

RECORDATION NO. 27036-V FILED

DEC 21 '07 -10 3 0 AM

SURFACE TRANSPORTATION BOARD

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

December 21, 2007

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

Re: TRIP 7th 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 December 20, 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-U.

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 North American Freight Car, Inc.  
2525 Stemmons Freeway  
Dallas, Texas 75207

Mr. Vernon A. Williams  
December 21, 2007  
Page 2

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

392 railcars within the following series (as more particularly set forth in the attachment to the document):

TILX 34015 – TILX 34205  
TILX 42695 - TILX 42824  
TILX 641549 - TILX 641754

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

DEC 21 '07 -10 3 0 AM

**BILL OF SALE AND ASSIGNMENT AND ASSUMPTION AGREEMENT SURFACE TRANSPORTATION BOARD**

TRINITY NORTH AMERICAN FREIGHT 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.

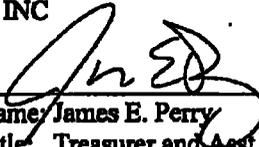
Terms used herein with initial capital letters and not otherwise defined shall have the respective meanings given thereto in the Purchase and Sale Agreement.

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 20<sup>th</sup> day of December, 2007.**

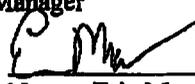
**TRINITY NORTH AMERICAN FREIGHT  
CAR, INC**

By:   
Name: James E. Perry  
Title: Treasurer and Asst. Secretary

**TRIP RAIL LEASING LLC**

**By: TRIP Rail Holdings LLC, its Managing  
Member**

**By: Trinity Industries Leasing Company,  
its Manager**

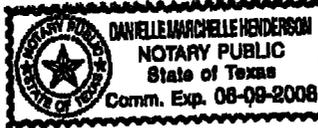
By:   
Name: Eric Marchetto  
Title: Vice President

ACKNOWLEDGMENT

STATE OF Texas )  
COUNTY OF Dallas }

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared James E. Perry, who upon oath, acknowledged himself to be Treasurer and Assistant Secretary of TRINITY NORTH AMERICAN FREIGHT 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 NORTH AMERICAN FREIGHT CAR, INC.

WITNESS my hand and official seal this 20<sup>th</sup> day of December, 2007.



*Danielle Henderson*  
Notary Public

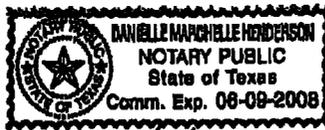
MY COMMISSION EXPIRES: 6/9/08

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 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 20<sup>th</sup> day of December, 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]**

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<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 7

## Schedule I

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
1	TILX042695	20862	November-07	Freight
2	TILX042696	20862	November-07	Freight
3	TILX042697	20862	November-07	Freight
4	TILX042698	20862	November-07	Freight
5	TILX042699	20862	November-07	Freight
6	TILX042700	20862	November-07	Freight
7	TILX042701	20862	November-07	Freight
8	TILX042702	20862	November-07	Freight
9	TILX042703	20862	November-07	Freight
10	TILX042704	20862	November-07	Freight
11	TILX042705	20862	November-07	Freight
12	TILX042706	20862	November-07	Freight
13	TILX042707	20862	November-07	Freight
14	TILX042708	20862	November-07	Freight
15	TILX042709	20862	November-07	Freight
16	TILX042710	20862	November-07	Freight
17	TILX042711	20862	November-07	Freight
18	TILX042712	20862	November-07	Freight
19	TILX042713	20862	November-07	Freight
20	TILX042714	20862	November-07	Freight
21	TILX042715	20862	November-07	Freight
22	TILX042716	20862	November-07	Freight
23	TILX042717	20862	November-07	Freight
24	TILX042718	20862	November-07	Freight
25	TILX042719	20862	November-07	Freight
26	TILX042720	20862	November-07	Freight
27	TILX042721	20862	November-07	Freight
28	TILX042722	20862	November-07	Freight
29	TILX042723	20862	November-07	Freight
30	TILX042724	20862	November-07	Freight
31	TILX042725	20862	November-07	Freight
32	TILX042726	20862	November-07	Freight
33	TILX042727	20862	November-07	Freight
34	TILX042728	20862	November-07	Freight
35	TILX042729	20862	November-07	Freight
36	TILX042730	20862	November-07	Freight
37	TILX042731	20862	November-07	Freight
38	TILX042732	20862	November-07	Freight
39	TILX042733	20862	November-07	Freight
40	TILX042734	20862	November-07	Freight
41	TILX042735	20862	November-07	Freight
42	TILX042736	20862	November-07	Freight
43	TILX042737	20862	November-07	Freight
44	TILX042738	20862	November-07	Freight
45	TILX042739	20862	November-07	Freight
46	TILX042740	20862	November-07	Freight

