

December 19, 2012 02:25 PM

ALVORD AND ALVORD SURFACE TRANSPORTATION BOARD

ATTORNEYS AT LAW

1050 SEVENTEENTH STREET, N.W.

SUITE 301

WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL [alvordlaw@aol.com](mailto:alvordlaw@aol.com)

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

OF COUNSEL  
URBAN A. LESTER

December 19, 2012

Chief of the Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 "E" Street, S.W.  
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an Assignment and Assumption, dated as of December 19, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents being filed with the Board under Recordation Number 30558.

The names and addresses of the parties to the enclosed document are:

Assignor: Trinity Rail Leasing Warehouse Trust  
2525 Stemmons Freeway  
Dallas, TX 75207

Assignee: Trinity Rail Leasing 2012 LLC  
2525 Stemmons Freeway  
Dallas, TX 75207

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

Leases covering 3,251 railcars within the following series:

AEPX 030211 - AEPX 030430  
NKCR 3267 – NKCR 3426 (inclusive)  
TILX 24002 – TILX 24141  
TILX 30330 – TILX 30379 (inclusive)  
TILX 56185 - TILX 56203  
TILX 56597 - TILX 56691  
TILX 101072 – TILX 101183  
TILX 110509 – TILX 110985  
TILX 180156 – TILX 180185 (inclusive)  
TILX 191387 – TILX 191396  
TILX 195081 – TILX 195394  
TILX 196470 – TILX 196519 (inclusive)  
TILX 197469 – TILX 198386  
TILX 198705 – TILX 198720  
TILX 198930 – TILX 199187  
TILX 199308 – TILX 199371  
TILX 199460 - TILX 199587  
TILX 199802 – TILX 199982  
TILX 201821 - TILX 201830  
TILX 253309 – TILX 263953  
TILX 291267 – TILX 291416 (inclusive)  
TILX 303739 - TILX 303763  
TILX 314660 – TILX 314674  
TILX 316205 – TILX 316625  
TILX 330386 – TILX 330410 (inclusive)  
TILX 331236 – TILX 331285  
TILX 331336 – TILX 331435  
TILX 331636 - TILX 332935  
TILX 350151 – TILX 350170 (inclusive)  
TILX 400964  
TILX 401433 – TILX 401670  
TILX 500705 – TILX 500804 (inclusive)  
TILX 517652 – TILX 517847  
TILX 518718 – TILX 518892  
TILX 600882 – TILX 601083  
TILX 638791 – TILX 638823  
TILX 640045 – TILX 640078  
TILX 640863 – TILX 641332  
TILX 645749 – TILX 645820  
TILX 648261 – TILX 648698

Chief of the Section of Administration  
December 19, 2012  
Page 3

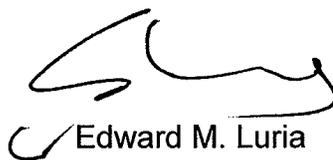
A short summary of the document to appear in the index is:

Assignment and Assumption.

Also enclosed is a check in the amount of \$42.00 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,



Edward M. Luria

EML/sem  
Enclosures

ASSIGNMENT AND ASSUMPTION  
SURFACE TRANSPORTATION BOARD

TRINITY RAIL LEASING WAREHOUSE TRUST, a Delaware statutory trust (the "Assignor"), in consideration of the sum of ten dollars (\$10.00) and other good and valuable consideration, hereby transfers, assigns and otherwise conveys and grants to TRINITY RAIL LEASING 2012 LLC, a Delaware limited liability company (the "LLC"), and the LLC hereby acquires and assumes from the Assignor, all of the Assignor's right, title and interest in and to the Leases set forth on Schedule I hereto and all Related Assets with respect thereto (collectively, the "Leases"), any and all income and proceeds thereof and any and all obligations of the Assignor thereunder arising on and after the date hereof. This assignment and assumption is made under the Purchase and Contribution Agreement, dated as of December 19, 2012 by and among the Assignor, Trinity Industries Leasing Company and the LLC (the "Agreement").

The Assignor hereby warrants to the LLC and its successors and assigns that at the time of assignment of the Leases, the Assignor has legal and beneficial title thereto and good and lawful right to assign such Leases free and clear of all Liens (other than subleases of the Leases as expressly permitted by the Agreement and other than Permitted Encumbrances), and the Assignor covenants that it will defend forever such title to the Leases against the demands or claims of all Persons whomsoever (including, without limitation, the holders of such Permitted Encumbrances) based on claims arising as a result of, or related or attributable to, acts, events or circumstances occurring prior to the assignment of the Leases by the Assignor hereunder. Notwithstanding the provisions above and its and the LLC's intent that the Assignor transfer, assign and otherwise convey and grant to the LLC all right, title and interest of the Assignor in the Leases, as a precaution only, in the event of any challenge to this Assignment as being in the nature of an absolute assignment rather than a financing, the Assignor hereby also grants the LLC a security interest in the Leases. Such grant of a security interest does not constitute an admission or acknowledgment that the transactions contemplated by the Agreement provide that this Assignment is other than a transfer, assignment and otherwise conveyance and grant to the LLC of all right, title and interest of the Assignor in the Leases.

The LLC hereby assumes, and agrees it is unconditionally bound in respect of, as of the Closing Date, all duties and obligations of the Assignor under the Leases.

Terms used herein with initial capital letters and not otherwise defined shall have the respective meanings given thereto in (i) Annex A to the Indenture, dated as of December 19, 2012, by and between the LLC and Wilmington Trust Company, or (ii) the Agreement.

This Assignment and Assumption shall be governed by and construed in accordance with the laws of the State of New York, including, without limitation, Section 5-1401 and Section 5-1402 of the New York General Obligations Law but otherwise without regard to conflict of laws principles.

This Assignment and Assumption shall be binding upon and shall inure to the benefit of, and shall be enforceable by, the parties hereto and their respective successors and assigns as permitted by and in accordance with the terms hereof. Except as expressly provided herein or in the other Operative Agreements, no party hereto may assign their interests herein without the consent of the other party hereto.

