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

RECORDATION NO. 27036-X FILED

December 21, 2007

DEC 21 '07 -10 3 0 AM

SURFACE TRANSPORTATION BOARD

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 Tank 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:

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

TILX 150883 - TILX 150897
TILX 170358 - TILX 170476
TILX 194310 - TILX 197466
TILX 200888 - TILX 201148
TILX 261875 - TILX 262244
TILX 302715 - TILX 401264

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

DEC 21 '07 -10 3 0 AM

SURFACE TRANSPORTATION BOARD

BILL OF SALE AND ASSIGNMENT AND ASSUMPTION AGREEMENT

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.

* * *

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

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 TANK 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

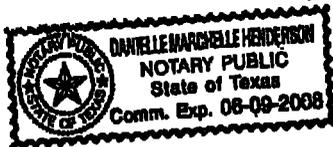
Title: Vice President

ACKNOWLEDGMENT

STATE OF Texas)
COUNTY OF Dallas)

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared James B. Perry, who upon oath, acknowledged himself to be Treasurer and Assistant Secretary 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 20th day of December, 2007.



Danielle Henderson
Notary Public

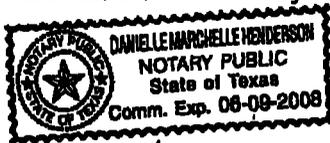
MY COMMISSION EXPIRES: 6/9/08

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 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 20th day of December, 2007.



Danielle Henderson
Notary Public

MY COMMISSION EXPIRES: 6/9/08

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

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

**RAILCARS; IDENTIFICATION MARKS; RUNNING NUMBERS;
PURCHASE AMOUNT¹**

[see attached]

¹ **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	TILX194310	28478	November-07	Tank
2	TILX194311	28478	November-07	Tank
3	TILX194312	28478	November-07	Tank
4	TILX194313	28478	November-07	Tank
5	TILX194314	28478	November-07	Tank
6	TILX194315	28478	November-07	Tank
7	TILX194316	28478	November-07	Tank
8	TILX194317	28478	November-07	Tank
9	TILX194324	28478	November-07	Tank
10	TILX261875	30696	October-07	Tank
11	TILX261879	30696	October-07	Tank
12	TILX261881	30696	October-07	Tank
13	TILX170358	2739	November-07	Tank
14	TILX170370	2739	November-07	Tank
15	TILX170371	2739	November-07	Tank
16	TILX170372	2739	November-07	Tank
17	TILX170373	2739	November-07	Tank
18	TILX170375	2739	November-07	Tank
19	TILX170379	2739	November-07	Tank
20	TILX170380	2739	November-07	Tank
21	TILX170384	2739	November-07	Tank
22	TILX170385	2739	November-07	Tank
23	TILX170386	2739	November-07	Tank
24	TILX170388	2739	November-07	Tank
25	TILX170389	2739	November-07	Tank
26	TILX170390	2739	November-07	Tank
27	TILX170391	2739	November-07	Tank
28	TILX170396	2739	November-07	Tank
29	TILX170400	2739	November-07	Tank
30	TILX170406	2739	November-07	Tank
31	TILX170407	2739	November-07	Tank
32	TILX170408	2739	November-07	Tank
33	TILX170411	2739	November-07	Tank
34	TILX170440	2739	November-07	Tank
35	TILX170441	2739	November-07	Tank
36	TILX170442	2739	November-07	Tank
37	TILX170446	2739	November-07	Tank
38	TILX170447	2739	November-07	Tank
39	TILX170451	2739	November-07	Tank
40	TILX170452	2739	November-07	Tank
41	TILX170453	2739	November-07	Tank
42	TILX170455	2739	November-07	Tank
43	TILX170457	2739	November-07	Tank
44	TILX170458	2739	November-07	Tank
45	TILX170460	2739	November-07	Tank
46	TILX170467	2739	November-07	Tank