**TRIP RAIL LEASING LLC**  
Close 7

**Schedule I**

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
47	TILX042741	20862	November-07	Freight
48	TILX042742	20862	November-07	Freight
49	TILX042743	20862	November-07	Freight
50	TILX042744	20862	November-07	Freight
51	TILX042745	20862	November-07	Freight
52	TILX042746	20862	November-07	Freight
53	TILX042747	20862	November-07	Freight
54	TILX042748	20862	November-07	Freight
55	TILX042749	20862	November-07	Freight
56	TILX042750	20862	November-07	Freight
57	TILX042751	20862	November-07	Freight
58	TILX042752	20862	November-07	Freight
59	TILX042753	20862	November-07	Freight
60	TILX042754	20862	November-07	Freight
61	TILX042755	20862	November-07	Freight
62	TILX042756	20862	November-07	Freight
63	TILX042757	20862	November-07	Freight
64	TILX042758	20862	November-07	Freight
65	TILX042759	20862	November-07	Freight
66	TILX042760	20862	November-07	Freight
67	TILX042761	20862	November-07	Freight
68	TILX042762	20862	November-07	Freight
69	TILX042763	20862	November-07	Freight
70	TILX042764	20862	November-07	Freight
71	TILX042765	20862	November-07	Freight
72	TILX042766	20862	November-07	Freight
73	TILX042767	20862	November-07	Freight
74	TILX042768	20862	November-07	Freight
75	TILX042769	20862	November-07	Freight
76	TILX042770	20862	November-07	Freight
77	TILX042771	20862	November-07	Freight
78	TILX042772	20862	November-07	Freight
79	TILX042773	20862	November-07	Freight
80	TILX042774	20862	November-07	Freight
81	TILX042775	20862	November-07	Freight
82	TILX042776	20862	November-07	Freight
83	TILX042777	20862	November-07	Freight
84	TILX042778	20862	November-07	Freight
85	TILX042779	20862	November-07	Freight
86	TILX042780	20862	November-07	Freight
87	TILX042781	20862	November-07	Freight
88	TILX042782	20862	November-07	Freight
89	TILX042783	20862	November-07	Freight
90	TILX042784	20862	November-07	Freight
91	TILX042785	20862	November-07	Freight
92	TILX042786	20862	November-07	Freight

