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December 21, 2007

RECORDATION NO. 27036-Y 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 Rail Leasing Trust II
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:

362 railcars:

TILX 030113 – TILX 030132
TILX 032920 – TILX 032939
TILX 033156 – TILX 033205
TILX 035401 – TILX 035445
TILX 192630 – TILX 192754
TILX 194295 – TILX 194309
TILX 200471 – TILX 200478
TILX 200511 – TILX 200514
TILX 637353 – TILX 637382
TILX 638048 – TILX 638092

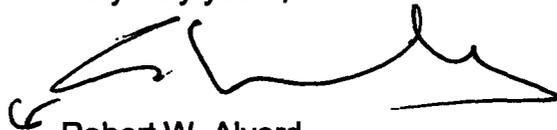
A short summary of the document to appear in the index is:

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 RAIL LEASING TRUST II, a Delaware business trust (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, 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 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 (TRLT II)]

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 RAIL LEASING TRUST II

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

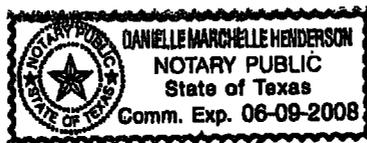
ACKNOWLEDGMENT

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 RAIL LEASING TRUST II, a Delaware business trust, 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 RAIL LEASING TRUST II.

WITNESS my hand and official seal this 20th day of December, 2007.



Danielle Henderson
Notary Public

MY COMMISSION EXPIRES: 6/9/08

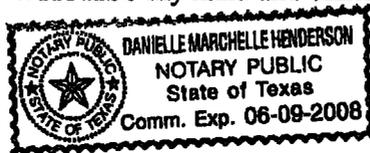
ACKNOWLEDGMENT

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

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 (TRLT II)]

