT 31 '07 -8 00 AM

SURFACE TRANSPORTATION BOARD

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](mailto:alvordlaw@aol.com)

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

OF COUNSEL  
URBAN A. LESTER

October 31, 2007

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

Re: TRIP 5th 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 October 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-N.

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 Industries Leasing Company  
2525 Stemmons Freeway  
Dallas, Texas 75207

Mr. Vernon A. Williams

October 31, 2007

Page 2

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

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

TILX 252718 – TILX 252734 (inclusive)

TILX 252739

TILX 252741

TILX 290793 – TILX 290818

TILX 639273 – TILX 639372 (inclusive)

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/anm  
Enclosures

OCT 31 '07 -8 00 AM

**BILL OF SALE AND ASSIGNMENT AND ASSUMPTION AGREEMENT**

SURFACE TRANSPORTATION BOARD

TRINITY INDUSTRIES LEASING COMPANY, 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 June 27, 2007 among the Seller and the Buyer, 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 Exhibit A and (y) any Leases related thereto set forth on Exhibit B and (z) other certain assets set forth on Exhibit 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 the 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.

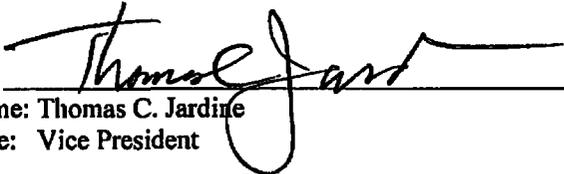
THIS BILL OF SALE SHALL BE GOVERNED BY THE LAWS OF THE STATE OF NEW YORK, INCLUDING ALL MATTERS OF CONSTRUCTION, VALIDITY AND PERFORMANCE (INCLUDING SECTION 5-1401 AND 5-1402 OF THE NEW YORK GENERAL OBLIGATIONS LAW BUT EXCLUDING, TO THE MAXIMUM EXTENT PERMITTED BY LAW, ALL OTHER CHOICE OF LAW AND CONFLICTS OF LAW RULES). THIS BILL OF SALE HAS BEEN DELIVERED IN THE STATE OF NEW YORK.

\* \* \*

[Bill of Sale and Assignment and Assumption Agreement (TILC)]

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 October, 2007.

**TRINITY INDUSTRIES LEASING COMPANY**

By:   
Name: Thomas C. Jardine  
Title: Vice 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

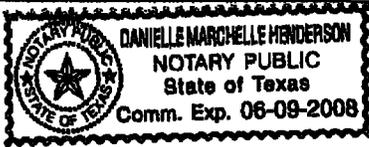
**ACKNOWLEDGMENT**

STATE OF Texas )

COUNTY OF Dallas )

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Thomas C. Jardine, who upon oath, acknowledged himself to be a Vice President of TRINITY INDUSTRIES LEASING COMPANY, 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 INDUSTRIES LEASING COMPANY.

WITNESS my hand and official seal this 30<sup>th</sup> day of October, 2007.



*Danielle Henderson*  
\_\_\_\_\_  
Notary Public

MY COMMISSION EXPIRES: 6/9/08

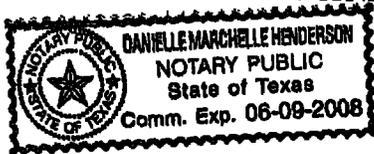
**ACKNOWLEDGMENT**

STATE OF Texas )

COUNTY OF Dallas )

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Eric Marchetto, who upon oath, acknowledged himself to be a Vice President of TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation, the manager of TRIP Holdings LLC, a Delaware limited liability company, which is the managing member of TRIP 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 corporation by her/himself as a such officer TRINITY INDUSTRIES LEASING COMPANY.

WITNESS my hand and official seal this 30<sup>th</sup> day of October, 2007.



