

RECORDATION NO. 27036 - PPP  
FEB

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**SURFACE TRANSPORTATION BOARD**

OF COUNSEL  
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ELIAS C ALVORD (1942)  
ELLSWORTH C ALVORD (1984)

February 27, 2009

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

Re: TRIP 18th 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 February 27, 2009, 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-MMM.

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.  
February 27, 2009  
Page 2.

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

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

TILX 110238 - TILX 110248  
TILX 161029 - TILX 161038 (inclusive)  
TILX 197220 - TILX 197254 (inclusive)  
TILX 197305 - TILX 197419 (inclusive)  
TILX 315672 - TILX 315694 (inclusive)  
TILX 315719 - TILX 315734  
TILX 401500 - TILX 401505

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,

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/sem  
Enclosures

FEB 27 '09

-4 15 PM

## BILL OF SALE AND ASSIGNMENT AND ASSUMPTION AGREEMENT

SURFACE TRANSPORTATION BOARD

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.

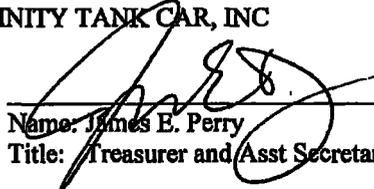
THIS BILL OF SALE SHALL BE GOVERNED BY THE LAWS OF THE STATE OF NEW YORK, INCLUDING ALL MATTERS OF CONSTRUCTION, VALIDITY AND PERFORMANCE (INCLUDING SECTIONS 5-1401 AND 5-1402 OF THE NEW YORK GENERAL OBLIGATIONS LAW BUT EXCLUDING, TO THE MAXIMUM EXTENT PERMITTED BY LAW, ALL OTHER CHOICE OF LAW AND CONFLICTS 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 27<sup>th</sup> day of February, 2009.

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 27<sup>th</sup> day of February, 2009.



Danielle Henderson  
Notary Public

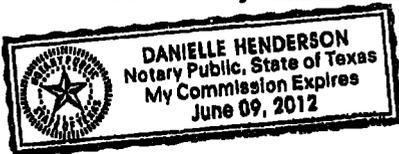
MY COMMISSION EXPIRES: 6/9/2012

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 27<sup>th</sup> day of February, 2009.



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 18

## Schedule A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Build Date</u>	<u>Car Type</u>
1	TILX110238	1573	January-09	Tank
2	TILX110240	1573	January-09	Tank
3	TILX110243	1573	January-09	Tank
4	TILX110248	1573	January-09	Tank
5	TILX161029	54751	December-08	Tank
6	TILX161030	54751	December-08	Tank
7	TILX161031	54751	December-08	Tank
8	TILX161032	54751	December-08	Tank
9	TILX161033	54751	December-08	Tank
10	TILX161034	54751	December-08	Tank
11	TILX161035	54751	December-08	Tank
12	TILX161036	54751	December-08	Tank
13	TILX161037	54751	December-08	Tank
14	TILX161038	54751	December-08	Tank
15	TILX197220	37877	September-08	Tank
16	TILX197221	37877	September-08	Tank
17	TILX197222	37877	September-08	Tank
18	TILX197223	37877	September-08	Tank
19	TILX197224	37877	September-08	Tank
20	TILX197225	37877	September-08	Tank
21	TILX197226	37877	September-08	Tank
22	TILX197227	37877	September-08	Tank
23	TILX197228	37877	September-08	Tank
24	TILX197229	37877	September-08	Tank
25	TILX197230	37877	October-08	Tank
26	TILX197231	37877	October-08	Tank
27	TILX197232	37877	September-08	Tank
28	TILX197233	37877	September-08	Tank
29	TILX197234	37877	October-08	Tank
30	TILX197235	37877	October-08	Tank
31	TILX197236	37877	December-08	Tank
32	TILX197237	37877	December-08	Tank
33	TILX197238	37877	December-08	Tank
34	TILX197239	37877	December-08	Tank
35	TILX197240	37877	December-08	Tank
36	TILX197241	37877	December-08	Tank
37	TILX197242	37877	December-08	Tank
38	TILX197243	37877	December-08	Tank
39	TILX197244	37877	December-08	Tank
40	TILX197245	37877	December-08	Tank
41	TILX197246	37877	December-08	Tank
42	TILX197247	37877	December-08	Tank
43	TILX197248	37877	December-08	Tank
44	TILX197249	37877	December-08	Tank
45	TILX197250	37877	December-08	Tank
46	TILX197251	37877	December-08	Tank

