

RECORDATION NO. 27036-11111 FILED

NOV 24 '08 -8 00 AM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL  
URBAN A. LESTER

November 24, 2008

Anne K. Quinlan, Esq.  
Acting Secretary  
Surface Transportation Board  
395 "E" Street, S.W.  
Washington, D.C. 20423-0001

Re: TRIP 16th Funding

Dear Ms. Quinlan:

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 November 21, 2008, 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-EEE.

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

Anne K. Quinlan, Esq.  
November 24, 2008  
Page 2

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

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

TILX 100791  
TILX 110237 – TILX 110256  
TILX 197550 – TILX 197766  
TILX 201537 – TILX 201565 (inclusive)  
TILX 220882  
TILX 253925 – TILX 253939 (inclusive)  
TILX 291247 – TILX 291266 (inclusive)  
TILX 315595 – TILX 315671 (except TILX 315645)  
TILX 315696 – TILX 315717 (except TILX 315714)

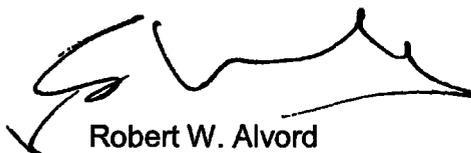
A short summary of the document to appear in the index is:

Bill of Sale and Assignment and Assumption Agreement.

Also enclosed is a check in the amount of \$41.00 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

NOV 24 '08

-8 00 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.

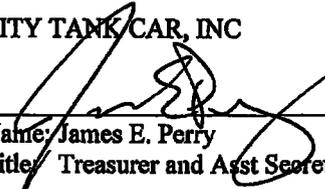
THIS BILL OF SALE SHALL BE GOVERNED BY THE LAWS OF THE STATE OF NEW YORK, INCLUDING ALL MATTERS OF CONSTRUCTION, VALIDITY AND PERFORMANCE (INCLUDING SECTIONS 5-1401 AND 5-1402 OF THE NEW YORK GENERAL OBLIGATIONS LAW BUT EXCLUDING, TO THE MAXIMUM EXTENT PERMITTED BY LAW, ALL OTHER CHOICE OF LAW AND CONFLICTS 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 21<sup>st</sup> day of November, 2008.

TRINITY TANK CAR, INC

By: 

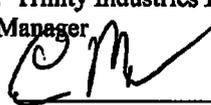
Name: James E. Perry

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 R. Marchetto

Title: Executive Vice President

ACKNOWLEDGMENT

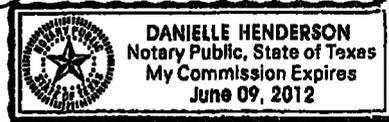
STATE OF Texas )  
COUNTY OF Dallas )

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 Asst 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 21<sup>st</sup> day of November, 2008.

*Danielle Henderson*  
Notary Public

MY COMMISSION EXPIRES: 6/9/2012



ACKNOWLEDGMENT

STATE OF Texas )  
COUNTY OF Dallas )

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Eric R. Marchetto, who upon oath, acknowledged himself to be Executive 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 21<sup>st</sup> day of November, 2008.

