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

December 21, 2007

RECORDATION NO. 27036-W FILED

DEC 21 '07 -10 3 0 AM

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

SURFACE TRANSPORTATION BOARD

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 Industries Leasing Company
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:

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

TILX 193501 - TILX 198339
TILX 252170 - TILX 262084
TILX 637383 - TILX 639762

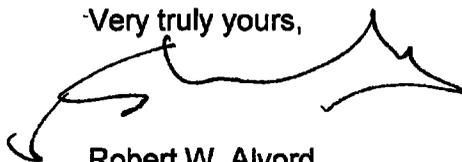
A short summary of the document to appear in the index is:

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,

A handwritten signature in black ink, appearing to read "Robert W. Alvord". The signature is fluid and cursive, with a prominent loop at the end.

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 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.

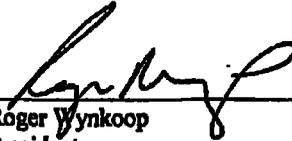
THIS BILL OF SALE SHALL BE GOVERNED BY THE LAWS OF THE STATE OF NEW YORK, INCLUDING ALL MATTERS OF CONSTRUCTION, VALIDITY AND PERFORMANCE (INCLUDING SECTION 5-1401 AND 5-1402 OF THE NEW YORK GENERAL OBLIGATIONS LAW BUT EXCLUDING, TO THE MAXIMUM EXTENT PERMITTED BY LAW, ALL OTHER CHOICE OF LAW AND CONFLICTS 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 20th day of December, 2007.

TRINITY INDUSTRIES LEASING COMPANY

By: 
Name: Roger Wynkoop
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

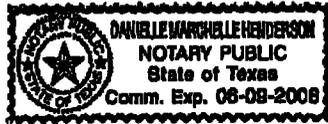
ACKNOWLEDGMENT

STATE OF Texas

COUNTY OF Dallas

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Roger Wynkoop, who upon oath, acknowledged himself to be 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 20th day of December, 2007.



Danielle Henderson
Notary Public

MY COMMISSION EXPIRES: 6/9/08

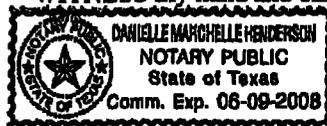
ACKNOWLEDGMENT

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 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 20th day of December, 2007.



Danielle Henderson
Notary Public

MY COMMISSION EXPIRES: 6/9/08

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

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.

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

EXHIBIT A

to Bill of Sale and Assignment and Assumption Agreement

RAILCARS

[see attached]

TRIP RAIL LEASING LLC
Close 7

Schedule I

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
1	TILX198325	28478	August-07	Tank
2	TILX198326	28478	August-07	Tank
3	TILX198327	28478	August-07	Tank
4	TILX198328	28478	August-07	Tank
5	TILX198329	28478	August-07	Tank
6	TILX198330	28478	August-07	Tank
7	TILX198331	28478	August-07	Tank
8	TILX198332	28478	August-07	Tank
9	TILX198333	28478	August-07	Tank
10	TILX198334	28478	August-07	Tank
11	TILX198335	28478	August-07	Tank
12	TILX198336	28478	August-07	Tank
13	TILX198337	28478	August-07	Tank
14	TILX198338	28478	August-07	Tank
15	TILX198339	28478	August-07	Tank
16	TILX261872	30696	October-07	Tank
17	TILX261873	30696	October-07	Tank
18	TILX261874	30696	October-07	Tank
19	TILX261876	30696	October-07	Tank
20	TILX261877	30696	October-07	Tank
21	TILX261878	30696	October-07	Tank
22	TILX261880	30696	October-07	Tank
23	TILX262077	39110	April-07	Tank
24	TILX262078	39110	April-07	Tank
25	TILX262079	39110	April-07	Tank
26	TILX262080	39110	April-07	Tank
27	TILX262081	39110	April-07	Tank
28	TILX262082	39110	April-07	Tank
29	TILX262083	39110	April-07	Tank
30	TILX262084	39110	April-07	Tank
31	TILX194472	3621	June-07	Tank
32	TILX194473	3621	June-07	Tank
33	TILX194474	3621	June-07	Tank
34	TILX194475	3621	June-07	Tank
35	TILX194476	3621	June-07	Tank
36	TILX194477	3621	June-07	Tank
37	TILX194478	3621	June-07	Tank
38	TILX194479	3621	June-07	Tank
39	TILX252170	43067	September-07	Tank
40	TILX252171	43067	September-07	Tank
41	TILX252172	43067	September-07	Tank
42	TILX252173	43067	September-07	Tank
43	TILX252174	43067	September-07	Tank
44	TILX193501	22386	August-06	Tank
45	TILX193502	22386	August-06	Tank
46	TILX193503	22386	August-06	Tank