## TRIP RAIL LEASING LLC

Close 18

## Schedule A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Build Date</u>	<u>Car Type</u>
47	TILX197252	37877	December-08	Tank
48	TILX197253	37877	December-08	Tank
49	TILX197254	37877	December-08	Tank
50	TILX197305	37877	October-08	Tank
51	TILX197306	37877	October-08	Tank
52	TILX197307	37877	October-08	Tank
53	TILX197308	37877	October-08	Tank
54	TILX197309	37877	October-08	Tank
55	TILX197310	37877	October-08	Tank
56	TILX197311	37877	October-08	Tank
57	TILX197312	37877	October-08	Tank
58	TILX197313	37877	October-08	Tank
59	TILX197314	37877	October-08	Tank
60	TILX197315	37877	October-08	Tank
61	TILX197316	37877	October-08	Tank
62	TILX197317	37877	October-08	Tank
63	TILX197318	37877	October-08	Tank
64	TILX197319	37877	October-08	Tank
65	TILX197320	37877	October-08	Tank
66	TILX197321	37877	October-08	Tank
67	TILX197322	37877	October-08	Tank
68	TILX197323	37877	October-08	Tank
69	TILX197324	37877	October-08	Tank
70	TILX197325	37877	October-08	Tank
71	TILX197326	37877	October-08	Tank
72	TILX197327	37877	October-08	Tank
73	TILX197328	37877	October-08	Tank
74	TILX197329	37877	October-08	Tank
75	TILX197330	37877	October-08	Tank
76	TILX197331	37877	October-08	Tank
77	TILX197332	37877	October-08	Tank
78	TILX197333	37877	October-08	Tank
79	TILX197334	37877	October-08	Tank
80	TILX197335	37877	October-08	Tank
81	TILX197336	37877	October-08	Tank
82	TILX197337	37877	October-08	Tank
83	TILX197338	37877	October-08	Tank
84	TILX197339	37877	October-08	Tank
85	TILX197340	37877	October-08	Tank
86	TILX197341	37877	October-08	Tank
87	TILX197342	37877	October-08	Tank
88	TILX197343	37877	October-08	Tank
89	TILX197344	37877	October-08	Tank
90	TILX197345	37877	October-08	Tank
91	TILX197346	37877	October-08	Tank
92	TILX197347	37877	October-08	Tank

## TRIP RAIL LEASING LLC

Close 18

## Schedule A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Build Date</u>	<u>Car Type</u>
93	TILX197348	37877	October-08	Tank
94	TILX197349	37877	October-08	Tank
95	TILX197350	37877	October-08	Tank
96	TILX197351	37877	October-08	Tank
97	TILX197352	37877	October-08	Tank
98	TILX197353	37877	October-08	Tank
99	TILX197354	37877	October-08	Tank
100	TILX197355	37877	October-08	Tank
101	TILX197356	37877	October-08	Tank
102	TILX197357	37877	October-08	Tank
103	TILX197358	37877	October-08	Tank
104	TILX197359	37877	October-08	Tank
105	TILX197360	37877	October-08	Tank
106	TILX197361	37877	October-08	Tank
107	TILX197362	37877	October-08	Tank
108	TILX197363	37877	October-08	Tank
109	TILX197364	37877	October-08	Tank
110	TILX197365	37877	October-08	Tank
111	TILX197366	37877	October-08	Tank
112	TILX197367	37877	October-08	Tank
113	TILX197368	37877	October-08	Tank
114	TILX197369	37877	October-08	Tank
115	TILX197370	37877	October-08	Tank
116	TILX197371	37877	October-08	Tank
117	TILX197372	37877	October-08	Tank
118	TILX197373	37877	October-08	Tank
119	TILX197374	37877	October-08	Tank
120	TILX197375	37877	October-08	Tank
121	TILX197376	37877	October-08	Tank
122	TILX197377	37877	October-08	Tank
123	TILX197378	37877	October-08	Tank
124	TILX197379	37877	October-08	Tank
125	TILX197380	37877	October-08	Tank
126	TILX197381	37877	October-08	Tank
127	TILX197382	37877	October-08	Tank
128	TILX197383	37877	October-08	Tank
129	TILX197384	37877	October-08	Tank
130	TILX197385	37877	October-08	Tank
131	TILX197386	37877	October-08	Tank
132	TILX197387	37877	October-08	Tank
133	TILX197388	37877	October-08	Tank
134	TILX197389	37877	October-08	Tank
135	TILX197390	37877	October-08	Tank
136	TILX197391	37877	October-08	Tank
137	TILX197392	37877	October-08	Tank
138	TILX197393	37877	October-08	Tank