*Danielle Henderson*  
Notary Public

MY COMMISSION EXPIRES: 6/9/2012



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

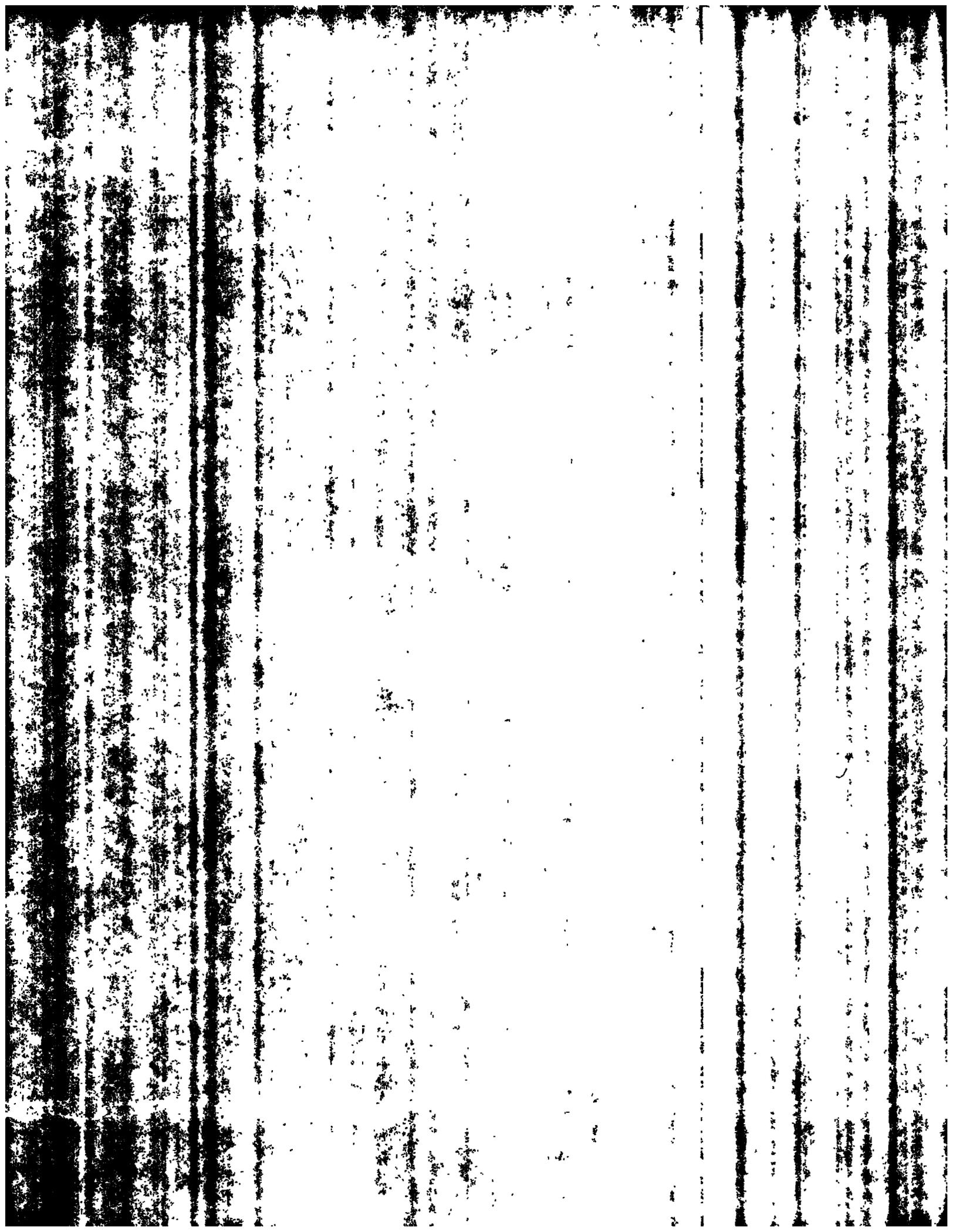
**SCHEDULE A**  
**to Bill of Sale and Assignment**  
**and Assumption Agreement**

**RAILCARS; IDENTIFICATION MARKS; RUNNING NUMBERS;**  
**PURCHASE 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 16