[TLC]

TRIP RAIL LEASING LLC
Close 7

Schedule I

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
47	TILX193504	22386	August-06	Tank
48	TILX193505	22386	August-06	Tank
49	TILX193506	22386	August-06	Tank
50	TILX193507	22386	August-06	Tank
51	TILX193508	22386	August-06	Tank
52	TILX193509	22386	August-06	Tank
53	TILX193510	22386	August-06	Tank
54	TILX193511	22386	August-06	Tank
55	TILX193512	22386	August-06	Tank
56	TILX193513	22386	August-06	Tank
57	TILX193514	22386	August-06	Tank
58	TILX193515	22386	August-06	Tank
59	TILX193516	22386	August-06	Tank
60	TILX193517	22386	August-06	Tank
61	TILX193518	22386	August-06	Tank
62	TILX193519	22386	August-06	Tank
63	TILX193520	22386	August-06	Tank
64	TILX193521	22386	August-06	Tank
65	TILX193522	22386	August-06	Tank
66	TILX193523	22386	August-06	Tank
67	TILX193524	22386	August-06	Tank
68	TILX193525	22386	August-06	Tank
69	TILX193526	22386	August-06	Tank
70	TILX193527	22386	August-06	Tank
71	TILX193528	22386	August-06	Tank
72	TILX193529	22386	August-06	Tank
73	TILX193530	22386	August-06	Tank
74	TILX193531	22386	August-06	Tank
75	TILX193532	22386	August-06	Tank
76	TILX193533	22386	August-06	Tank
77	TILX193534	22386	August-06	Tank
78	TILX193535	22386	August-06	Tank
79	TILX193536	22386	August-06	Tank
80	TILX193537	22386	August-06	Tank
81	TILX193538	22386	August-06	Tank
82	TILX193539	22386	August-06	Tank
83	TILX193540	22386	August-06	Tank
84	TILX193541	22386	August-06	Tank
85	TILX193542	22386	August-06	Tank
86	TILX193543	22386	August-06	Tank
87	TILX193544	22386	August-06	Tank
88	TILX193545	22386	August-06	Tank
89	TILX193546	22386	August-06	Tank
90	TILX193547	22386	August-06	Tank
91	TILX193548	22386	August-06	Tank
92	TILX193549	22386	August-06	Tank