The Assignor will duly execute and deliver to the LLC such further documents and assurances and take such further action as the LLC may from time to time reasonably request or as may be required by applicable law or regulation in order to effectively carry out the intent and purpose of this Assignment and Assumption and to establish and protect the rights and remedies created or intended to be created in favor of the LLC hereunder, including, without limitation, the execution and delivery of supplements or amendments hereto, in recordable form.

\* \* \*

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be duly executed as of 19 day of December, 2012.

**TRINITY RAIL LEASING  
WAREHOUSE TRUST**

By: CAD

Name:

Title: **Cary Lance Davis**

**Vice President**  
TRINITY RAIL LEASING 2012 LLC,

By: TRINITY INDUSTRIES LEASING  
COMPANY, as sole member and  
manager

By: CAD

Name:

Title: **Cary Lance Davis**

**Vice President**

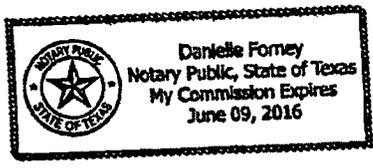
[Assignment and Assumption Agreement]

STATE OF Texas )  
 )  
COUNTY OF Dallas ) SS:

On this 17 day of December, 2012, before me personally appeared C. Lance Davis, to me personally known, who being duly sworn, stated that he is Vice President of Trinity Rail Leasing Warehouse Trust, that said instrument was signed on behalf of said entity by authority of its management or other governing body, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said entity.

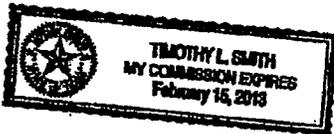
Danielle Forney  
Notary Public

My Commission Expires: 6/9/16



STATE OF Texas )  
 ) SS:  
COUNTY OF Dallas )

On this 17<sup>th</sup> day of December, 2012, before me personally appeared Lance Davis, to me personally known, who being duly sworn, stated that he/she is V.P. of Trinity Industries Leasing Company, the sole member and manager of Trinity Rail Leasing 2012 LLC, that said instrument was signed on behalf of said company by authority of its board of directors or other governing body, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



Timothy L. Smith  
Notary Public

My Commission Expires: 2-15-2013

## SCHEDULE 1

### Leases

1. Seventy-Five (75) units identified with marks TILX 263259-263333 leased pursuant to Rider Seventy-Nine (79) dated June 4, 2010 to that certain Railroad Car Lease Agreement dated July 10, 1989 between Trinity Industries Leasing Company and ADM Transportation Company.
2. Twenty-Seven (27) units identified with marks TILX 56623-56649 leased pursuant to Rider Eighty-Five (85) dated March 29, 2011 to that certain Railroad Car Lease Agreement dated July 10, 1989 between Trinity Industries Leasing Company and ADM Transportation Company.
3. One Hundred Fifty (150) units identified with marks TILX 291267-291416 leased pursuant to Rider Eighty-Six (86) dated September 8, 2011 to that certain Railroad Car Lease Agreement dated July 10, 1989 between Trinity Industries Leasing Company and ADM Transportation Company.
4. Twelve (12) units identified with marks TILX 253430, 253431, 253563, 253572, 253573, 253581, 253596, 253607, 253612, 253620, 253636 and 253637 leased pursuant to Rider Twenty-One (21) dated February 9, 2011 to that certain Railroad Car Lease Agreement dated April 2, 1992 between Trinity Industries Leasing Company and AG Processing Inc.
5. Five (5) units identified with marks TILX 600882-600886 leased pursuant to Rider Three (3) dated July 2, 2010 to that certain Railroad Car Lease Agreement dated August 11, 2008 between Trinity Industries Leasing Company and Akzo Nobel Chemicals Inc.
6. Two Hundred Seven (207) units identified with marks AEPX 30211-30325, 30327-30337, 30339-30345, 30350-30355, 30357-30366, 30369-303380, 303382-30414, 30417-30421, 30423-30430 leased pursuant to Rider Three (3) dated September 19, 2008 to that certain Railroad Coal Car Lease Agreement dated May 5, 2008 between Trinity Industries Leasing Company and Appalachian Power Company, an affiliate of American Electric Power Service Corporation.
7. Twelve (12) units identified with marks TILX 401518-401529 leased pursuant to Rider Eight (8) dated November 4, 2010 to that certain Railroad Car Lease Agreement dated December 22, 2005 between Trinity Industries Leasing Company and Arkema Inc.
8. Four (4) units identified with marks TILX401433, 401436, 401439, 401445 leased pursuant to Rider Ten (10) dated April 1, 2011 to that certain Railroad Car Lease Agreement dated December 22, 2005 between Trinity Industries Leasing Company and Arkema Inc.
9. Six (6) units identified with marks TILX 56185, 56189, 56190, 56200, 56203 and 56622 leased pursuant to Rider Three (3) dated January 28, 2011 to that certain Railroad Car Lease Agreement dated June 20, 2008 between Trinity Industries Leasing Company and Armstrong World Industries, Inc.

10. Five (5) units identified with marks TILX 600887-600891 leased pursuant to Rider Two (2) dated September 10, 2010 to that certain Railroad Car Lease Agreement dated December 15, 2009 between Trinity Industries Leasing Company and Ashta Chemicals Inc.

11. Five (5) units identified with marks TILX 601007-601011 leased pursuant to Rider Three (3) dated August 31, 2011 to that certain Railroad Car Lease Agreement dated December 15, 2009 between Trinity Industries Leasing Company and Ashta Chemicals Inc.

12. Ten (10) units identified with marks TILX 56722-56731 leased pursuant to Rider Four (4) dated December 12, 2011 to that certain Railroad Car Lease Agreement dated April 24, 2006 between Trinity Industries Leasing Company and Barilla America, Inc.