*Danielle Henderson*  
\_\_\_\_\_  
Notary Public

MY COMMISSION EXPIRES: 6/9/08

**SCHEDULE A**  
**to Bill of Sale and Assignment and Assumption Agreement**

**PURCHASE PRICE**

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 5

**Exhibit A**

<b><u>ID</u></b>	<b><u>Asset Mark</u></b>	<b><u>Lessee Number</u></b>	<b><u>Invoice Date</u></b>	<b><u>Car Type</u></b>
1	TILX252718	39773	July-07	Tank
2	TILX252719	39773	July-07	Tank
3	TILX252720	39773	July-07	Tank
4	TILX252721	39773	July-07	Tank
5	TILX252722	39773	July-07	Tank
6	TILX252723	39773	July-07	Tank
7	TILX252724	39773	July-07	Tank
8	TILX252725	39773	July-07	Tank
9	TILX252726	39773	July-07	Tank
10	TILX252727	39773	July-07	Tank
11	TILX252728	39773	July-07	Tank
12	TILX252729	39773	July-07	Tank
13	TILX252730	39773	July-07	Tank
14	TILX252731	39773	July-07	Tank
15	TILX252732	39773	July-07	Tank
16	TILX252733	39773	July-07	Tank
17	TILX252734	39773	July-07	Tank
18	TILX252739	39773	July-07	Tank
19	TILX252741	39773	July-07	Tank
20	TILX290793	7005	July-07	Tank
21	TILX290794	7005	July-07	Tank
22	TILX290795	7005	July-07	Tank
23	TILX290796	7005	July-07	Tank
24	TILX290797	7005	July-07	Tank
25	TILX290798	7005	July-07	Tank
26	TILX290799	7005	July-07	Tank
27	TILX290800	7005	July-07	Tank
28	TILX290802	7005	July-07	Tank
29	TILX290803	7005	July-07	Tank
30	TILX290804	7005	July-07	Tank
31	TILX290805	7005	July-07	Tank
32	TILX290806	7005	July-07	Tank
33	TILX290808	7005	July-07	Tank
34	TILX290809	7005	July-07	Tank
35	TILX290810	7005	July-07	Tank
36	TILX290811	7005	July-07	Tank
37	TILX290812	7005	July-07	Tank
38	TILX290814	7005	July-07	Tank
39	TILX290817	7005	July-07	Tank
40	TILX290818	7005	July-07	Tank
41	TILX639273	37877	March-07	Freight
42	TILX639274	37877	March-07	Freight
43	TILX639275	37877	March-07	Freight
44	TILX639276	37877	April-07	Freight
45	TILX639277	37877	April-07	Freight
46	TILX639278	37877	April-07	Freight

**TRIP RAIL LEASING LLC**

Close 5

**Exhibit A**

<b><u>ID</u></b>	<b><u>Asset Mark</u></b>	<b><u>Lessee Number</u></b>	<b><u>Invoice Date</u></b>	<b><u>Car Type</u></b>
47	TILX639279	37877	April-07	Freight
48	TILX639280	37877	March-07	Freight
49	TILX639281	37877	March-07	Freight
50	TILX639282	37877	March-07	Freight
51	TILX639283	37877	March-07	Freight
52	TILX639284	37877	March-07	Freight
53	TILX639285	37877	March-07	Freight
54	TILX639286	37877	March-07	Freight
55	TILX639287	37877	April-07	Freight
56	TILX639288	37877	March-07	Freight
57	TILX639289	37877	March-07	Freight
58	TILX639290	37877	March-07	Freight
59	TILX639291	37877	April-07	Freight
60	TILX639292	37877	April-07	Freight
61	TILX639293	37877	March-07	Freight
62	TILX639294	37877	March-07	Freight
63	TILX639295	37877	March-07	Freight
64	TILX639296	37877	March-07	Freight
65	TILX639297	37877	March-07	Freight
66	TILX639298	37877	March-07	Freight
67	TILX639299	37877	March-07	Freight
68	TILX639300	37877	March-07	Freight
69	TILX639301	37877	March-07	Freight
70	TILX639302	37877	March-07	Freight
71	TILX639303	37877	March-07	Freight
72	TILX639304	37877	March-07	Freight
73	TILX639305	37877	March-07	Freight
74	TILX639306	37877	March-07	Freight
75	TILX639307	37877	April-07	Freight
76	TILX639308	37877	April-07	Freight
77	TILX639309	37877	April-07	Freight
78	TILX639310	37877	April-07	Freight
79	TILX639311	37877	April-07	Freight
80	TILX639312	37877	April-07	Freight
81	TILX639313	37877	March-07	Freight
82	TILX639314	37877	March-07	Freight
83	TILX639315	37877	April-07	Freight
84	TILX639316	37877	April-07	Freight
85	TILX639317	37877	April-07	Freight
86	TILX639318	37877	April-07	Freight
87	TILX639319	37877	April-07	Freight
88	TILX639320	37877	April-07	Freight
89	TILX639321	37877	April-07	Freight
90	TILX639322	37877	April-07	Freight
91	TILX639323	37877	April-07	Freight
92	TILX639324	37877	April-07	Freight