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	TILX193550	22386	August-06	Tank
94	TILX197925	10060	November-06	Tank
95	TILX197926	10060	November-06	Tank
96	TILX197927	10060	November-06	Tank
97	TILX197928	10060	November-06	Tank
98	TILX197929	10060	November-06	Tank
99	TILX197930	10060	November-06	Tank
100	TILX197931	10060	November-06	Tank
101	TILX197932	10060	November-06	Tank
102	TILX197933	10060	November-06	Tank
103	TILX197934	10060	November-06	Tank
104	TILX194385	10060	April-07	Tank
105	TILX194386	10060	April-07	Tank
106	TILX194387	10060	April-07	Tank
107	TILX194388	10060	April-07	Tank
108	TILX194389	10060	April-07	Tank
109	TILX194390	10060	April-07	Tank
110	TILX194391	10060	April-07	Tank
111	TILX194392	10060	April-07	Tank
112	TILX194393	10060	April-07	Tank
113	TILX194394	10060	April-07	Tank
114	TILX194395	10060	April-07	Tank
115	TILX194396	10060	April-07	Tank
116	TILX194397	10060	April-07	Tank
117	TILX194398	10060	April-07	Tank
118	TILX194399	10060	April-07	Tank
119	TILX639123	37847	January-07	Freight
120	TILX639124	37847	January-07	Freight
121	TILX639125	37847	January-07	Freight
122	TILX639126	37847	January-07	Freight
123	TILX639127	37847	January-07	Freight
124	TILX639128	37847	January-07	Freight
125	TILX639129	37847	January-07	Freight
126	TILX639130	37847	January-07	Freight
127	TILX639131	37847	January-07	Freight
128	TILX639132	37847	January-07	Freight
129	TILX639133	37847	January-07	Freight
130	TILX639134	37847	January-07	Freight
131	TILX639135	37847	January-07	Freight
132	TILX639136	37847	January-07	Freight
133	TILX639137	37847	January-07	Freight
134	TILX639138	37847	January-07	Freight
135	TILX639139	37847	January-07	Freight
136	TILX639140	37847	January-07	Freight
137	TILX639141	37847	January-07	Freight
138	TILX639142	37847	January-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	TILX639733	37847	January-07	Freight
140	TILX639734	37847	January-07	Freight
141	TILX639735	37847	January-07	Freight
142	TILX639736	37847	January-07	Freight
143	TILX639737	37847	January-07	Freight
144	TILX639738	37847	January-07	Freight
145	TILX639739	37847	January-07	Freight
146	TILX639740	37847	January-07	Freight
147	TILX639741	37847	January-07	Freight
148	TILX639742	37847	January-07	Freight
149	TILX639743	37847	January-07	Freight
150	TILX639744	37847	January-07	Freight
151	TILX639745	37847	January-07	Freight
152	TILX639746	37847	January-07	Freight
153	TILX639747	37847	January-07	Freight
154	TILX639748	37847	January-07	Freight
155	TILX639749	37847	January-07	Freight
156	TILX639750	37847	January-07	Freight
157	TILX639751	37847	January-07	Freight
158	TILX639752	37847	January-07	Freight
159	TILX639753	37847	January-07	Freight
160	TILX639754	37847	January-07	Freight
161	TILX639755	37847	January-07	Freight
162	TILX639756	37847	January-07	Freight
163	TILX639757	37847	January-07	Freight
164	TILX639758	37847	January-07	Freight
165	TILX639759	37847	January-07	Freight
166	TILX639760	37847	January-07	Freight
167	TILX639761	37847	January-07	Freight
168	TILX639762	37847	January-07	Freight
169	TILX637383	22756	May-06	Freight
170	TILX637384	22756	May-06	Freight
171	TILX637385	22756	May-06	Freight
172	TILX637386	22756	May-06	Freight
173	TILX637387	22756	May-06	Freight
174	TILX637388	22756	May-06	Freight
175	TILX637389	22756	May-06	Freight
176	TILX637390	22756	May-06	Freight
177	TILX637391	22756	May-06	Freight
178	TILX637392	22756	May-06	Freight
179	TILX637393	22756	May-06	Freight
180	TILX637394	22756	May-06	Freight
181	TILX637395	22756	May-06	Freight
182	TILX637396	22756	May-06	Freight
183	TILX637397	22756	May-06	Freight
184	TILX637398	22756	May-06	Freight