TRIP RAIL LEASING LLC

Close 7

Schedule I

<u>ID</u>	<u>Asset Mark</u>	<u>Leasee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
93	TILX042787	20862	November-07	Freight
94	TILX042788	20862	November-07	Freight
95	TILX042789	20862	November-07	Freight
96	TILX042790	20862	November-07	Freight
97	TILX042791	20862	November-07	Freight
98	TILX042792	20862	November-07	Freight
99	TILX042793	20862	November-07	Freight
100	TILX042794	20862	November-07	Freight
101	TILX042795	20862	November-07	Freight
102	TILX042796	20862	November-07	Freight
103	TILX042797	20862	November-07	Freight
104	TILX042798	20862	November-07	Freight
105	TILX042799	20862	November-07	Freight
106	TILX042800	20862	November-07	Freight
107	TILX042801	20862	November-07	Freight
108	TILX042802	20862	November-07	Freight
109	TILX042803	20862	November-07	Freight
110	TILX042804	20862	November-07	Freight
111	TILX042805	20862	November-07	Freight
112	TILX042806	20862	November-07	Freight
113	TILX042807	20862	November-07	Freight
114	TILX042808	20862	November-07	Freight
115	TILX042809	20862	November-07	Freight
116	TILX042810	20862	November-07	Freight
117	TILX042811	20862	November-07	Freight
118	TILX042812	20862	November-07	Freight
119	TILX042813	20862	November-07	Freight
120	TILX042814	20862	November-07	Freight
121	TILX042815	20862	November-07	Freight
122	TILX042816	20862	November-07	Freight
123	TILX042817	20862	November-07	Freight
124	TILX042818	20862	November-07	Freight
125	TILX042819	20862	November-07	Freight
126	TILX042820	20862	November-07	Freight
127	TILX042821	20862	November-07	Freight
128	TILX042822	20862	November-07	Freight
129	TILX042823	20862	November-07	Freight
130	TILX042824	20862	November-07	Freight
131	TILX034015	43669	November-07	Freight
132	TILX034017	43669	November-07	Freight
133	TILX034088	43669	November-07	Freight
134	TILX034089	43669	November-07	Freight
135	TILX034090	43669	November-07	Freight
136	TILX034094	43669	November-07	Freight
137	TILX034096	43669	November-07	Freight
138	TILX034097	43669	November-07	Freight

## TRIP RAIL LEASING LLC

Close 7

## Schedule I

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
139	TILX034098	43669	November-07	Freight
140	TILX034099	43669	November-07	Freight
141	TILX034100	43669	November-07	Freight
142	TILX034101	43669	November-07	Freight
143	TILX034102	43669	November-07	Freight
144	TILX034105	43669	November-07	Freight
145	TILX034106	43669	October-07	Freight
146	TILX034107	43669	November-07	Freight
147	TILX034108	43669	November-07	Freight
148	TILX034109	43669	November-07	Freight
149	TILX034110	43669	November-07	Freight
150	TILX034111	43669	November-07	Freight
151	TILX034112	43669	November-07	Freight
152	TILX034113	43669	November-07	Freight
153	TILX034114	43669	November-07	Freight
154	TILX034115	43669	November-07	Freight
155	TILX034116	43669	November-07	Freight
156	TILX034117	43669	November-07	Freight
157	TILX034118	43669	November-07	Freight
158	TILX034119	43669	November-07	Freight
159	TILX034120	43669	November-07	Freight
160	TILX034121	43669	November-07	Freight
161	TILX034122	43669	November-07	Freight
162	TILX034123	43669	November-07	Freight
163	TILX034124	43669	November-07	Freight
164	TILX034125	43669	November-07	Freight
165	TILX034126	43669	November-07	Freight
166	TILX034127	43669	November-07	Freight
167	TILX034128	43669	November-07	Freight
168	TILX034129	43669	November-07	Freight
169	TILX034130	43669	November-07	Freight
170	TILX034131	43669	November-07	Freight
171	TILX034132	43669	November-07	Freight
172	TILX034133	43669	November-07	Freight
173	TILX034134	43669	November-07	Freight
174	TILX034135	43669	November-07	Freight
175	TILX034136	43669	November-07	Freight
176	TILX034137	43669	November-07	Freight
177	TILX034138	43669	November-07	Freight
178	TILX034139	43669	November-07	Freight
179	TILX034140	43669	November-07	Freight
180	TILX034141	43669	November-07	Freight
181	TILX034142	43669	November-07	Freight
182	TILX034143	43669	November-07	Freight
183	TILX034146	43669	November-07	Freight
184	TILX034147	43669	November-07	Freight