13. Twenty (20) units identified with marks TILX 401555-401574 leased pursuant to Rider Seven (7) dated December 8, 2010 to that certain Railroad Car Lease Agreement dated January 26, 2006 between Trinity Industries Leasing Company and BASF Corporation.

14. Fifteen (15) units identified with marks TILX 401656-401670 leased pursuant to Rider Ten (10) dated August 4, 2011 to that certain Railroad Car Lease Agreement dated January 26, 2006 between Trinity Industries Leasing Company and BASF Corporation.

15. Seventy-Four (74) units identified with marks TILX 110816-110830, 110832-110890 leased pursuant to Rider Six (6) dated December 3, 2010 to that certain Railroad Car Lease Agreement dated November 23, 2005 between Trinity Industries Leasing Company and Bayer Material Science LLC.

16. Twenty (20) units identified with marks TILX 263444-263463 leased pursuant to Rider Eight (8) dated March 22, 2011 to that certain Railroad Car Lease Agreement dated December 22, 2005 between Trinity Industries Leasing Company and Bitumar, Inc.

17. Two Hundred Thirty-Eight (238) units identified with marks TILX195081, 195087, 195239, 195350, 195353, 195370, 195378, 195379, 195380, 195382, 195383, 195384, 195385, 195386, 195388, 195389, 195394, 197485, 197486, 197487, 197488, 197489, 197525, 197526, 197527, 197528, 197529, 197530, 197531, 197532, 197533, 197534, 197535, 197536, 197537, 197538, 197539, 197544, 197545, 197549, 197642, 197674, 197694, 197711, 197712, 197739, 197746, 197753, 197756, 197757, 197760, 197761, 197765, 197767, 198025, 198026, 198030, 198032, 198034, 198035, 198036, 198037, 198041, 198042, 198043, 198045, 198047, 198048, 198049, 198281, 198282, 198283, 198284, 198285, 198286, 198287, 198288, 198289, 198290, 198291, 198292, 198294, 198295, 198296, 198313, 198314, 198315, 198316, 198317, 198318, 198319, 198320, 198321, 198322, 198323, 198324, 198705, 198706, 198707, 198708, 198709, 198710, 198711, 198712, 198713, 198714, 198717, 198720, 198930, 198931, 198934, 198935, 198938, 198939, 198940, 198941, 198942, 198943, 198944, 198945, 198949, 198960, 198992, 198993, 198996, 198998, 199001, 199002, 199008, 199009, 199030, 199032, 199033, 199034, 199035, 199036, 199037, 199042, 199064, 199125, 199128, 199130, 199134, 199135, 199136, 199141, 199143, 199144, 199145, 199146, 199147, 199148, 199149, 199150, 199151, 199152, 199157, 199158, 199160, 199167, 199168, 199170, 199171, 199172, 199173, 199175, 199176, 199177, 199180, 199184, 199186, 199187, 199319, 199321, 199322, 199323, 199324, 199325, 199326, 199327, 199329, 199330, 199331, 199333, 199334, 199337, 199338, 199339,

199340, 199341, 199342, 199343, 199344, 199345, 199346, 199347, 199349, 199350, 199351, 199352, 199353, 199354, 199355, 199356, 199357, 199368, 199370, 199371, 199802, 199805, 199807, 199808, 199809, 199810, 199811, 199812, 199814, 199815, 199816, 199817, 199818, 199819, 199820, 199821, 199822, 199823, 199824, 199825, 199826, 199827, 199828, 199829, 199830, 199831, 199832, 199833, 199834, 199835 leased pursuant to Rider One (1) dated October 12, 2006 to that certain Railroad Car Lease Agreement dated October 12, 2006 between Trinity Industries Leasing Company and Buffalo Lake Energy, LLC.

18. Thirty-Eight (38) units identified with marks TILX 198083, 198087, 198089, 195229, 195238, 197493, 197495, 197574, 197576, 197601, 197604, 197683, 197715, 197721, 197724, 197736, 198028, 198039, 198058, 198059, 198100, 198103, 198132, 198172, 198204, 198224, 198227, 198230, 198231, 198273, 198276, 198312, 198997, 199017, 199020, 199308, 199315 and 199369 leased pursuant to Rider Three (3) dated February 1, 2010 to that certain Railroad Car Lease Agreement dated October 12, 2006 between Trinity Industries Leasing Company and Buffalo Lake Energy, LLC.

19. Twenty-Five (25) units identified with marks TILX 330386, 330387, 330388, 330389, 330390, 330391, 330392, 330393, 330394, 330395, 330396, 330397, 330398, 330399, 330400, 330401, 330402, 330403, 330404, 330405, 330406, 330407, 330408, 330409 and 330410 leased pursuant to Rider Six (6) dated April 16, 2012 to that certain Railroad Car Lease Agreement dated April 1, 2003 between Trinity Industries Leasing Company and California Portland Cement.

20. Eleven (11) units identified with marks TILX 110509, 110512, 110513, 110514, 110515, 110516, 110517, 110518, 110519, 110520 and 110522 leased pursuant to Rider Six (6) dated March 15, 2011 to that certain Railroad Car Lease Agreement dated November 26, 2007 between Trinity Industries Leasing Company and Canexus Chemicals Canada Limited Partnership.

21. Ten (10) units identified with marks TILX 600997-601006 leased pursuant to Rider Seven (7) dated May 11, 2011 to that certain Railroad Car Lease Agreement dated November 26, 2007 between Trinity Industries Leasing Company and Canexus Chemicals Canada Limited Partnership.

22. Ten (10) units identified with marks TILX 517652, 517763, 517766, 517775, 517787, 517812, 517813, 517821, 517828 and 517847 leased pursuant to Rider Eighty-One (81) dated March 31, 2010 to that certain Railroad Car Lease Agreement dated May 17, 1979 between Trinity Industries Leasing Company and Cargill, Inc.