TRIP RAIL LEASING LLC
Close 7

Schedule I

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
185	TILX637399	22756	May-06	Freight
186	TILX637400	22756	May-06	Freight
187	TILX637401	22756	May-06	Freight
188	TILX637402	22756	May-06	Freight
189	TILX637403	22756	May-06	Freight
190	TILX637404	22756	May-06	Freight
191	TILX637405	22756	May-06	Freight
192	TILX637406	22756	May-06	Freight
193	TILX637407	22756	May-06	Freight
194	TILX637408	22756	June-06	Freight
195	TILX637409	22756	May-06	Freight
196	TILX637410	22756	May-06	Freight
197	TILX637411	22756	May-06	Freight
198	TILX637412	22756	May-06	Freight
199	TILX637413	22756	May-06	Freight
200	TILX637414	22756	May-06	Freight
201	TILX637415	22756	May-06	Freight
202	TILX637416	22756	May-06	Freight
203	TILX637417	22756	June-06	Freight
204	TILX637418	22756	May-06	Freight
205	TILX637419	22756	May-06	Freight
206	TILX637420	22756	May-06	Freight
207	TILX637421	22756	May-06	Freight
208	TILX637422	22756	May-06	Freight
209	TILX637423	22756	May-06	Freight
210	TILX637424	22756	May-06	Freight
211	TILX637425	22756	June-06	Freight
212	TILX637426	22756	May-06	Freight
213	TILX637427	22756	May-06	Freight
214	TILX637428	22756	May-06	Freight
215	TILX637429	22756	May-06	Freight
216	TILX637430	22756	May-06	Freight
217	TILX637431	22756	May-06	Freight
218	TILX637432	22756	May-06	Freight
219	TILX637433	22756	May-06	Freight
220	TILX637434	22756	May-06	Freight
221	TILX637435	22756	May-06	Freight
222	TILX637436	22756	May-06	Freight
223	TILX637437	22756	May-06	Freight
224	TILX637438	22756	June-06	Freight
225	TILX637439	22756	May-06	Freight
226	TILX637440	22756	June-06	Freight
227	TILX637441	22756	June-06	Freight
228	TILX637442	22756	June-06	Freight
229	TILX637443	22756	June-06	Freight
230	TILX637444	22756	June-06	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	TILX637445	22756	June-06	Freight
232	TILX637446	22756	June-06	Freight
233	TILX637447	22756	June-06	Freight
234	TILX637448	22756	June-06	Freight
235	TILX637449	22756	June-06	Freight
236	TILX637450	22756	June-06	Freight
237	TILX637451	22756	June-06	Freight
238	TILX637452	22756	June-06	Freight
239	TILX637453	22756	June-06	Freight
240	TILX637454	22756	June-06	Freight
241	TILX637455	22756	June-06	Freight
242	TILX637456	22756	June-06	Freight
243	TILX637457	22756	June-06	Freight
244	TILX637458	22756	June-06	Freight
245	TILX637459	22756	June-06	Freight
246	TILX637460	22756	June-06	Freight
247	TILX637461	22756	June-06	Freight
248	TILX637462	22756	June-06	Freight
249	TILX637463	22756	June-06	Freight
250	TILX637464	22756	June-06	Freight
251	TILX637465	22756	June-06	Freight
252	TILX637466	22756	June-06	Freight
253	TILX637467	22756	June-06	Freight
254	TILX637468	22756	June-06	Freight
255	TILX637469	22756	June-06	Freight
256	TILX637470	22756	June-06	Freight
257	TILX637471	22756	June-06	Freight
258	TILX637472	22756	June-06	Freight
259	TILX637473	22756	June-06	Freight
260	TILX637474	22756	June-06	Freight
261	TILX637475	22756	June-06	Freight
262	TILX637476	22756	June-06	Freight
263	TILX637477	22756	June-06	Freight
264	TILX637478	22756	June-06	Freight
265	TILX637479	22756	June-06	Freight
266	TILX637480	22756	June-06	Freight
267	TILX637481	22756	June-06	Freight
268	TILX637482	22756	June-06	Freight
269	TILX637483	22756	June-06	Freight
270	TILX637484	22756	June-06	Freight
271	TILX637485	22756	June-06	Freight
272	TILX637486	22756	June-06	Freight
273	TILX637487	22756	June-06	Freight
274	TILX637488	22756	June-06	Freight
275	TILX637489	22756	June-06	Freight
276	TILX637490	22756	June-06	Freight

TRIP RAIL LEASING LLC
Close 7

Schedule I

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
277	TILX637491	22756	June-06	Freight
278	TILX637492	22756	June-06	Freight
279	TILX637493	22756	June-06	Freight
280	TILX637494	22756	June-06	Freight
281	TILX637495	22756	June-06	Freight
282	TILX637496	22756	June-06	Freight
283	TILX637497	22756	June-06	Freight
284	TILX637498	22756	June-06	Freight
285	TILX637499	22756	June-06	Freight
286	TILX637500	22756	June-06	Freight
287	TILX637501	22756	June-06	Freight
288	TILX637502	22756	June-06	Freight
289	TILX637503	22756	June-06	Freight
290	TILX637504	22756	June-06	Freight
291	TILX637505	22756	June-06	Freight
292	TILX637506	22756	June-06	Freight
293	TILX637507	22756	June-06	Freight
294	TILX637508	22756	June-06	Freight
295	TILX637509	22756	June-06	Freight
296	TILX637510	22756	June-06	Freight
297	TILX637511	22756	June-06	Freight
298	TILX637512	22756	June-06	Freight
299	TILX637513	22756	June-06	Freight
300	TILX637514	22756	June-06	Freight
301	TILX637515	22756	June-06	Freight
302	TILX637516	22756	June-06	Freight
303	TILX637517	22756	June-06	Freight
304	TILX637518	22756	June-06	Freight
305	TILX637519	22756	June-06	Freight
306	TILX637520	22756	June-06	Freight
307	TILX637521	22756	June-06	Freight
308	TILX637522	22756	June-06	Freight
309	TILX637523	22756	June-06	Freight
310	TILX637524	22756	June-06	Freight
311	TILX637525	22756	June-06	Freight
312	TILX637526	22756	June-06	Freight
313	TILX637527	22756	June-06	Freight
314	TILX637528	22756	June-06	Freight
315	TILX637529	22756	June-06	Freight
316	TILX637530	22756	June-06	Freight
317	TILX637531	22756	June-06	Freight
318	TILX637532	22756	June-06	Freight
319	TILX637533	22756	June-06	Freight
320	TILX637534	22756	June-06	Freight
321	TILX637535	22756	June-06	Freight
322	TILX637536	22756	June-06	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	TILX637537	22756	June-06	Freight
324	TILX637538	22756	June-06	Freight
325	TILX637539	22756	June-06	Freight
326	TILX637540	22756	June-06	Freight
327	TILX637541	22756	June-06	Freight
328	TILX637542	22756	June-06	Freight
329	TILX637543	22756	June-06	Freight
330	TILX637544	22756	June-06	Freight
331	TILX637545	22756	June-06	Freight
332	TILX637546	22756	June-06	Freight
333	TILX637547	22756	June-06	Freight
334	TILX637548	22756	June-06	Freight
335	TILX637549	22756	June-06	Freight
336	TILX637550	22756	June-06	Freight
337	TILX637551	22756	June-06	Freight
338	TILX637552	22756	June-06	Freight
339	TILX194340	39554	March-07	Tank
340	TILX194341	39554	March-07	Tank
341	TILX194342	39554	March-07	Tank
342	TILX194343	39554	March-07	Tank
343	TILX194344	39554	March-07	Tank
344	TILX194345	39554	March-07	Tank
345	TILX194346	39554	March-07	Tank
346	TILX194347	39554	March-07	Tank
347	TILX194348	39554	March-07	Tank
348	TILX194349	39554	March-07	Tank
349	TILX194350	39554	March-07	Tank
350	TILX194351	39554	March-07	Tank
351	TILX194352	39554	March-07	Tank
352	TILX194353	39554	March-07	Tank
353	TILX194354	39554	March-07	Tank
354	TILX194355	39554	March-07	Tank
355	TILX194356	39554	March-07	Tank
356	TILX194357	39554	March-07	Tank
357	TILX194358	39554	March-07	Tank
358	TILX194359	39554	March-07	Tank