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	TILX637353	27636	May-06	Freight
2	TILX637354	27636	May-06	Freight
3	TILX637355	27636	May-06	Freight
4	TILX637356	27636	May-06	Freight
5	TILX637357	27636	May-06	Freight
6	TILX637358	27636	May-06	Freight
7	TILX637359	27636	May-06	Freight
8	TILX637360	27636	May-06	Freight
9	TILX637361	27636	May-06	Freight
10	TILX637362	27636	May-06	Freight
11	TILX637363	27636	June-06	Freight
12	TILX637364	27636	May-06	Freight
13	TILX637365	27636	June-06	Freight
14	TILX637366	27636	May-06	Freight
15	TILX637367	27636	May-06	Freight
16	TILX637368	27636	May-06	Freight
17	TILX637369	27636	May-06	Freight
18	TILX637370	27636	May-06	Freight
19	TILX637371	27636	May-06	Freight
20	TILX637372	27636	May-06	Freight
21	TILX637373	27636	May-06	Freight
22	TILX637374	27636	May-06	Freight
23	TILX637375	27636	May-06	Freight
24	TILX637376	27636	May-06	Freight
25	TILX637377	27636	May-06	Freight
26	TILX637378	27636	May-06	Freight
27	TILX637379	27636	May-06	Freight
28	TILX637380	27636	May-06	Freight
29	TILX637381	27636	June-06	Freight
30	TILX637382	27636	May-06	Freight
31	TILX033156	21307	August-06	Freight
32	TILX033157	21307	July-06	Freight
33	TILX033158	21307	July-06	Freight
34	TILX033159	21307	August-06	Freight
35	TILX033160	21307	July-06	Freight
36	TILX033161	21307	August-06	Freight
37	TILX033162	21307	July-06	Freight
38	TILX033163	21307	July-06	Freight
39	TILX033164	21307	July-06	Freight
40	TILX033165	21307	July-06	Freight
41	TILX033166	21307	July-06	Freight
42	TILX033167	21307	July-06	Freight
43	TILX033168	21307	July-06	Freight
44	TILX033169	21307	July-06	Freight
45	TILX033170	21307	July-06	Freight
46	TILX033171	21307	July-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>
47	TILX033172	21307	August-06	Freight
48	TILX033173	21307	August-06	Freight
49	TILX033174	21307	August-06	Freight
50	TILX033175	21307	August-06	Freight
51	TILX033176	21307	August-06	Freight
52	TILX033177	21307	July-06	Freight
53	TILX033178	21307	August-06	Freight
54	TILX033179	21307	August-06	Freight
55	TILX033180	21307	August-06	Freight
56	TILX033181	21307	August-06	Freight
57	TILX033182	21307	July-06	Freight
58	TILX033183	21307	August-06	Freight
59	TILX033184	21307	August-06	Freight
60	TILX033185	21307	August-06	Freight
61	TILX033186	21307	August-06	Freight
62	TILX033187	21307	August-06	Freight
63	TILX033188	21307	August-06	Freight
64	TILX033189	21307	August-06	Freight
65	TILX033190	21307	August-06	Freight
66	TILX033191	21307	August-06	Freight
67	TILX033192	21307	August-06	Freight
68	TILX033193	21307	August-06	Freight
69	TILX033194	21307	August-06	Freight
70	TILX033195	21307	August-06	Freight
71	TILX033196	21307	August-06	Freight
72	TILX033197	21307	August-06	Freight
73	TILX033198	21307	August-06	Freight
74	TILX033199	21307	August-06	Freight
75	TILX033200	21307	August-06	Freight
76	TILX033201	21307	August-06	Freight
77	TILX033202	21307	August-06	Freight
78	TILX033203	21307	August-06	Freight
79	TILX033204	21307	August-06	Freight
80	TILX033205	21307	August-06	Freight
81	TILX200511	2039	April-06	Tank
82	TILX200512	2039	April-06	Tank
83	TILX200513	2039	April-06	Tank
84	TILX200514	2039	April-06	Tank
85	TILX200471	2046	August-06	Tank
86	TILX200472	2046	August-06	Tank
87	TILX200473	2046	August-06	Tank
88	TILX200474	2046	August-06	Tank
89	TILX200475	2046	August-06	Tank
90	TILX200476	2046	August-06	Tank
91	TILX200477	2046	October-06	Tank
92	TILX200478	2046	August-06	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	TILX030113	39874	November-05	Freight
94	TILX030114	39874	November-05	Freight
95	TILX030115	39874	November-05	Freight
96	TILX035401	30693	March-06	Freight
97	TILX035402	30693	April-06	Freight
98	TILX035403	30693	April-06	Freight
99	TILX035404	30693	March-06	Freight
100	TILX035405	30693	April-06	Freight
101	TILX035406	30693	March-06	Freight
102	TILX035407	30693	April-06	Freight
103	TILX035408	30693	April-06	Freight
104	TILX035409	30693	March-06	Freight
105	TILX035410	30693	April-06	Freight
106	TILX035411	30693	April-06	Freight
107	TILX035412	30693	April-06	Freight
108	TILX035413	30693	April-06	Freight
109	TILX035414	30693	March-06	Freight
110	TILX035415	30693	April-06	Freight
111	TILX035416	30693	April-06	Freight
112	TILX035417	30693	April-06	Freight
113	TILX035418	30693	April-06	Freight
114	TILX035419	30693	April-06	Freight
115	TILX035420	30693	April-06	Freight
116	TILX035421	30693	April-06	Freight
117	TILX035422	30693	April-06	Freight
118	TILX035423	30693	April-06	Freight
119	TILX035424	30693	April-06	Freight
120	TILX035425	30693	April-06	Freight
121	TILX0638048	2443	July-06	Freight