23. Ten (10) units identified with marks TILX 201821-201830 leased pursuant to Rider Nine (9) dated September 9, 2010 to that certain Railroad Car Lease Agreement dated July 6, 2004 between Trinity Industries Leasing Company and Celanese Ltd.

24. One Hundred (100) units identified with marks TILX 500705-500804 leased pursuant to Rider Four (4) dated August 18, 2010 to that certain Railroad Car Lease Agreement dated July 30, 2007 between Trinity Industries Leasing Company and CF Industries, Inc.

25. Twenty (20) units identified with mark TILX 350151-350170 leased pursuant to Rider Eleven (11) dated October 12, 2011 to that certain Railroad Car Lease Agreement dated December 1, 1995 between Trinity Industries Leasing Company and Chevron Phillips Chemical Company.

26. Thirty (30) units identified with marks TILX 56662, 56663, 56664, 56665, 56666, 56667, 56668, 56669, 56670, 56671, 56672, 56673, 56674, 56675, 56676, 56677, 56678, 56679, 56680, 56681, 56682, 56683, 56684, 56685, 56686, 56687, 56688, 56689, 56690 and 56691 leased pursuant to Rider One (1) dated February 17, 2011 to that certain Railroad Car Lease Agreement dated February 17, 2011 between Trinity Industries Leasing Company and ConAgra Foods, Inc.

27. Eight (8) units identified with marks TILX 401530, 401531, 401533, 401534, 401536, 401537, 401540 and 401543 leased pursuant to Rider Thirty-Two (32) dated November 4, 2010 to that certain Master Railcar Lease Agreement dated May 1, 2009 between Trinity Industries Leasing Company and E.I. DuPont de Nemours and Company.

28. Seventeen (17) units identified with marks TILX 401532, 401535, 401538, 401539, 401541, 401542, 401544, 401545, 401546, 401547, 401548, 401549, 401550, 401551, 401552, 401553, and 401554 leased pursuant to Rider Thirty-Three (33) dated November 4, 2010, to that certain Master Railcar Lease Agreement dated May 1, 2009 between Trinity Industries Leasing Company and E.I. DuPont de Nemours and Company.

29. Forty (40) units identified with marks TILX 401605, 401606, 401607, 401608, 401609, 401610, 401611, 401612, 401613, 401614, 401615, 401616, 401617, 401618, 401619, 401620, 401621, 401622, 401623, 401624, 401625, 401626, 401627, 401628, 401629, 401630, 401631, 401632, 401633, 401634, 401635, 401636, 401637, 401638, 401639, 401640, 401641, 401642, 401643 and 401644 leased pursuant to Rider Thirty-Nine (39) dated May 24, 2011 to that certain Master Railcar Lease Agreement dated May 1, 2009 between Trinity Industries Leasing Company and E.I. DuPont de Nemours and Company.

30. Fifteen (15) units identified with marks TILX 601069-601083 leased pursuant to Rider Fifty-Two (52) dated March 30, 2012 to that certain Master Railcar Lease Agreement dated May 1, 2009 between Trinity Industries Leasing Company and E.I. DuPont de Nemours and Company.

31. Fifty (50) units identified with marks TILX 332886-332935 leased pursuant to Rider Three (3) dated March 20, 2012 to that certain Railroad Car Lease Agreement dated March 9, 2011 between TrinityRail Canada, Inc. and ENX Inc.

32. One Hundred Sixty (160) units identified with marks NKCR 3267, 3268, 3269, 3270, 3271, 3272, 3273, 3274, 3275, 3276, 3277, 3278, 3279, 3280, 3281, 3282, 3283, 3284, 3285, 3286, 3287, 3288, 3289, 3290, 3291, 3292, 3293, 3294, 3295, 3296, 3297, 3298, 3299, 3300, 3301, 3302, 3303, 3304, 3305, 3306, 3307, 3308, 3309, 3310, 3311, 3312, 3313, 3314, 3315, 3316, 3317, 3318, 3319, 3320, 3321, 3322, 3323, 3324, 3325, 3326, 3327, 3328, 3329, 3330, 3331, 3332, 3333, 3334, 3335, 3336, 3337, 3338, 3339, 3340, 3341, 3342, 3343, 3344, 3345, 3346, 3347, 3348, 3349, 3350, 3351, 3352, 3353, 3354, 3355, 3356, 3357, 3358, 3359,

3360, 3361, 3362, 3363, 3364, 3365, 3366, 3367, 3368, 3369, 3370, 3371, 3372, 3373, 3374, 3375, 3376, 3377, 3378, 3379, 3380, 3381, 3382, 3383, 3384, 3385, 3386, 3387, 3388, 3389, 3390, 3391, 3392, 3393, 3394, 3395, 3396, 3397, 3398, 3399, 3400, 3401, 3402, 3403, 3404, 3405, 3406, 3407, 3408, 3409, 3410, 3411, 3412, 3413, 3414, 3415, 3416, 3417, 3418, 3419, 3420, 3421, 3422, 3423, 3424, 3425 and 3426 leased pursuant to Rider Twenty-Two (22) dated April 1, 2010 to that certain Railroad Car Lease Agreement dated February 14, 2003 between Trinity Industries Leasing Company and Ferrocarril Mexicano, S.A. de C.V.