**TRIP RAIL LEASING LLC**  
**Close 7**

**Schedule I**

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
185	TILX034148	43669	November-07	Freight
186	TILX034149	43669	November-07	Freight
187	TILX034150	43669	November-07	Freight
188	TILX034152	43669	November-07	Freight
189	TILX034153	43669	November-07	Freight
190	TILX034154	43669	November-07	Freight
191	TILX034155	43669	November-07	Freight
192	TILX034156	43669	November-07	Freight
193	TILX034157	43669	November-07	Freight
194	TILX034162	43669	November-07	Freight
195	TILX034163	43669	November-07	Freight
196	TILX034164	43669	November-07	Freight
197	TILX034165	43669	November-07	Freight
198	TILX034168	43669	November-07	Freight
199	TILX034169	43669	November-07	Freight
200	TILX034170	43669	November-07	Freight
201	TILX034171	43669	November-07	Freight
202	TILX034172	43669	November-07	Freight
203	TILX034173	43669	November-07	Freight
204	TILX034174	43669	November-07	Freight
205	TILX034176	43669	November-07	Freight
206	TILX034178	43669	November-07	Freight
207	TILX034182	43669	November-07	Freight
208	TILX034184	43669	November-07	Freight
209	TILX034185	43669	November-07	Freight
210	TILX034186	43669	November-07	Freight
211	TILX034187	43669	November-07	Freight
212	TILX034189	43669	November-07	Freight
213	TILX034192	43669	November-07	Freight
214	TILX034193	43669	November-07	Freight
215	TILX034194	43669	November-07	Freight
216	TILX034195	43669	November-07	Freight
217	TILX034197	43669	November-07	Freight
218	TILX034199	43669	November-07	Freight
219	TILX034200	43669	November-07	Freight
220	TILX034201	43669	November-07	Freight
221	TILX034205	43669	November-07	Freight
222	TILX641549	38276	November-07	Freight
223	TILX641550	38276	November-07	Freight
224	TILX641551	38276	November-07	Freight
225	TILX641552	38276	November-07	Freight
226	TILX641553	38276	November-07	Freight
227	TILX641554	38276	November-07	Freight
228	TILX641555	38276	November-07	Freight
229	TILX641556	38276	November-07	Freight
230	TILX641557	38276	November-07	Freight

**TRIP RAIL LEASING LLC**  
Close 7

**Schedule I**

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
231	TILX641558	38276	November-07	Freight
232	TILX641559	38276	November-07	Freight
233	TILX641560	38276	November-07	Freight
234	TILX641561	38276	November-07	Freight
235	TILX641562	38276	November-07	Freight
236	TILX641563	38276	November-07	Freight
237	TILX641564	38276	November-07	Freight
238	TILX641565	38276	November-07	Freight
239	TILX641566	38276	November-07	Freight
240	TILX641567	38276	November-07	Freight
241	TILX641568	38276	November-07	Freight
242	TILX641569	38276	November-07	Freight
243	TILX641570	38276	November-07	Freight
244	TILX641571	38276	November-07	Freight
245	TILX641572	38276	November-07	Freight
246	TILX641573	38276	November-07	Freight
247	TILX641574	38276	November-07	Freight
248	TILX641575	38276	November-07	Freight
249	TILX641576	38276	November-07	Freight
250	TILX641577	38276	November-07	Freight
251	TILX641578	38276	November-07	Freight
252	TILX641579	38276	November-07	Freight
253	TILX641580	38276	November-07	Freight
254	TILX641581	38276	November-07	Freight
255	TILX641582	38276	November-07	Freight
256	TILX641583	38276	November-07	Freight
257	TILX641584	38276	November-07	Freight
258	TILX641585	38276	November-07	Freight
259	TILX641586	38276	November-07	Freight
260	TILX641587	38276	November-07	Freight
261	TILX641589	38276	November-07	Freight
262	TILX641590	38276	November-07	Freight
263	TILX641591	38276	November-07	Freight
264	TILX641592	38276	November-07	Freight
265	TILX641593	38276	November-07	Freight
266	TILX641594	38276	November-07	Freight
267	TILX641595	38276	November-07	Freight
268	TILX641597	38276	November-07	Freight
269	TILX641598	38276	November-07	Freight
270	TILX641599	38276	November-07	Freight
271	TILX641600	38276	November-07	Freight
272	TILX641601	38276	November-07	Freight
273	TILX641602	38276	November-07	Freight
274	TILX641603	38276	November-07	Freight
275	TILX641604	38276	November-07	Freight
276	TILX641605	38276	November-07	Freight