122	TILX0638049	2443	July-06	Freight
123	TILX0638050	2443	July-06	Freight
124	TILX0638051	2443	July-06	Freight
125	TILX0638052	2443	July-06	Freight
126	TILX0638053	2443	July-06	Freight
127	TILX0638054	2443	August-06	Freight
128	TILX0638055	2443	August-06	Freight
129	TILX0638056	2443	August-06	Freight
130	TILX0638057	2443	August-06	Freight
131	TILX0638058	2443	August-06	Freight
132	TILX0638059	2443	August-06	Freight
133	TILX0638060	2443	August-06	Freight
134	TILX0638061	2443	August-06	Freight
135	TILX0638062	2443	August-06	Freight
136	TILX0638063	2443	August-06	Freight
137	TILX0638064	2443	July-06	Freight
138	TILX0638065	2443	August-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>
139	TILX0638066	2443	July-06	Freight
140	TILX0638067	2443	July-06	Freight
141	TILX0638068	2443	July-06	Freight
142	TILX0638069	2443	July-06	Freight
143	TILX0638070	2443	July-06	Freight
144	TILX0638071	2443	July-06	Freight
145	TILX0638072	2443	July-06	Freight
146	TILX0638073	2443	July-06	Freight
147	TILX0638074	2443	July-06	Freight
148	TILX0638075	2443	July-06	Freight
149	TILX0638076	2443	August-06	Freight
150	TILX0638077	2443	July-06	Freight
151	TILX0638078	2443	July-06	Freight
152	TILX0638079	2443	August-06	Freight
153	TILX0638080	2443	July-06	Freight
154	TILX0638081	2443	July-06	Freight
155	TILX0638082	2443	July-06	Freight
156	TILX0638083	2443	July-06	Freight
157	TILX0638084	2443	July-06	Freight
158	TILX0638085	2443	July-06	Freight
159	TILX0638086	2443	July-06	Freight
160	TILX0638087	2443	August-06	Freight
161	TILX0638088	2443	August-06	Freight
162	TILX0638089	2443	August-06	Freight
163	TILX0638090	2443	August-06	Freight
164	TILX0638091	2443	August-06	Freight
165	TILX0638092	2443	August-06	Freight
166	TILX032920	30137	March-06	Freight
167	TILX032921	30137	March-06	Freight
168	TILX032922	30137	March-06	Freight
169	TILX032923	30137	February-06	Freight
170	TILX032924	30137	February-06	Freight
171	TILX032925	30137	February-06	Freight
172	TILX032926	30137	February-06	Freight
173	TILX032927	30137	March-06	Freight
174	TILX032928	30137	March-06	Freight
175	TILX032929	30137	March-06	Freight
176	TILX032930	30137	March-06	Freight
177	TILX032931	30137	February-06	Freight
178	TILX032932	30137	February-06	Freight
179	TILX032933	30137	February-06	Freight
180	TILX032934	30137	February-06	Freight
181	TILX032935	30137	March-06	Freight
182	TILX032936	30137	February-06	Freight
183	TILX032937	30137	February-06	Freight
184	TILX032938	30137	February-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>
185	TILX032939	30137	February-06	Freight
186	TILX030116	36045	August-06	Freight
187	TILX030117	36045	August-06	Freight
188	TILX030118	36045	August-06	Freight
189	TILX030119	36045	August-06	Freight
190	TILX030120	36045	August-06	Freight
191	TILX030121	36045	August-06	Freight
192	TILX030122	36045	August-06	Freight
193	TILX030123	36045	August-06	Freight
194	TILX030124	36045	August-06	Freight
195	TILX030125	36045	August-06	Freight
196	TILX030126	36045	August-06	Freight
197	TILX030127	36045	August-06	Freight
198	TILX030128	36045	August-06	Freight
199	TILX030129	36045	August-06	Freight
200	TILX030130	36045	August-06	Freight
201	TILX030131	36045	August-06	Freight
202	TILX030132	36045	August-06	Freight
203	TILX035426	35565	June-06	Freight
204	TILX035427	35565	June-06	Freight
205	TILX035428	35565	June-06	Freight
206	TILX035429	35565	June-06	Freight
207	TILX035430	35565	June-06	Freight
208	TILX035431	35565	June-06	Freight
209	TILX035432	35565	June-06	Freight
210	TILX035433	35565	June-06	Freight
211	TILX035434	35565	June-06	Freight
212	TILX035435	35565	June-06	Freight
213	TILX035436	35565	July-06	Freight
214	TILX035437	35565	July-06	Freight
215	TILX035438	35565	July-06	Freight
216	TILX035439	35565	July-06	Freight
217	TILX035440	35565	July-06	Freight
218	TILX035441	35565	July-06	Freight
219	TILX035442	35565	July-06	Freight
220	TILX035443	35565	July-06	Freight
221	TILX035444	35565	July-06	Freight
222	TILX035445	35565	July-06	Freight
223	TILX192630	9441	November-05	Tank
224	TILX192631	9441	November-05	Tank
225	TILX192632	9441	November-05	Tank
226	TILX192633	9441	November-05	Tank
227	TILX192634	9441	November-05	Tank
228	TILX192635	9441	November-05	Tank
229	TILX192636	9441	November-05	Tank
230	TILX192637	9441	November-05	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>
231	TILX192638	9441	November-05	Tank
232	TILX192639	9441	November-05	Tank
233	TILX192640	9441	November-05	Tank
234	TILX192641	9441	November-05	Tank
235	TILX192642	9441	November-05	Tank
236	TILX192643	9441	November-05	Tank
237	TILX192644	9441	November-05	Tank
238	TILX192645	9441	November-05	Tank