33. Two Hundred (200) units identified with marks TILX 638791, 638795, 638797, 638804, 638808, 638809, 638810, 638814, 638815, 638816, 638817, 638818, 638823, 640045, 640057, 640067, 640068, 640069, 640070, 640072, 640073, 640074, 640078, 640863, 640864, 640865, 640866, 640867, 640868, 640869, 640870, 640871, 640872, 640873, 640874, 640875, 640876, 640877, 640878, 640879, 640880, 640881, 640882, 640883, 640884, 640885, 640886, 640887, 640888, 640889, 640890, 640891, 640892, 640893, 640894, 640895, 640898, 640900, 640901, 640902, 640903, 640904, 640905, 640906, 640907, 640908, 640909, 640910, 640911, 640912, 640913, 640914, 640915, 640916, 640917, 640918, 640919, 640920, 640921, 640922, 640923, 640924, 640925, 640926, 640927, 640928, 640929, 640930, 640931, 640932, 640933, 640934, 640935, 640936, 640937, 640938, 640939, 640940, 640941, 640942, 640943, 640944, 640945, 640946, 640947, 640948, 640949, 640950, 640951, 640953, 640955, 640956, 640957, 640958, 640959, 640960, 640961, 640962, 640963, 640964, 640965, 640967, 640968, 640971, 640972, 640973, 640974, 640991, 640993, 640994, 640995, 640996, 641011, 641024, 641025, 641026, 641027, 641249, 641250, 641251, 641252, 641253, 641254, 641256, 641258, 641260, 641261, 641262, 641263, 641264, 641266, 641267, 641269, 641270, 641271, 641272, 641273, 641274, 641279, 641280, 641281, 641282, 641283, 641308, 641309, 641330, 641332, 645749, 645751, 645752, 645754, 645758, 645760, 645762, 645765, 645771, 645774, 645776, 645777, 645780, 645787, 645788, 645789, 645790, 645791, 645793, 645794, 645795, 645796, 645798, 645801, 645805, 645806, 645807, 645810, 645812, 645820, 648261, 648318 and 648344 leased pursuant to Rider One (1) dated December 28, 2010 to that certain Railroad Car Lease Agreement dated September 5, 2008 between Trinity Industries Leasing Company and Green Plains Bluffton, LLC.

34. Seventy-Three (73) units identified with marks TILX 191387, 191388, 191396, 196470, 196471, 196472, 196473, 196474, 196475, 196476, 196477, 196478, 196479, 196480, 196481, 196482, 196483, 196484, 196485, 196486, 196487, 196488, 196489, 196490, 196491, 196492, 196493, 196494, 196495, 196496, 196497, 196498, 196499, 196500, 196501, 196502, 196503, 196504, 196505, 196506, 196507, 196508, 196509, 196510, 196511, 196512, 196513, 196514, 196515, 196516, 196517, 196518, 196519, 198121, 199120, 199563, 199567, 199568, 199571, 199572, 199579, 199583, 199585, 199587, 314660, 314661, 314662, 314665, 314666, 314667, 314672, 314673, 314674 leased pursuant to Rider One (1) dated May 1, 2012 to that certain Railroad Car Lease Agreement dated October 7, 2009 between Trinity Industries Leasing Company and Hankinson Renewable Energy, LLC.

35. Thirty (30) units identified with marks 263184, 263185, 263186, 263187, 263188, 263189, 263190, 263191, 263193, 263196, 263213, 263214, 263215, 263219, 263222, 263223, 263224, 263225, 263227, 263228, 263229, 263231, 263232, 263233, 263250, 263251, 263253, 263254, 263255 and 263258 leased pursuant to Rider Five (5) dated November 4, 2010 to that

certain Railroad Car Lease Agreement dated July 9, 2008 between Trinity Industries Leasing Company and Helm U.S. Corporation.

36. Ten (10) units identified with mark TILX 401508 – 401517 leased pursuant to Rider Fourteen (14) dated August 25, 2010 to that certain Railroad Car Lease Agreement dated January 15, 2002 between Trinity Industries Leasing Company and Honeywell International, Inc.

37. Ten (10) units identified with marks TILX 110976-110985 inclusive leased pursuant to Rider Three (3) dated August 24, 2011 to that certain Railroad Car Lease Agreement dated June 26, 2008 between Trinity Industries Leasing Company and I.C.E. Service Group, Inc.

38. Thirty (30) units identified with marks TILX 518718-518747 leased pursuant to Rider Two (2) dated April 12, 2010 to that certain Railroad Car Lease Agreement dated September 18, 2008 between Trinity Industries Leasing Company and Imperial Sugar Company.

39. Twenty-Five (25) units identified with marks TILX 263929-263953 leased pursuant to Rider Nine (9) dated March 20, 2012 to that certain Railroad Car Lease Agreement dated April 10, 2003 between Trinity Industries Leasing Company and International Chemical Company.

40. Twenty-Five (25) units identified with marks TILX 303739-303763 leased pursuant to Rider One (1) dated May 2, 2011 to that certain Railroad Car Lease Agreement dated May 2, 2011 between TrinityRail Canada, Inc. and Irving Oil Commercial G.P.

41. Twenty-Three (23) units identified with marks TILX 263194, 263195, 263197, 263198, 263199, 263200, 263201, 263202, 263204, 263206, 263207, 263208, 263209, 263210, 263211, 263212, 263216, 263217, 263218, 263220, 263221, 263226 and 263230 leased pursuant to Rider One (1) dated May 10, 2011 to that certain Railroad Car Lease Agreement dated May 10, 2001 between Trinity Industries Leasing Company and ISP Management Company, Inc.

42. Forty (40) units identified with marks TILX 110934-110973 leased pursuant to Rider Three (3) dated August 31, 2011 to that certain Railroad Car Lease Agreement dated April 22, 2003 between Trinity Industries Leasing Company and Kemira Logistics, Inc.

43. Twenty-Five (25) units identified with marks TILX 24020, 24025, 24026, 24030, 24032, 24036, 24038, 24074, 24081, 24086, 24092, 24095, 24100, 24124, 24125, 24126, 24128, 24129, 24130, 24131, 24132, 24133, 24137, 24139 and 24141. leased pursuant to Rider Two (2) dated September 9, 2010 to that certain Railroad Car Lease Agreement dated May 28, 2008 between Trinity Industries Leasing Company and Lehigh Hanson Materials, Ltd.