**TRIP RAIL LEASING LLC**  
**Close 5**

**Exhibit A**

<b><u>ID</u></b>	<b><u>Asset Mark</u></b>	<b><u>Lessee Number</u></b>	<b><u>Invoice Date</u></b>	<b><u>Car Type</u></b>
93	TILX639325	37877	April-07	Freight
94	TILX639326	37877	April-07	Freight
95	TILX639327	37877	April-07	Freight
96	TILX639328	37877	April-07	Freight
97	TILX639329	37877	April-07	Freight
98	TILX639330	37877	April-07	Freight
99	TILX639331	37877	April-07	Freight
100	TILX639332	37877	April-07	Freight
101	TILX639333	37877	April-07	Freight
102	TILX639334	37877	April-07	Freight
103	TILX639335	37877	April-07	Freight
104	TILX639336	37877	April-07	Freight
105	TILX639337	37877	April-07	Freight
106	TILX639338	37877	April-07	Freight
107	TILX639339	37877	April-07	Freight
108	TILX639340	37877	April-07	Freight
109	TILX639341	37877	April-07	Freight
110	TILX639342	37877	April-07	Freight
111	TILX639343	37877	April-07	Freight
112	TILX639344	37877	April-07	Freight
113	TILX639345	37877	April-07	Freight
114	TILX639346	37877	April-07	Freight
115	TILX639347	37877	April-07	Freight
116	TILX639348	37877	April-07	Freight
117	TILX639349	37877	April-07	Freight
118	TILX639350	37877	April-07	Freight
119	TILX639351	37877	April-07	Freight
120	TILX639352	37877	April-07	Freight
121	TILX639353	37877	April-07	Freight
122	TILX639354	37877	April-07	Freight
123	TILX639355	37877	April-07	Freight
124	TILX639356	37877	April-07	Freight
125	TILX639357	37877	May-07	Freight
126	TILX639358	37877	May-07	Freight
127	TILX639359	37877	April-07	Freight
128	TILX639360	37877	April-07	Freight
129	TILX639361	37877	April-07	Freight
130	TILX639362	37877	April-07	Freight
131	TILX639363	37877	April-07	Freight
132	TILX639364	37877	April-07	Freight
133	TILX639365	37877	April-07	Freight
134	TILX639366	37877	April-07	Freight
135	TILX639367	37877	April-07	Freight
136	TILX639368	37877	April-07	Freight
137	TILX639369	37877	April-07	Freight
138	TILX639370	37877	April-07	Freight

[Bill of Sale and Assignment and Assumption Agreement (TILC)]

**EXHIBIT B**

**to Bill of Sale and Assignment and Assumption Agreement**

**LEASES**

**[see attached]**

---

## **Exhibit B**

### **Leases**

1. One hundred (100) units identified with marks TILX 639273 – 639372 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated February 6, 2007 between Trinity Industries Leasing Company and Green Plains Renewable Energy, Inc.
2. Nineteen (19) units identified with marks TILX 252718 – 252734, TILX 252739, and TILX 252741 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated June 19, 2007 between Trinity Industries Leasing Company and Lansing Trade Group, LLC.
3. Twenty-one (21) units identified with marks TILX 290793 – 290800, TILX 290802 – 290806, TILX 290808 – 290812, TILX 290814 and TILX 290817 – 290818 leased pursuant to Rider Two (2) to that certain Railroad Car Lease Agreement dated November 14, 2006 between Trinity Industries Leasing Company and Louis Dreyfus Corporation.

[Bill of Sale and Assignment and Assumption Agreement (TILC)]

**EXHIBIT C**

**to Bill of Sale and Assignment and Assumption Agreement**

---

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: 10/31/07



\_\_\_\_\_  
Robert W. Alvord