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	TILX170475	2739	November-07	Tank
48	TILX170476	2739	November-07	Tank
49	TILX303179	22703	November-07	Tank
50	TILX303180	22703	November-07	Tank
51	TILX303181	22703	November-07	Tank
52	TILX303182	22703	November-07	Tank
53	TILX303184	22703	November-07	Tank
54	TILX303185	22703	November-07	Tank
55	TILX303186	22703	November-07	Tank
56	TILX303187	22703	November-07	Tank
57	TILX303188	22703	November-07	Tank
58	TILX303189	22703	November-07	Tank
59	TILX303190	22703	November-07	Tank
60	TILX303191	22703	November-07	Tank
61	TILX303192	22703	November-07	Tank
62	TILX303193	22703	November-07	Tank
63	TILX303194	22703	November-07	Tank
64	TILX303195	22703	November-07	Tank
65	TILX303196	22703	November-07	Tank
66	TILX303197	22703	November-07	Tank
67	TILX303199	22703	November-07	Tank
68	TILX401264	5712	November-07	Tank
69	TILX150883	29481	November-07	Tank
70	TILX150884	29481	November-07	Tank
71	TILX150885	29481	November-07	Tank
72	TILX150886	29481	November-07	Tank
73	TILX150887	29481	November-07	Tank
74	TILX150888	29481	November-07	Tank
75	TILX150889	29481	November-07	Tank
76	TILX150890	29481	November-07	Tank
77	TILX150891	29481	November-07	Tank
78	TILX150892	29481	November-07	Tank
79	TILX150893	29481	November-07	Tank
80	TILX150894	29481	November-07	Tank
81	TILX150895	29481	November-07	Tank
82	TILX150896	29481	November-07	Tank
83	TILX150897	29481	November-07	Tank
84	TILX303146	6206	November-07	Tank
85	TILX303147	6206	November-07	Tank
86	TILX303148	6206	November-07	Tank
87	TILX303149	6206	November-07	Tank
88	TILX303150	6206	November-07	Tank
89	TILX303151	6206	November-07	Tank
90	TILX303152	6206	November-07	Tank
91	TILX303153	6206	November-07	Tank
92	TILX303154	6206	November-07	Tank

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>
93	TILX303155	6206	November-07	Tank
94	TILX303156	6206	November-07	Tank
95	TILX303157	6206	November-07	Tank
96	TILX303158	6206	November-07	Tank
97	TILX303159	6206	November-07	Tank
98	TILX303160	6206	November-07	Tank
99	TILX303161	6206	November-07	Tank
100	TILX303162	6206	November-07	Tank
101	TILX303163	6206	November-07	Tank
102	TILX303164	6206	November-07	Tank
103	TILX302715	42122	November-07	Tank
104	TILX302716	42122	November-07	Tank
105	TILX302718	42122	November-07	Tank
106	TILX201109	22937	October-07	Tank
107	TILX201110	22937	November-07	Tank
108	TILX201111	22937	October-07	Tank
109	TILX201112	22937	October-07	Tank
110	TILX201113	22937	October-07	Tank
111	TILX201114	22937	October-07	Tank
112	TILX201115	22937	October-07	Tank
113	TILX201116	22937	October-07	Tank
114	TILX201117	22937	October-07	Tank
115	TILX201118	22937	November-07	Tank
116	TILX201119	22937	October-07	Tank
117	TILX201120	22937	November-07	Tank
118	TILX201121	22937	November-07	Tank
119	TILX201122	22937	November-07	Tank
120	TILX201123	22937	November-07	Tank
121	TILX201124	22937	November-07	Tank
122	TILX201125	22937	November-07	Tank
123	TILX201126	22937	November-07	Tank
124	TILX201127	22937	November-07	Tank
125	TILX201128	22937	November-07	Tank
126	TILX201129	22937	November-07	Tank
127	TILX201130	22937	November-07	Tank
128	TILX201131	22937	November-07	Tank
129	TILX201132	22937	November-07	Tank
130	TILX201133	22937	November-07	Tank
131	TILX201134	22937	November-07	Tank
132	TILX201135	22937	November-07	Tank
133	TILX201136	22937	November-07	Tank
134	TILX201137	22937	November-07	Tank
135	TILX201138	22937	November-07	Tank
136	TILX201139	22937	November-07	Tank
137	TILX201140	22937	November-07	Tank
138	TILX201141	22937	November-07	Tank