44. Sixty (60) units identified with marks TILX 24002, 24003, 24007, 24010, 24017, 24021, 24022, 24024, 24027, 24028, 24031, 24033, 24035, 24039, 24040, 24041, 24042, 24043, 24044, 24045, 24046, 24047, 24048, 24049, 24050, 24051, 24052, 24054, 24055, 24056, 24058, 24059, 24060, 24061, 24062, 24063, 24064, 24065, 24066, 24068, 24069, 24071, 24072, 24073, 24075, 24076, 24078, 24093, 24094, 24096, 24097, 24098, 24099, 24101, 24102, 24134, 24135, 24136, 24138, and 24140 leased pursuant to Rider Three (3) dated September 9, 2010 to that

certain Railroad Car Lease Agreement dated May 28, 2008 between Trinity Industries Leasing Company and Lehigh Hanson Materials, Ltd.

45. Fifty (50) units identified with marks TILX 30330-30379 leased pursuant to Rider Four (4) dated January 31, 2012 to that certain Railroad Car Lease Agreement dated May 28, 2008 between Trinity Industries Leasing Company and Lehigh Hanson Materials Ltd.

46. One Hundred (100) units identified with marks TILX 518758, 518759, 518760, 518761, 518762, 518763, 518767, 518770, 518771, 518772, 518773, 518777, 518778, 518780, 518782, 518784, 518785, 518786, 518787, 518792, 518794, 518807, 518810, 518811, 518817, 518818, 518819, 518820, 518821, 518822, 518823, 518824, 518825, 518826, 518827, 518828, 518829, 518830, 518831, 518832, 518833, 518834, 518835, 518836, 518837, 518838, 518839, 518840, 518841, 518842, 518843, 518844, 518845, 518846, 518847, 518848, 518849, 518850, 518851, 518852, 518853, 518854, 518855, 518856, 518857, 518858, 518859, 518860, 518861, 518862, 518863, 518864, 518865, 518866, 518867, 518868, 518869, 518870, 518871, 518872, 518873, 518874, 518875, 518876, 518877, 518878, 518879, 518880, 518881, 518882, 518883, 518884, 518885, 518886, 518887, 518888, 518889, 518890, 518891, and 518892 leased pursuant to Rider One (1) dated December 7, 2010 to that certain Railroad Car Lease Agreement dated December 7, 2010 between Trinity Industries Leasing Company and Louisiana Sugar Refining, LLC.

47. Twenty (20) units identified with marks TILX 518764, 518765, 518768, 518769, 518774, 518783, 518788, 518789, 518793, 518797, 518799, 518800, 518801, 518802, 518803, 518804, 518805, 518806, 518808, and 518809 leased pursuant to Rider Two (2) dated December 30, 2010 to that certain Railroad Car Lease Agreement dated December 7, 2010 between Trinity Industries Leasing Company and Louisiana Sugar Refining, LLC.

48. Twenty (20) units identified with marks TILX 180156-180175 leased pursuant to Rider Three (3) dated June 17, 2010 to that certain Railroad Car Lease Agreement dated May 5, 2006 between Trinity Industries Leasing Company and Martin Marietta Magnesia Specialties.

49. Ten (10) units identified with marks TILX 180176, 180177, 180178, 180179, 180180, 180181, 180182, 180183, 180184, 180185 leased pursuant to Rider Four (4) dated December 29, 2010 to that certain Railroad Car Lease Agreement dated May 5, 2006 between Trinity Industries Leasing Company and Martin Marietta Magnesia Specialties.

50. One Hundred Eighty (180) units identified with marks TILX 198340-198386, 199460-199599, 199936-199939 and 199954-199982 leased pursuant to Rider Seven (7) dated April 21, 2011 to that certain Railroad Car Lease Agreement dated October 13, 1994 between Trinity Industries Leasing Company and Murex, Inc.

51. Three (3) units identified with marks TILX 110891-110893 leased pursuant to Rider Six (6) dated February 22, 2011 to that certain Railroad Car Lease Agreement dated March 8, 2005 between Trinity Industries Leasing Company and Nalco Company.

52. Two (2) units identified with marks TILX 119074-110975 leased pursuant to Rider Seven (7) dated March 25, 2011 to that certain Railroad Car Lease Agreement dated March 8, 2005 between Trinity Industries Leasing Company and Nalco Company.

53. One Hundred Ten (110) units identified with marks TILX 110630-110739 leased pursuant to Rider Twenty (20) dated February 1, 2010 to that certain Railroad Car Lease Agreement dated July 15, 1988 between Trinity Industries Leasing Company and Olin Corporation.

54. Twenty (20) units identified with marks TILX 110746-110815 leased pursuant to Rider Twenty-Three (23) dated May 11, 2010 to that certain Railroad Car Lease Agreement dated July 15, 1988 between Trinity Industries Leasing Company and Olin Corporation.

55. Ten (10) units identified with marks TILX 110894-110903 leased pursuant to Rider Twenty-Six (26) dated March 21, 2011 to that certain Railroad Car Lease Agreement dated July 15, 1988 between Trinity Industries Leasing Company and Olin Corporation.

56. Thirty (30) units identified with marks TILX 110904-110933 leased pursuant to Rider Twenty-Seven (27) dated March 21, 2011 to that certain Railroad Car Lease Agreement dated July 15, 1988 between Trinity Industries Leasing Company and Olin Corporation.