## TRIP RAIL LEASING LLC

Close 18

## Schedule A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Build Date</u>	<u>Car Type</u>
139	TILX197394	37877	October-08	Tank
140	TILX197395	37877	October-08	Tank
141	TILX197396	37877	October-08	Tank
142	TILX197397	37877	October-08	Tank
143	TILX197398	37877	October-08	Tank
144	TILX197399	37877	October-08	Tank
145	TILX197400	37877	October-08	Tank
146	TILX197401	37877	October-08	Tank
147	TILX197402	37877	October-08	Tank
148	TILX197403	37877	October-08	Tank
149	TILX197404	37877	October-08	Tank
150	TILX197405	37877	October-08	Tank
151	TILX197406	37877	October-08	Tank
152	TILX197407	37877	October-08	Tank
153	TILX197408	37877	October-08	Tank
154	TILX197409	37877	October-08	Tank
155	TILX197410	37877	October-08	Tank
156	TILX197411	37877	October-08	Tank
157	TILX197412	37877	October-08	Tank
158	TILX197413	37877	October-08	Tank
159	TILX197414	37877	October-08	Tank
160	TILX197415	37877	October-08	Tank
161	TILX197416	37877	October-08	Tank
162	TILX197417	37877	October-08	Tank
163	TILX197418	37877	October-08	Tank
164	TILX197419	37877	October-08	Tank
165	TILX315672	39548	December-08	Tank
166	TILX315673	39548	December-08	Tank
167	TILX315674	39548	December-08	Tank
168	TILX315675	39548	December-08	Tank
169	TILX315676	39548	December-08	Tank
170	TILX315677	39548	December-08	Tank
171	TILX315678	39548	December-08	Tank
172	TILX315679	39548	December-08	Tank
173	TILX315680	39548	December-08	Tank
174	TILX315681	39548	December-08	Tank
175	TILX315682	39548	December-08	Tank
176	TILX315683	39548	December-08	Tank
177	TILX315684	39548	December-08	Tank
178	TILX315685	39548	December-08	Tank
179	TILX315686	39548	December-08	Tank
180	TILX315687	39548	December-08	Tank
181	TILX315688	39548	December-08	Tank
182	TILX315689	39548	December-08	Tank
183	TILX315690	39548	December-08	Tank
184	TILX315691	39548	December-08	Tank

**TRIP RAIL LEASING LLC**  
**Close 18**

**Schedule A**

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Build Date</u>	<u>Car Type</u>
185	TILX315692	39548	December-08	Tank
186	TILX315693	39548	December-08	Tank
187	TILX315694	39548	December-08	Tank
188	TILX315719	39548	December-08	Tank
189	TILX315721	39548	December-08	Tank
190	TILX315725	39548	December-08	Tank
191	TILX315726	39548	December-08	Tank
192	TILX315728	39548	December-08	Tank
193	TILX315733	39548	December-08	Tank
194	TILX315734	39548	December-08	Tank
195	TILX401500	4087	January-09	Tank
196	TILX401501	4087	January-09	Tank
197	TILX401502	4087	January-09	Tank
198	TILX401503	4087	January-09	Tank
199	TILX401504	4087	January-09	Tank
200	TILX401505	4087	January-09	Tank

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**[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. Ten (10) units identified with marks TILX 161029 – 161038 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated October 2, 2008 between Trinity Industries Leasing Company and Chou Chemical Co.

2. Six (6) units identified with marks TILX 401500 – 401505 leased pursuant to Rider Twenty-two (22) 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.

3. One hundred fifty (150) units identified with marks TILX 197220 – 197254 and TILX 197305 – 197419 leased pursuant to Rider Two (2) to that certain Railroad Car Lease Agreement dated February 6, 2007 between Trinity Industries Leasing Company and Green Plains Renewable Energy, Inc.

4. Four (4) units identified with marks TILX 110238, TILX 110240, TILX 110243 and TILX 110248 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.

5. Thirty (30) units identified with marks TILX 315672 – 315694, TILX 315719, TILX 315721, TILX 315725 – 315726, TILX 315728, and TILX 315733 – 315734 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.

[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:

2/27/09



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