TRIP RAIL LEASING LLC
Close 7

Schedule I

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
139	TILX201142	22937	November-07	Tank
140	TILX201143	22937	November-07	Tank
141	TILX201144	22937	November-07	Tank
142	TILX201145	22937	November-07	Tank
143	TILX201146	22937	November-07	Tank
144	TILX201147	22937	November-07	Tank
145	TILX201148	22937	November-07	Tank
146	TILX303104	8869	November-07	Tank
147	TILX262217	10060	November-07	Tank
148	TILX262218	10060	November-07	Tank
149	TILX262220	10060	November-07	Tank
150	TILX262221	10060	November-07	Tank
151	TILX262222	10060	November-07	Tank
152	TILX262224	10060	November-07	Tank
153	TILX262225	10060	November-07	Tank
154	TILX262227	10060	November-07	Tank
155	TILX262228	10060	November-07	Tank
156	TILX262229	10060	November-07	Tank
157	TILX262230	10060	November-07	Tank
158	TILX262231	10060	November-07	Tank
159	TILX262232	10060	November-07	Tank
160	TILX262233	10060	November-07	Tank
161	TILX262234	10060	November-07	Tank
162	TILX262235	10060	November-07	Tank
163	TILX262237	10060	November-07	Tank
164	TILX262238	10060	November-07	Tank
165	TILX262240	10060	November-07	Tank
166	TILX262243	10060	November-07	Tank
167	TILX262244	10060	November-07	Tank
168	TILX200888	1573	November-07	Tank
169	TILX200889	1573	November-07	Tank
170	TILX200892	1573	November-07	Tank
171	TILX200894	1573	November-07	Tank
172	TILX197453	43609	October-07	Tank
173	TILX197454	43609	October-07	Tank
174	TILX197455	43609	October-07	Tank
175	TILX197456	43609	October-07	Tank
176	TILX197457	43609	October-07	Tank
177	TILX197458	43609	October-07	Tank
178	TILX197459	43609	October-07	Tank
179	TILX197460	43609	October-07	Tank
180	TILX197461	43609	October-07	Tank
181	TILX197462	43609	October-07	Tank
182	TILX197463	43609	October-07	Tank
183	TILX197464	43609	October-07	Tank
184	TILX197465	43609	October-07	Tank

[TTC]

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	TILX197466	43609	October-07	Tank

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

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

LEASES

[see attached]

Exhibit B

Leases

1. Nine (9) units identified with marks TILX 194310 – 194317 and TILX 194324 leased pursuant to that certain Railroad Car Lease Agreement dated July 11, 2005 between Trinity Industries Leasing Company and Dynea USA, Inc.
2. Three (3) units identified with marks TILX 261875, TILX 261879, and TILX 261881 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. Thirty-six (36) units identified with marks TILX 170358, TILX 170370 – 170373, TILX 170375, TILX 170379 – 170380, TILX 170384 – 170386, TILX 170388 – 170391, TILX 170396, TILX 170400, TILX 170406 – 170408, TILX 170411, TILX 170440 – 170442, TILX 170446 – 170447, TILX 170451 – 170453, TILX 170455, TILX 170457 – 170458, TILX 170460, TILX 170467, and TILX 170475 – 170476 leased pursuant to Rider Sixty-six (66) to that certain Railroad Car Lease Agreement dated May 17, 1979 between Trinity Industries Leasing Company and Cargill, Inc.
4. Nineteen (19) units identified with marks TILX 303179 – 303182, TILX 303184 – 303197, and TILX 303199 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated October 24, 2007 between Trinity Industries Leasing Company and Coffeyville Resources Nitrogen Fertilizers, LLC.
5. One (1) unit identified with mark TILX 401264 leased pursuant to Rider Seven (7) to that certain Railroad Car Lease Agreement dated January 15, 2002 between Trinity Industries Leasing Company and Honeywell International Inc.
6. Fifteen (15) units identified with marks TILX 150883 – 150897 leased pursuant to Rider Three (3) to that certain Railroad Car Lease Agreement dated October 12, 2005 between Trinity Industries Leasing Company and Husky Energy Marketing Inc.
7. Nineteen (19) units identified with marks TILX 303146 – 303164 leased pursuant to Rider Five (5) to that certain Railroad Car Lease Agreement dated June 28, 2002 between Trinity Industries Leasing Company and JR Simplot Company.
8. Three (3) units identified with marks TILX 302715 – 302716 and TILX 302718 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated October 4, 2007 between Trinity Industries Leasing Company and Kiva Energy, Inc.
9. Forty (40) units identified with marks TILX 201109 – 201148 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated October 17, 2007 between Trinity Industries Leasing Company and Koch Nitrogen Company.

10. One (1) unit identified with mark TILX 303104 leased pursuant to Rider Three (3) to that certain Railroad Car Lease Agreement dated May 21, 2002 between Trinity Industries Leasing Company and Plains Marketing Canada LP.
11. Twenty-one (21) units identified with marks TILX 262217 – 262218, TILX 262220 – 262222, TILX 262224 – 262225, TILX 262227 – 262238, TILX 262240, and TILX 262243 – 262244 leased pursuant to Rider Thirty-nine (39) to that certain Railroad Car Lease Agreement dated May 7, 1980 between Trinity Industries Leasing Company and Shell Oil Company.
12. Four (4) units identified with marks TILX 200888 – 200889, TILX 200892, and TILX 200894 leased pursuant to Rider Two (2) to that certain Railroad Car Lease Agreement dated July 1, 2005 between Trinity Industries Leasing Company and Solvay Chemicals, Inc.
13. Fourteen (14) units identified with marks TILX 197453 – 197466 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated October 15, 2007 between Trinity Industries Leasing Company and Veolia ES Technical Solutions, L.L.C.

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

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