57. One Hundred Fifty (150) units identified with marks TILX 331236, 331237, 331238, 331239, 331240, 331241, 331242, 331243, 331244, 331245, 331246, 331247, 331248, 331249, 331250, 331251, 331252, 331253, 331254, 331255, 331256, 331257, 331258, 331259, 331260, 331261, 331262, 331263, 331264, 331265, 331266, 331267, 331268, 331269, 331270, 331271, 331272, 331273, 331274, 331275, 331276, 331277, 331278, 331279, 331280, 331281, 331282, 331283, 331284, 331285, 331336, 331337, 331338, 331339, 331340, 331341, 331342, 331343, 331344, 331345, 331346, 331347, 331348, 331349, 331350, 331351, 331352, 331353, 331354, 331355, 331356, 331357, 331358, 331359, 331360, 331361, 331362, 331363, 331364, 331365, 331366, 331367, 331368, 331369, 331370, 331371, 331372, 331373, 331374, 331375, 331376, 331377, 331378, 331379, 331380, 331381, 331382, 331383, 331384, 331385, 331386, 331387, 331388, 331389, 331390, 331391, 331392, 331393, 331394, 331395, 331396, 331397, 331398, 331399, 331400, 331401, 331402, 331403, 331404, 331405, 331406, 331407, 331408, 331409, 331410, 331411, 331412, 331413, 331414, 331415, 331416, 331417, 331418, 331419, 331420, 331421, 331422, 331423, 331424, 331425, 331426, 331427, 331428, 331429, 331430, 331431, 331432, 331433, 331434 and 331435 leased pursuant to Rider One (1) dated December 28, 2011 to that certain Railroad Car Lease Agreement dated December 28, 2011 between Trinity Industries Leasing Company and Performance Technologies, L.L.C.

58. Fifty (50) units identified with marks 331636, 331637, 331638, 331639, 331640, 331641, 331642, 331643, 331644, 331645, 331646, 331647, 331648, 331649, 331650, 331651, 331652, 331653, 331654, 331655, 331656, 331657, 331658, 331659, 331660, 331661, 331662, 331663, 331664, 331665, 331666, 331667, 331668, 331669, 331670, 331671, 331672, 331673, 331674, 331675, 331676, 331677, 331678, 331679, 331680, 331681, 331682, 331683, 331684, 331685 leased pursuant to Rider Three (3) dated December 28, 2011 to that certain Railroad Car Lease Agreement dated December 28, 2011 between Trinity Industries Leasing Company and Performance Technologies, L.L.C.

59. Four (4) units identified with marks TILX 600892-600895 leased pursuant to Rider One (1) dated December 27, 2010 to that certain Railroad Car Lease Agreement dated

December 27, 2010 between Trinity Industries Leasing Company and PVS Chemical Solutions, Inc.

60. Fifty-Seven (57) units identified with marks TILX 101072-101128 leased pursuant to Rider Fifteen (15) dated August 25, 2010 to that certain Railroad Car Lease Agreement dated September 14, 1987 between Trinity Industries Leasing Company and Rhodia Inc.

61. Thirty (30) units identified with marks TILX 101154, 101155, 101156, 101157, 101158, 101159, 101160, 101161, 101162, 101163, 101164, 101165, 101166, 101167, 101168, 101169, 101170, 101171, 101172, 101173, 101174, 101175, 101176, 101177, 101178, 101179, 101180, 101181, 101182 and 101183 leased pursuant to Rider Sixteen (16) dated February 9, 2011 to that certain Railroad Car Lease Agreement dated September 14, 1987 between Trinity Industries Leasing Company and Rhodia Inc.

62. Twenty-Five (25) units identified with marks TILX 101129, 101130, 101131, 101132, 101133, 101134, 101135, 101136, 101137, 101138, 101139, 101140, 101141, 101142, 101143, 101144, 101145, 101146, 101147, 101148, 101149, 101150, 101151, 101152, 101153 leased pursuant to Rider Seventeen (17) dated February 9, 2011 to that certain Railroad Car Lease Agreement dated September 14, 1987 between Trinity Industries Leasing Company and Rhodia Inc.

63. Sixty (60) units identified with marks TILX 263467-263526 leased pursuant to Rider Twenty-Five (25) dated September 12, 2011 to that certain Master Railcar Lease Agreement dated November 1, 2008 between Trinity Industries Leasing Company and Shell Chemicals Canada LTD.

64. Two (2) units identified with marks TILX 401506-401507 leased pursuant to Rider Five (5) dated July 29, 2010 to that certain Railroad Car Lease Agreement dated July 1, 2005 between Trinity Industries Leasing Company and Solvay Chemicals, Inc.

65. Six (6) units identified with marks TILX 197469, 197472, 197473, 197474, 197478 and 197480 leased pursuant to Rider Eight (8) dated April 18, 2011 to that certain Railroad Car Lease Agreement dated August 19, 1993 between Trinity Industries Leasing Company and Stolt-Nielsen Inc.

66. Twelve (12) units identified with marks TILX 56597-56608 leased pursuant to Rider Ten (10) dated December 20, 2010 to that certain Railroad Car Lease Agreement dated August 16, 1988 between Trinity Industries Leasing Company and Tate & Lyle Ingredients Americas, Inc.

67. Thirteen (13) units identified with marks TILX 56609-56621 leased pursuant to Rider Eleven (11) dated December 20, 2010 to that certain Railroad Car Lease Agreement dated August 16, 1988 between Trinity Industries Leasing Company and Tate & Lyle Ingredients Americas, Inc.

68. One (1) unit identified with mark TILX 253309 leased pursuant to Rider One (1) dated February 28, 2011 to that certain Railroad Car Lease Agreement dated February 28, 2011 between Trinity Industries Leasing Company and Throw The Deuce Spirits, LLC.

69. One Hundred Fifteen (115) units identified with marks TILX 648522, 648534, 648537, 648570, 648571, 648582, 648590, 648591, 648592, 648593, 648594, 648595, 648596, 648597, 648598, 648599, 648600, 648601, 648602, 648603, 648604, 648605, 648606, 648607, 648608, 648609, 648610, 648611, 648612, 648613, 648614, 648615, 648616, 648617, 648618, 648619, 648620, 648621, 648622, 648623, 648624, 648625, 648626, 648627, 648628, 648629, 648630, 648631, 648632, 648633, 648634, 648635, 648636, 648637, 648638, 648639, 648640, 648641, 648642, 648643, 648644, 648645, 648646, 648647, 648648, 648649, 648650, 648651, 648652, 648653, 648654, 648655, 648656, 648657, 648658, 648659, 648660, 648661, 648662, 648663, 648664, 648665, 648666, 648667, 648668, 648669, 648670, 648671, 648672, 648673, 648674, 648675, 648676, 648677, 648678, 648679, 648680, 648681, 648682, 648683, 648684, 648685, 648686, 648687, 648688, 648689, 648690, 648691, 648692, 648693, 648694, 648695, 648696, 648697, and 648698 leased pursuant to Rider Twenty-Four (24) dated September 1, 2010 to that certain Railroad Car Lease Agreement dated October 16, 2002 between Trinity Industries Leasing Company and Valero Marketing and Refining Company.