## Schedule A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Build Date</u>	<u>Car Type</u>
1	TILX100791	9501	November-08	Tank
2	TILX110237	1573	November-08	Tank
3	TILX110239	1573	October-08	Tank
4	TILX110241	1573	November-08	Tank
5	TILX110245	1573	October-08	Tank
6	TILX110246	1573	November-08	Tank
7	TILX110249	1573	October-08	Tank
8	TILX110250	1573	October-08	Tank
9	TILX110254	1573	October-08	Tank
10	TILX110256	1573	October-08	Tank
11	TILX197550	2739	February-08	Tank
12	TILX197551	2739	February-08	Tank
13	TILX197552	2739	February-08	Tank
14	TILX197553	2739	February-08	Tank
15	TILX197554	2739	February-08	Tank
16	TILX197555	2739	February-08	Tank
17	TILX197556	2739	February-08	Tank
18	TILX197557	2739	February-08	Tank
19	TILX197558	2739	February-08	Tank
20	TILX197559	2739	February-08	Tank
21	TILX197560	2739	February-08	Tank
22	TILX197561	2739	February-08	Tank
23	TILX197562	2739	February-08	Tank
24	TILX197563	2739	February-08	Tank
25	TILX197564	2739	February-08	Tank
26	TILX197566	2739	February-08	Tank
27	TILX197571	2739	February-08	Tank
28	TILX197573	2739	February-08	Tank
29	TILX197579	2739	February-08	Tank
30	TILX197580	2739	February-08	Tank
31	TILX197581	2739	February-08	Tank
32	TILX197583	2739	February-08	Tank
33	TILX197584	2739	February-08	Tank
34	TILX197589	2739	February-08	Tank
35	TILX197590	2739	February-08	Tank
36	TILX197592	2739	February-08	Tank
37	TILX197596	2739	February-08	Tank
38	TILX197630	2739	February-08	Tank
39	TILX197641	2739	February-08	Tank
40	TILX197644	2739	February-08	Tank
41	TILX197645	2739	February-08	Tank
42	TILX197646	2739	February-08	Tank
43	TILX197647	2739	February-08	Tank
44	TILX197671	2739	February-08	Tank
45	TILX197677	2739	February-08	Tank
46	TILX197679	2739	February-08	Tank

## TRIP RAIL LEASING LLC

Close 16

## Schedule A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Build Date</u>	<u>Car Type</u>
47	TILX197682	2739	February-08	Tank
48	TILX197684	2739	February-08	Tank
49	TILX197685	2739	February-08	Tank
50	TILX197691	2739	February-08	Tank
51	TILX197697	2739	February-08	Tank
52	TILX197698	2739	February-08	Tank
53	TILX197699	2739	February-08	Tank
54	TILX197700	2739	February-08	Tank
55	TILX197701	2739	February-08	Tank
56	TILX197702	2739	February-08	Tank
57	TILX197704	2739	February-08	Tank
58	TILX197705	2739	February-08	Tank
59	TILX197706	2739	February-08	Tank
60	TILX197713	2739	February-08	Tank
61	TILX197716	2739	February-08	Tank
62	TILX197717	2739	February-08	Tank
63	TILX197726	2739	February-08	Tank
64	TILX197727	2739	February-08	Tank
65	TILX197729	2739	February-08	Tank
66	TILX197730	2739	February-08	Tank
67	TILX197732	2739	February-08	Tank
68	TILX197733	2739	February-08	Tank
69	TILX197734	2739	February-08	Tank
70	TILX197737	2739	February-08	Tank
71	TILX197738	2739	February-08	Tank
72	TILX197740	2739	February-08	Tank
73	TILX197741	2739	February-08	Tank
74	TILX197742	2739	February-08	Tank
75	TILX197743	2739	February-08	Tank
76	TILX197744	2739	February-08	Tank
77	TILX197745	2739	February-08	Tank
78	TILX197747	2739	February-08	Tank
79	TILX197748	2739	February-08	Tank
80	TILX197749	2739	February-08	Tank
81	TILX197750	2739	February-08	Tank
82	TILX197751	2739	February-08	Tank
83	TILX197752	2739	February-08	Tank
84	TILX197754	2739	February-08	Tank
85	TILX197755	2739	February-08	Tank
86	TILX197758	2739	February-08	Tank
87	TILX197759	2739	February-08	Tank
88	TILX197762	2739	February-08	Tank
89	TILX197763	2739	February-08	Tank
90	TILX197764	2739	February-08	Tank
91	TILX197766	2739	February-08	Tank
92	TILX201537	4087	October-08	Tank