239	TILX192646	9441	November-05	Tank
240	TILX192647	9441	November-05	Tank
241	TILX192648	9441	November-05	Tank
242	TILX192649	9441	December-05	Tank
243	TILX192650	9441	December-05	Tank
244	TILX192651	9441	December-05	Tank
245	TILX192652	9441	December-05	Tank
246	TILX192653	9441	December-05	Tank
247	TILX192654	9441	December-05	Tank
248	TILX192655	9441	December-05	Tank
249	TILX192656	9441	December-05	Tank
250	TILX192657	9441	December-05	Tank
251	TILX192658	9441	December-05	Tank
252	TILX192659	9441	December-05	Tank
253	TILX192660	9441	December-05	Tank
254	TILX192661	9441	December-05	Tank
255	TILX192662	9441	December-05	Tank
256	TILX192663	9441	December-05	Tank
257	TILX192664	9441	December-05	Tank
258	TILX192665	9441	December-05	Tank
259	TILX192666	9441	December-05	Tank
260	TILX192667	9441	January-06	Tank
261	TILX192668	9441	January-06	Tank
262	TILX192669	9441	December-05	Tank
263	TILX192670	9441	January-06	Tank
264	TILX192671	9441	January-06	Tank
265	TILX192672	9441	December-05	Tank
266	TILX192673	9441	December-05	Tank
267	TILX192674	9441	January-06	Tank
268	TILX192675	9441	January-06	Tank
269	TILX192676	9441	December-05	Tank
270	TILX192677	9441	December-05	Tank
271	TILX192678	9441	January-06	Tank
272	TILX192679	9441	December-05	Tank
273	TILX192680	9441	December-05	Tank
274	TILX192681	9441	January-06	Tank
275	TILX192682	9441	January-06	Tank
276	TILX192683	9441	January-06	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>
277	TILX192684	9441	January-06	Tank
278	TILX192685	9441	January-06	Tank
279	TILX192686	9441	December-05	Tank
280	TILX192687	9441	December-05	Tank
281	TILX192688	9441	January-06	Tank
282	TILX192689	9441	December-05	Tank
283	TILX192690	9441	December-05	Tank
284	TILX192691	9441	January-06	Tank
285	TILX192692	9441	January-06	Tank
286	TILX192693	9441	January-06	Tank
287	TILX192694	9441	December-05	Tank
288	TILX192695	9441	December-05	Tank
289	TILX192696	9441	December-05	Tank
290	TILX192697	9441	December-05	Tank
291	TILX192698	9441	January-06	Tank
292	TILX192699	9441	December-05	Tank
293	TILX192700	9441	December-05	Tank
294	TILX192701	9441	January-06	Tank
295	TILX192702	9441	December-05	Tank
296	TILX192703	9441	January-06	Tank
297	TILX192704	9441	December-05	Tank
298	TILX192705	9441	December-05	Tank
299	TILX192706	9441	December-05	Tank
300	TILX192707	9441	December-05	Tank
301	TILX192708	9441	December-05	Tank
302	TILX192709	9441	December-05	Tank
303	TILX192710	9441	December-05	Tank
304	TILX192711	9441	December-05	Tank
305	TILX192712	9441	December-05	Tank
306	TILX192713	9441	January-06	Tank
307	TILX192714	9441	December-05	Tank
308	TILX192715	9441	December-05	Tank
309	TILX192716	9441	January-06	Tank
310	TILX192717	9441	January-06	Tank
311	TILX192718	9441	January-06	Tank
312	TILX192719	9441	January-06	Tank
313	TILX192720	9441	January-06	Tank
314	TILX192721	9441	December-05	Tank
315	TILX192722	9441	January-06	Tank
316	TILX192723	9441	January-06	Tank
317	TILX192724	9441	January-06	Tank
318	TILX192725	9441	January-06	Tank
319	TILX192726	9441	January-06	Tank
320	TILX192727	9441	January-06	Tank
321	TILX192728	9441	January-06	Tank
322	TILX192729	9441	January-06	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>
323	TILX192730	9441	January-06	Tank
324	TILX192731	9441	January-06	Tank
325	TILX192732	9441	January-06	Tank
326	TILX192733	9441	January-06	Tank
327	TILX192734	9441	January-06	Tank
328	TILX192735	9441	January-06	Tank
329	TILX192736	9441	January-06	Tank
330	TILX192737	9441	January-06	Tank
331	TILX192738	9441	January-06	Tank
332	TILX192739	9441	January-06	Tank
333	TILX192740	9441	January-06	Tank
334	TILX192741	9441	January-06	Tank
335	TILX192742	9441	January-06	Tank
336	TILX192743	9441	January-06	Tank
337	TILX192744	9441	January-06	Tank
338	TILX192745	9441	January-06	Tank
339	TILX192746	9441	January-06	Tank
340	TILX192747	9441	January-06	Tank
341	TILX192748	9441	January-06	Tank
342	TILX192749	9441	January-06	Tank
343	TILX192750	9441	January-06	Tank
344	TILX192751	9441	January-06	Tank
345	TILX192752	9441	January-06	Tank
346	TILX192753	9441	January-06	Tank
347	TILX192754	9441	January-06	Tank
348	TILX194295	10060	May-07	Tank
349	TILX194296	10060	May-07	Tank
350	TILX194297	10060	May-07	Tank
351	TILX194298	10060	May-07	Tank
352	TILX194299	10060	May-07	Tank
353	TILX194300	10060	May-07	Tank
354	TILX194301	10060	May-07	Tank
355	TILX194302	10060	May-07	Tank
356	TILX194303	10060	May-07	Tank
357	TILX194304	10060	May-07	Tank
358	TILX194305	10060	May-07	Tank
359	TILX194306	10060	May-07	Tank
360	TILX194307	10060	May-07	Tank
361	TILX194308	10060	May-07	Tank
362	TILX194309	10060	May-07	Tank