70. One Hundred Twenty-Five (125) units identified with marks TILX 316205, 316206, 316207, 316208, 316209, 316210, 316211, 316212, 316213, 316214, 316215, 316216, 316217, 316218, 316219, 316220, 316221, 316222, 316223, 316224, 316225, 316226, 316227, 316228, 316229, 316230, 316231, 316232, 316233, 316234, 316235, 316236, 316237, 316238, 316239, 316240, 316241, 316242, 316243, 316244, 316245, 316246, 316247, 316248, 316249, 316250, 316251, 316252, 316253, 316254, 316255, 316256, 316257, 316258, 316259, 316260, 316261, 316262, 316263, 316264, 316265, 316266, 316267, 316268, 316269, 316270, 316271, 316272, 316273, 316274, 316275, 316276, 316277, 316278, 316279, 316280, 316281, 316282, 316283, 316284, 316285, 316286, 316287, 316288, 316289, 316290, 316291, 316292, 316293, 316294, 316295, 316297, 316299, 316300, 316301, 316302, 316303, 316307, 316309, 316311, 316312, 316313, 316314, 316316, 316317, 316318, 316319, 316320, 316321, 316322, 316323, 316324, 316325, 316326, 316327, 316328, 316329, 316330, 316331, 316332, 316333, 316335, 316338, 316342, 316343 leased pursuant to Rider Four (4) dated June 7, 2011 to that certain Railroad Car Lease Agreement dated April 24, 2006 between Trinity Industries Leasing Company and Western Petroleum Company.

71. Seventy-Six (76) units identified with marks TILX 316379, 316467, 316471, 316474, 316475, 316477, 316478, 316480, 316481, 316482, 316483, 316484, 316485, 316488, 316489, 316493, 316494, 316495, 316498, 316499, 316501, 316502, 316503, 316510, 316511, 316512, 316513, 316514, 316517, 316520, 316521, 316523, 316525, 316526, 316527, 316529, 316530, 316531, 316532, 316533, 316534, 316535, 316536, 316537, 316539, 316540, 316541, 316542, 316543, 316548, 316549, 316552, 316560, 316562, 316564, 316568, 316570, 316571, 316574, 316580, 316582, 316583, 316590, 316596, 316601, 316603, 316604, 316606, 316609, 316610, 316611, 316614, 316616, 31661, 316618 and 316625 leased pursuant to Rider Seven (7) dated August 9, 2011 to that certain Railroad Car Lease Agreement dated April 24, 2006 between Trinity Industries Leasing Company and Western Petroleum Company.

Subj: **Re: TRL 2012 - Filing Documents (Executed copies - RGC and STB)**  
Date: 12/19/2012 2:16:01 P.M. Eastern Standard Time  
From: [cthomas@vedderprice.com](mailto:cthomas@vedderprice.com)  
To: [AlvordLaw@aol.com](mailto:AlvordLaw@aol.com), [ELuria@aol.com](mailto:ELuria@aol.com), [ATosto@fasken.com](mailto:ATosto@fasken.com), [soliveira@fasken.com](mailto:soliveira@fasken.com),  
[David.Young@trin.net](mailto:David.Young@trin.net), [Michael.Cottrell@trin.net](mailto:Michael.Cottrell@trin.net), [tcallahan@vedderprice.com](mailto:tcallahan@vedderprice.com)  
CC: [AChang@mayerbrown.com](mailto:AChang@mayerbrown.com), [MWalsh@mayerbrown.com](mailto:MWalsh@mayerbrown.com), [RBarnard@mayerbrown.com](mailto:RBarnard@mayerbrown.com),  
[jbycraft@vedderprice.com](mailto:jbycraft@vedderprice.com)

All - here are the revised schedules of the Leases for each of TILC and TRLWT from Trinity, to be replaced in the Assignment documents.

Please let us know of any questions.

Thanks,  
Clay

## VEDDER PRICE®

### Clay C. Thomas

Attorney at Law

T: +1 (312) 609 7668 | F: +1 (312) 609 5005

[cthomas@vedderprice.com](mailto:cthomas@vedderprice.com)

Assistant: Kim Hall, +1 (312) 609 7811

### Vedder Price P.C.

222 North LaSalle Street

Chicago, Illinois 60601

Chicago | New York | Washington, DC | London

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>>> <[AlvordLaw@aol.com](mailto:AlvordLaw@aol.com)> 12/19/2012 11:39 AM >>>  
Clay,

Do you have excel spreadsheets listing the cars for each assignment? This would help us with our transmittal letters.

Thanks,  
Suzanne

\*\*\*\*\*

Edward M. Luria, Esq.  
Suzanne E. Murphy (Paralegal)  
Robert W. Alvord, Esq. (In Memoriam)  
ALVORD AND ALVORD  
1050 17th Street, N.W.  
Suite 301  
Washington, D.C. 20036  
202-393-2266  
202-393-2156 Fax  
E-mail: [alvordlaw@aol.com](mailto:alvordlaw@aol.com)  
Web: [www.alvordlaw.com](http://www.alvordlaw.com)

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In a message dated 12/19/2012 12:28:46 P.M. Eastern Standard Time, [cthomas@vedderprice.com](mailto:cthomas@vedderprice.com) writes:

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: 12/19/12

Edward M Luria  
Edward M. Luria