## TRIP RAIL LEASING LLC

Close 16

## Schedule A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Buld Date</u>	<u>Car Type</u>
93	TILX201538	4087	October-08	Tank
94	TILX201539	4087	October-08	Tank
95	TILX201540	4087	October-08	Tank
96	TILX201541	4087	October-08	Tank
97	TILX201542	4087	October-08	Tank
98	TILX201543	4087	October-08	Tank
99	TILX201544	4087	October-08	Tank
100	TILX201545	4087	October-08	Tank
101	TILX201546	4087	October-08	Tank
102	TILX201547	4087	October-08	Tank
103	TILX201548	4087	October-08	Tank
104	TILX201549	4087	October-08	Tank
105	TILX201550	4087	October-08	Tank
106	TILX201551	4087	October-08	Tank
107	TILX201552	4087	October-08	Tank
108	TILX201553	4087	October-08	Tank
109	TILX201554	4087	October-08	Tank
110	TILX201555	4087	October-08	Tank
111	TILX201556	4087	October-08	Tank
112	TILX201557	4087	October-08	Tank
113	TILX201558	4087	October-08	Tank
114	TILX201559	4087	October-08	Tank
115	TILX201560	4087	October-08	Tank
116	TILX201561	4087	October-08	Tank
117	TILX201562	4087	October-08	Tank
118	TILX201563	4087	October-08	Tank
119	TILX201564	4087	October-08	Tank
120	TILX201565	4087	October-08	Tank
121	TILX220082	10840	November-08	Tank
122	TILX253925	43732	September-08	Tank
123	TILX253926	43732	September-08	Tank
124	TILX253927	43732	September-08	Tank
125	TILX253928	43732	September-08	Tank
126	TILX253929	43732	September-08	Tank
127	TILX253930	43732	September-08	Tank
128	TILX253931	43732	September-08	Tank
129	TILX253932	43732	September-08	Tank
130	TILX253933	43732	September-08	Tank
131	TILX253934	43732	September-08	Tank
132	TILX253935	43732	September-08	Tank
133	TILX253936	43732	September-08	Tank
134	TILX253937	43732	September-08	Tank
135	TILX253938	43732	September-08	Tank
136	TILX253939	43732	October-08	Tank
137	TILX291247	2857	November-08	Tank
138	TILX291248	2857	November-08	Tank

## TRIP RAIL LEASING LLC

Close 16

## Schedule A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Build Date</u>	<u>Car Type</u>
139	TILX291249	2857	November-08	Tank
140	TILX291250	2857	November-08	Tank
141	TILX291251	2857	November-08	Tank
142	TILX291252	2857	November-08	Tank
143	TILX291253	2857	November-08	Tank
144	TILX291254	2857	November-08	Tank
145	TILX291255	2857	November-08	Tank
146	TILX291256	2857	November-08	Tank
147	TILX291257	2857	November-08	Tank
148	TILX291258	2857	November-08	Tank
149	TILX291259	2857	November-08	Tank
150	TILX291260	2857	November-08	Tank
151	TILX291261	2857	November-08	Tank
152	TILX291262	2857	November-08	Tank
153	TILX291263	2857	November-08	Tank
154	TILX291264	2857	November-08	Tank
155	TILX291265	2857	November-08	Tank
156	TILX291266	2857	November-08	Tank
157	TILX315595	39548	October-08	Tank
158	TILX315596	39548	October-08	Tank
159	TILX315597	39548	October-08	Tank
160	TILX315598	39548	October-08	Tank
161	TILX315599	39548	October-08	Tank
162	TILX315600	39548	October-08	Tank
163	TILX315601	39548	October-08	Tank
164	TILX315602	39548	October-08	Tank
165	TILX315603	39548	October-08	Tank
166	TILX315604	39548	October-08	Tank
167	TILX315605	39548	October-08	Tank
168	TILX315606	39548	October-08	Tank
169	TILX315607	39548	October-08	Tank
170	TILX315608	39548	October-08	Tank
171	TILX315609	39548	October-08	Tank
172	TILX315610	39548	October-08	Tank
173	TILX315611	39548	October-08	Tank
174	TILX315612	39548	October-08	Tank
175	TILX315613	39548	October-08	Tank
176	TILX315614	39548	October-08	Tank
177	TILX315615	39548	October-08	Tank
178	TILX315616	39548	October-08	Tank
179	TILX315617	39548	October-08	Tank
180	TILX315618	39548	October-08	Tank
181	TILX315619	39548	October-08	Tank
182	TILX315620	39548	October-08	Tank
183	TILX315621	39548	October-08	Tank
184	TILX315622	39548	October-08	Tank