[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. Fifteen (15) units identified with marks TILX 198325 – 198339 leased pursuant to Rider Five (5) to that certain Railroad Car Lease Agreement dated July 11, 2005 between Trinity Industries Leasing Company and Dynea USA, Inc.
2. Seven (7) units identified with marks TILX 261872 – 261874, TILX 261876 – 261878, and TILX 261880 leased pursuant to Rider Three (3) to that certain Railroad Car Lease Agreement dated December 22, 2005 between Trinity Industries Leasing Company and Bitumar, Inc.
3. Eight (8) units identified with marks TILX 262077 – 262084 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated April 4, 2007 between Trinity Industries Leasing Company and Cervantes Enterprises, Inc.
4. Eight (8) units identified with marks TILX 194472 – 194479 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated May 21, 2007 between Trinity Industries Leasing Company and Cytec Industries Inc.
5. Five (5) units identified with marks TILX 252170 – 252174 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated September 25, 2007 between Trinity Industries Leasing Company and D/K Environmental.
6. Fifty (50) units identified with marks TILX 193501 – 193550 leased pursuant to Rider Seven (7) to that certain Railroad Car Lease Agreement dated March 23, 2004 between Trinity Industries Leasing Company and Musket Corporation.
7. Ten (10) units identified with marks TILX 197925 – 197934 leased pursuant to Rider Thirty-six (36) to that certain Railroad Car Lease Agreement dated May 7, 1980 between Trinity Industries Leasing Company and Shell Oil Company.
8. Fifteen (15) units identified with marks TILX 194385 – 194399 leased pursuant to Rider Thirty-eight (38) to that certain Railroad Car Lease Agreement dated May 7, 1980 between Trinity Industries Leasing Company and Shell Oil Company.
9. Fifteen (15) units identified with marks TILX 639123 – 639137 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated November 28, 2006 between Trinity Industries Leasing Company and Siouxland Ethanol, LLC.
10. Thirty-five (35) units identified with marks TILX 639138 – 639142; and TILX 639733 – 639762 leased pursuant to that certain Railroad Car Lease Agreement dated November 28, 2006 between Trinity Industries Leasing Company and Siouxland Ethanol, LLC.

11. One hundred seventy (170) units identified with marks TILX 637383 – 637552 leased pursuant to Rider Two (2) to that certain Railroad Car Lease Agreement dated May 10, 2004 between Trinity Industries Leasing Company and United Bio Energy Ingredients, LLC.

12. Twenty (20) units identified with marks TILX 194340 – 194359 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated March 12, 2007 between Trinity Industries Leasing Company and Vertical North America, Inc.

[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: 12/21/07



Robert W. Alvord