## TRIP RAIL LEASING LLC

Close 7

## Schedule I

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
277	TILX641606	38276	November-07	Freight
278	TILX641607	38276	November-07	Freight
279	TILX641608	38276	November-07	Freight
280	TILX641609	38276	November-07	Freight
281	TILX641610	38276	November-07	Freight
282	TILX641611	38276	November-07	Freight
283	TILX641612	38276	November-07	Freight
284	TILX641613	38276	November-07	Freight
285	TILX641614	38276	November-07	Freight
286	TILX641615	38276	November-07	Freight
287	TILX641616	38276	November-07	Freight
288	TILX641617	38276	November-07	Freight
289	TILX641618	38276	November-07	Freight
290	TILX641619	38276	November-07	Freight
291	TILX641620	38276	November-07	Freight
292	TILX641621	38276	November-07	Freight
293	TILX641622	38276	November-07	Freight
294	TILX641623	38276	November-07	Freight
295	TILX641624	38276	November-07	Freight
296	TILX641625	38276	November-07	Freight
297	TILX641626	38276	November-07	Freight
298	TILX641627	38276	November-07	Freight
299	TILX641628	38276	November-07	Freight
300	TILX641629	38276	November-07	Freight
301	TILX641630	38276	November-07	Freight
302	TILX641631	38276	November-07	Freight
303	TILX641632	38276	November-07	Freight
304	TILX641633	38276	November-07	Freight
305	TILX641634	38276	November-07	Freight
306	TILX641635	38276	November-07	Freight
307	TILX641636	38276	November-07	Freight
308	TILX641637	38276	November-07	Freight
309	TILX641638	38276	November-07	Freight
310	TILX641639	38276	November-07	Freight
311	TILX641640	38276	November-07	Freight
312	TILX641642	38276	November-07	Freight
313	TILX641643	38276	November-07	Freight
314	TILX641644	38276	November-07	Freight
315	TILX641645	38276	November-07	Freight
316	TILX641646	38276	November-07	Freight
317	TILX641647	38276	November-07	Freight
318	TILX641648	38276	November-07	Freight
319	TILX641649	38276	November-07	Freight
320	TILX641650	38276	November-07	Freight
321	TILX641651	38276	November-07	Freight
322	TILX641652	38276	November-07	Freight

## TRIP RAIL LEASING LLC

Close 7

## Schedule I

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
323	TILX641653	38276	November-07	Freight
324	TILX641654	38276	November-07	Freight
325	TILX641655	38276	November-07	Freight
326	TILX641656	38276	November-07	Freight
327	TILX641657	38276	November-07	Freight
328	TILX641658	38276	November-07	Freight
329	TILX641659	38276	November-07	Freight
330	TILX641660	38276	November-07	Freight
331	TILX641661	38276	November-07	Freight
332	TILX641662	38276	November-07	Freight
333	TILX641663	38276	November-07	Freight
334	TILX641664	38276	November-07	Freight
335	TILX641665	38276	November-07	Freight
336	TILX641666	38276	November-07	Freight
337	TILX641668	38276	November-07	Freight
338	TILX641669	38276	November-07	Freight
339	TILX641670	38276	November-07	Freight
340	TILX641671	38276	November-07	Freight
341	TILX641672	38276	November-07	Freight
342	TILX641673	38276	November-07	Freight
343	TILX641674	38276	November-07	Freight
344	TILX641675	38276	November-07	Freight
345	TILX641676	38276	November-07	Freight
346	TILX641677	38276	November-07	Freight
347	TILX641678	38276	November-07	Freight
348	TILX641679	38276	November-07	Freight
349	TILX641681	38276	November-07	Freight
350	TILX641682	38276	November-07	Freight
351	TILX641683	38276	November-07	Freight
352	TILX641684	38276	November-07	Freight
353	TILX641686	38276	November-07	Freight
354	TILX641687	38276	November-07	Freight
355	TILX641688	38276	November-07	Freight
356	TILX641689	38276	November-07	Freight
357	TILX641690	38276	November-07	Freight
358	TILX641691	38276	November-07	Freight
359	TILX641692	38276	November-07	Freight
360	TILX641697	38276	November-07	Freight
361	TILX641698	38276	November-07	Freight
362	TILX641699	38276	November-07	Freight
363	TILX641701	38276	November-07	Freight
364	TILX641702	38276	November-07	Freight
365	TILX641703	38276	November-07	Freight
366	TILX641707	38276	November-07	Freight
367	TILX641708	38276	November-07	Freight
368	TILX641709	38276	November-07	Freight