## TRIP RAIL LEASING LLC

Close 16

## Schedule A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Build Date</u>	<u>Car Type</u>
185	TILX315623	39548	October-08	Tank
186	TILX315624	39548	October-08	Tank
187	TILX315625	39548	October-08	Tank
188	TILX315626	39548	October-08	Tank
189	TILX315627	39548	October-08	Tank
190	TILX315628	39548	October-08	Tank
191	TILX315629	39548	October-08	Tank
192	TILX315630	39548	October-08	Tank
193	TILX315631	39548	October-08	Tank
194	TILX315632	39548	October-08	Tank
195	TILX315633	39548	October-08	Tank
196	TILX315634	39548	October-08	Tank
197	TILX315635	39548	October-08	Tank
198	TILX315636	39548	October-08	Tank
199	TILX315637	39548	October-08	Tank
200	TILX315638	39548	October-08	Tank
201	TILX315639	39548	October-08	Tank
202	TILX315640	39548	October-08	Tank
203	TILX315641	39548	November-08	Tank
204	TILX315642	39548	October-08	Tank
205	TILX315643	39548	October-08	Tank
206	TILX315644	39548	October-08	Tank
207	TILX315646	39548	October-08	Tank
208	TILX315647	39548	October-08	Tank
209	TILX315648	39548	November-08	Tank
210	TILX315649	39548	November-08	Tank
211	TILX315650	39548	November-08	Tank
212	TILX315651	39548	November-08	Tank
213	TILX315652	39548	November-08	Tank
214	TILX315653	39548	October-08	Tank
215	TILX315654	39548	November-08	Tank
216	TILX315655	39548	November-08	Tank
217	TILX315656	39548	November-08	Tank
218	TILX315657	39548	November-08	Tank
219	TILX315658	39548	November-08	Tank
220	TILX315659	39548	November-08	Tank
221	TILX315660	39548	November-08	Tank
222	TILX315661	39548	November-08	Tank
223	TILX315662	39548	November-08	Tank
224	TILX315663	39548	November-08	Tank
225	TILX315664	39548	November-08	Tank
226	TILX315665	39548	November-08	Tank
227	TILX315666	39548	November-08	Tank
228	TILX315667	39548	November-08	Tank
229	TILX315668	39548	November-08	Tank
230	TILX315669	39548	November-08	Tank

