

RECORDATION NO. 23491 ^{-T} FILED

OCT 03 11 -8 00 AM

SURFACE TRANSPORTATION BOARD

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H1145 C. ALVORD (1942)
ILLSWORTH C. ALVORD (1964)

October 3, 2011

Chief
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 a Replaced Pledged Equipment Bill of Sale (TRL-I 2011 Substitution), dated as of October 3, 2011, 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 Numbers 23491-S and 23800-L.

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

Buyer: Trinity Industries Leasing Company
2525 Stemmons Freeway
Dallas, Texas 75207

Seller: Trinity Rail Leasing I L P
2525 Stemmons Freeway
Dallas, Texas 75207

Chief
Section of Administration
October 3, 2011
Page 2

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

30 railcars within the series TILX 5551 –5584 and TILX 5651 - TILX 5669
as more particularly set forth in the attachment to the document

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

Replaced Pledged Equipment Bill of Sale (TRL-I 2011 Substitution)

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,



Edward M Luria

EML/sem
Enclosures

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~~SURFACE TRANSPORTATION BOARD~~

REPLACED PLEDGED EQUIPMENT BILL OF SALE
(TRL-I 2011 SUBSTITUTION)

October 3, 2011

TRINITY RAIL LEASING I L.P., a Texas limited partnership (the "Seller"), in consideration of the sum of ten dollars (\$10.00) and other good and valuable consideration paid by TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation (the "Buyer"), docs hereby (i) sell, transfer, assign and convey absolutely unto the Buyer and its successors and assigns all right, title, and interest of the Seller in and to the items of railroad rolling stock set forth on Schedule I hereto and any and all substitutions and replacements thereof, together with any and all accessions, additions, improvements, appurtenances, accessories, parts and other equipment or property incorporated on, installed on or attached thereto (collectively, the "Replaced Equipment"), 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 Replaced Equipment by the manufacturer thereof.

To have and to hold all and singular the rights to the Replaced Equipment to the Buyer and its successors and assigns for its and their own use and behalf forever

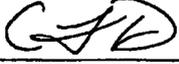
BUYER AGREES THAT THE REPLACED EQUIPMENT IS CONVEYED BY SELLER AND ACCEPTED BY BUYER "AS-IS," WITHOUT ANY WARRANTIES, EXPRESS OR IMPLIED, AS TO THEIR CONDITION, INCLUDING THE WARRANTIES OF MERCHANTABILITY OR FITNESS FOR ANY PARTICULAR PURPOSE.

* * *

Replaced Pledged Equipment Bill of Sale
(TRL-I 2011 Substitution)

IN WITNESS WHEREOF, the Seller has caused this instrument to be executed in its name, by a duly authorized officer on and as of the date first written above.

TRINITY RAIL LEASING I L.P.
By TILX GP I, LLC, its General Partner

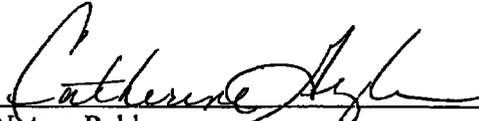
By: 
Name: C. Lance Davis
Title: Vice President

STATE OF TEXAS}

§ SS:

COUNTY OF DALLAS}

On this 3rd day of October, 2011, before me personally appeared C. Lance Davis, to me personally known, who being duly sworn, stated that he is Vice President of TILX GP I, LLC, sole general partner of Trinity Rail Leasing I L.P., and that the foregoing Bill of Sale was signed by said sole general partner on behalf of such limited partnership. Further, he acknowledged that the execution of the foregoing instrument was the free act and deed of said sole general partner on behalf of such limited partnership.



Notary Public

My Commission Expires.



SCHEDULE 1

Description of Replaced Equipment

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
1	TILX005651	67032	5/30/1997	Freight
2	TILX005652	67032	5/30/1997	Freight
3	TILX005653	67032	5/30/1997	Freight
4	TILX005654	67032	5/30/1997	Freight
5	TILX005655	67032	5/30/1997	Freight
6	TILX005657	67032	5/30/1997	Freight
7	TILX005658	67032	5/30/1997	Freight
8	TILX005659	67032	5/30/1997	Freight
9	TILX005660	67032	5/30/1997	Freight
10	TILX005662	67032	5/30/1997	Freight
11	TILX005663	67032	5/30/1997	Freight
12	TILX005664	67032	5/30/1997	Freight
13	TILX005665	67032	5/30/1997	Freight
14	TILX005667	67032	5/30/1997	Freight
15	TILX005668	67032	5/30/1997	Freight
16	TILX005669	67032	5/30/1997	Freight
17	TILX005551	67032	7/24/1997	Freight
18	TILX005584	67032	8/8/1997	Freight
19	TILX005576	67032	7/31/1997	Freight
20	TILX005578	67032	7/31/1997	Freight
21	TILX005579	67032	7/31/1997	Freight
22	TILX005580	67032	7/31/1997	Freight
23	TILX005581	67032	7/31/1997	Freight
24	TILX005582	67032	7/31/1997	Freight
25	TILX005573	67032	7/24/1997	Freight
26	TILX005569	67032	7/24/1997	Freight
27	TILX005565	67032	7/24/1997	Freight
28	TILX005566	67032	7/24/1997	Freight
29	TILX005575	67032	7/29/1997	Freight
30	TILX005577	67032	7/31/1997	Freight

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 10/4/11

Edward M Luria
Edward M Luria