[TNAFC]

**TRIP RAIL LEASING LLC**  
Close 7

**Schedule I**

<b>ID</b>	<b>Asset Mark</b>	<b>Lessee Number</b>	<b>Invoice Date</b>	<b>Car Type</b>
369	TILX641711	38276	November-07	Freight
370	TILX641713	38276	November-07	Freight
371	TILX641715	38276	November-07	Freight
372	TILX641716	38276	November-07	Freight
373	TILX641717	38276	November-07	Freight
374	TILX641718	38276	November-07	Freight
375	TILX641719	38276	November-07	Freight
376	TILX641722	38276	November-07	Freight
377	TILX641723	38276	November-07	Freight
378	TILX641724	38276	November-07	Freight
379	TILX641725	38276	November-07	Freight
380	TILX641727	38276	November-07	Freight
381	TILX641728	38276	November-07	Freight
382	TILX641729	38276	November-07	Freight
383	TILX641732	38276	November-07	Freight
384	TILX641734	38276	November-07	Freight
385	TILX641735	38276	November-07	Freight
386	TILX641737	38276	November-07	Freight
387	TILX641740	38276	November-07	Freight
388	TILX641744	38276	November-07	Freight
389	TILX641746	38276	November-07	Freight
390	TILX641752	38276	November-07	Freight
391	TILX641753	38276	November-07	Freight
392	TILX641754	38276	November-07	Freight

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

**LEASES**

**[see attached]**

**Exhibit B**

**Leases**

1. One hundred thirty (130) units identified with marks TILX 42695 – 42824 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated October 30, 2007 between Trinity Industries Leasing Company and NRG Power Marketing Inc.
2. Ninety-one (91) units identified with marks TILX 34015, TILX 34017, TILX 34088 – 34090, TILX 30494, TILX 34096 – 34102, TILX 34105 – 34143, TILX 34146 – 34150, TILX 34152 – 34157, TILX 34162 – 34165, TILX 34168 – 34174, TILX 34176, TILX 34178, TILX 34182, TILX 34184 – 34187, TILX 34189, TILX 34192 – 34195, TILX 34197, TILX 34199 – 34201, and TILX 34205 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated October 12, 2007 between Trinity Industries Leasing Company and Texas Lehigh Cement Company, LP.
3. One hundred seventy-one (171) units identified with marks TILX 641549 – 641587, TILX 641589 – 641595, TILX 641597 – 641640, TILX 641642 – 641666, TILX 641668 – 641679, TILX 641681 – 641684, TILX 641686 – 641692, TILX 641697 – 641699, TILX 641701 – 641703, TILX 641707 – 641709, TILX 641711, TILX 641713, TILX 641715 – 641719, TILX 641722 – 641725, TILX 641727 – 641729, TILX 641732, TILX 641734 – 641735, TILX 641737, TILX 641740, TILX 641744, TILX 641746, and TILX 641752 -641754 leased pursuant to Rider Nine (9) to that certain Railroad Car Lease Agreement dated December 1, 2006 between Trinity Industries Leasing Company and Verasun Marketing, LLC.

**SCHEDULE C**

**OTHER TRANSFERRED ASSETS**

**None**

**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: 12/21/07



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