[Bill of Sale and Assignment and Assumption Agreement (TRLT II)]

EXHIBIT B

to Bill of Sale and Assignment and Assumption Agreement

LEASES

[see attached]

Exhibit B

Leases

1. Thirty (30) units identified with marks TILX 637353 – 637382 leased pursuant to Rider Two (2) to that certain Railroad Car Lease Agreement dated June 9, 2005 between Trinity Industries Leasing Company and 3D Corporate Solutions, LLC.
2. Fifty (50) units identified with marks TILX 33156 – 33205 leased pursuant to Rider Two (2) to that certain Railroad Car Lease Agreement dated May 18, 2006 between Trinity Industries Leasing Company and Ash Grove Cement Company.
3. Four (4) units identified with marks TILX 200511 – 200514 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated February 28, 2006 between Trinity Industries Leasing Company and Barton Brands LTD.
4. Eight (8) units identified with marks TILX 200471 – 200478 leased pursuant to Rider Three (3) to that certain Railroad Car Lease Agreement dated January 26, 2006 between Trinity Industries Leasing Company and Engelhard Corporation.
5. Three (3) units identified with marks TILX 30113 – 30115 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated January 12, 2006 between Trinity Industries Leasing Company and BASF Construction Chemicals.
6. Twenty-five (25) units identified with marks TILX 35401 – 35425 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated March 30, 2006 between Trinity Industries Leasing Company and Border Steel, Inc.
7. Forty-five (45) units identified with marks TILX 638048 – 638092 leased pursuant to Rider Fifteen (15) to that certain Railroad Car Lease Agreement dated July 11, 2002 between Trinity Industries Leasing Company and Broin Enterprises, Inc.
8. Twenty (20) units identified with marks TILX 32920 – 32939 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated January 17, 2006 between Trinity Industries Leasing Company and Ciment Quebec Inc.
9. Seventeen (17) units identified with marks TILX 30116 – 30132 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated August 4, 2006 between Trinity Industries Leasing Company and ESSROC Cement Corp.
10. Twenty (20) units identified with marks TILX 35426 – 35445 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated July 17, 2006 between Trinity Industries Leasing Company and Oklahoma Steel & Wire Co., Inc.

11. One hundred twenty-five (125) units identified with marks TILX 192630 – 192754 leased pursuant Rider Eight (8) to that certain Railroad Car Lease Agreement dated April 25, 2001 between Trinity Industries Leasing Company and Renewable Products Marketing Group, LLC.

12. Fifteen (15) units identified with marks TILX 194295 – 194309 leased pursuant to Rider Thirty-seven (37) to that certain Railroad Car Lease Agreement dated May 7, 1980 between Trinity Industries Leasing Company and Shell Oil Company.

[Bill of Sale and Assignment and Assumption Agreement (TRLT II)]

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