TRIP RAIL LEASING LLC  
Close 16

## Schedule A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Build Date</u>	<u>Car Type</u>
231	TILX315670	39548	November-08	Tank
232	TILX315671	39548	November-08	Tank
233	TILX315696	39548	November-08	Tank
234	TILX315697	39548	November-08	Tank
235	TILX315698	39548	November-08	Tank
236	TILX315699	39548	November-08	Tank
237	TILX315700	39548	November-08	Tank
238	TILX315701	39548	November-08	Tank
239	TILX315702	39548	November-08	Tank
240	TILX315703	39548	November-08	Tank
241	TILX315704	39548	November-08	Tank
242	TILX315705	39548	November-08	Tank
243	TILX315706	39548	November-08	Tank
244	TILX315707	39548	November-08	Tank
245	TILX315708	39548	November-08	Tank
246	TILX315709	39548	November-08	Tank
247	TILX315710	39548	November-08	Tank
248	TILX315711	39548	November-08	Tank
249	TILX315712	39548	November-08	Tank
250	TILX315713	39548	November-08	Tank
251	TILX315715	39548	November-08	Tank
252	TILX315716	39548	November-08	Tank
253	TILX315717	39548	November-08	Tank

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

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

**LEASES**

**[see attached]**

**Schedule B**

**Leases**

1. Eighty-one (81) units identified with marks TILX 197550 – 197564, TILX 197566, TILX 197571, TILX 197573, TILX 197579 – 197581, TILX 197583 – 197584, TILX 197589 – 197590, TILX 197592, TILX 197596, TILX 197630, TILX 197641, TILX 197644 – 197647, TILX 197671, TILX 197677, TILX 197679, TILX 197682, TILX 197684 – 197685, TILX 197691, TILX 197697 – 197702, TILX 197704 – 197706, TILX 197713, TILX 197716 – 197717, TILX 197726 – 197727, TILX 197729 – 197730, TILX 197732 – 197734, TILX 197737 – 197738, TILX 197740 – 197745, TILX 197747 – 197752, TILX 197754 – 197755, TILX 197758 – 197759, TILX 197762 – 197764, and TILX 197766 leased pursuant to Rider Sixty-nine (69) to that certain Railroad Car Lease Agreement dated May 17, 1979 between Trinity Industries Leasing Company and Cargill, Inc.
2. Ten (10) units identified with marks TILX 291247 - 291256 leased pursuant to Equipment Schedule Three (3) to that certain Railroad Car Lease Agreement dated June 19, 1998 between Trinity Industries Leasing Company and CHS Inc.
3. Ten (10) units identified with marks TILX 291257 - 291266 leased pursuant to Equipment Schedule Four (4) to that certain Railroad Car Lease Agreement dated June 19, 1998 between Trinity Industries Leasing Company and CHS Inc.
4. Twenty-nine (29) units identified with marks TILX 201537 - 201565 leased pursuant to Rider Twenty-one (21) to that certain Railroad Car Lease Agreement dated September 28, 1979 between Trinity Industries Leasing Company and E. I. Du Pont De Nemours and Company.
5. Fifteen (15) units identified with marks TILX 253925 - 253939 leased pursuant to Rider Two (2) to that certain Railroad Car Lease Agreement dated November 12, 2007 between Trinity Industries Leasing Company and Kansas Feeds, Inc.
6. One (1) unit identified with mark TILX 100791 leased pursuant to Rider Nine (9) to that certain Railroad Car Lease Agreement dated September 14, 1987 between Trinity Industries Leasing Company and Rhodia Inc.

7. Nine (9) units identified with marks TILX 110237, TILX 110239, TILX 110241, TILX 110245 – 110246, TILX 110249 – 110250, TILX 110254, and TILX 110256 leased pursuant to Rider Three (3) to that certain Railroad Car Lease Agreement dated July 1, 2005 between Trinity Industries Leasing Company and Solvay Chemicals, Inc.

8. Ninety-seven (97) units identified with marks TILX 315595 – 315644, TILX 315646 – 315671, TILX 315696 – 315713, and TILX 315715 - 315717 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated November 5, 2007 between Trinity Industries Leasing Company and Southwest Georgia Ethanol, LLC.

9. One (1) unit identified with mark TILX 220082 leased pursuant to Rider Four (4) to that certain Railroad Car Lease Agreement dated January 14, 2002 between Trinity Industries Leasing Company and Terra International Inc.

[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: 11/24/08



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Robert W. Alvord