

RECORDATION NO. 27949-V
FILED June 15, 2012 03:40 PM
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

June 15, 2012

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

Re: Warehouse 47th Funding

Dear Ms. Brown:

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 September 29, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement Supplement No. 47 being filed with the Board under Recordation Number 27949-U.

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

Buyer/Assignee: Trinity Rail Leasing Warehouse Trust
(formerly known as Trinity Rail Leasing Trust II)
2525 Stemmons Freeway
Dallas, Texas 75207

Seller/Assignor: Trinity Industries Leasing Company
2525 Stemmons Freeway
Dallas, Texas 75207

Ms. Cynthia T. Brown
June 15, 2012
Page 2

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

236 railcars within the following series as more particularly set forth in the equipment schedule attached to the document:

AEPX 030211 - AEPX 030430
TILX 056710 - TILX 056721 (inclusive)
TILX 642255
TILX 645920 - TILX 645925 (inclusive)
TILX 648313 - TILX 648348

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,



Edward M. Luria

EML/bhs
Enclosures

**BILL OF SALE SURFACE TRANSPORTATION BOARD
AND ASSIGNMENT AND ASSUMPTION AGREEMENT**

TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation ("TILC"), in consideration of the Purchase Price set forth on Schedule A and other good and valuable consideration given by TRINITY RAIL LEASING WAREHOUSE TRUST (formerly known as Trinity Rail Leasing Trust II), a Delaware statutory trust (the "Company"), under the Second Amended and Restated Asset Contribution and Purchase Agreement (the "Asset Contribution and Purchase Agreement") dated as of May 29, 2009 by and between TILC and the Company, 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 Company and its successors and assigns all right, title, and interest of TILC, in and to (x) certain Railcars set forth on Exhibit A and (y) any Leases related thereto set forth on Exhibit B and (ii) assign all of its right, title and interest in and to all warranties or representations made or given to TILC with respect to the Railcars by the manufacturer thereof. The Company hereby assumes, and agrees it is unconditionally bound in respect of, as of the date hereof, all duties and obligations of TILC under the Leases, and hereby accepts delivery of the railcars set forth on Exhibit A.

To have and to hold all and singular the rights to the Railcars and the Leases to the Company and its successors and assigns for their own use and behalf forever.

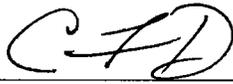
And TILC hereby warrants to the Company and its successors and assigns that, at the time of delivery of the Railcars and the assignment and assumption of the Leases, TILC has legal and beneficial title thereto and good and lawful right to sell the Railcars and to assign the Leases, and the Railcars and the Leases are free and clear of all Liens (other than Permitted Liens); provided, however, that TILC covenants that it will defend forever such title to the Railcars and the 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 the Railcars and the assignment of the Leases by TILC hereunder. Notwithstanding the provisions above and its and the Company's intent that TILC grant, bargain, sell, transfer, assign and set over to the Company all right, title and interest of TILC in and to the Railcars and the 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, TILC hereby also grants the Company a security interest in the Railcars and the Leases. Such grant of a security interest does not constitute an admission or acknowledgment that the transactions contemplated by the Asset Contribution and Purchase Agreement provide that this Bill of Sale and Assignment Agreement is other than a grant, bargain, sale, transfer, assignment and set over to the Company of all right, title and interest of TILC in and to the Railcars and the Leases.

Terms used herein with initial capital letters and not otherwise defined shall have the respective meanings given thereto in the Asset Contribution and Purchase Agreement.

THIS BILL OF SALE AND ASSIGNMENT AND ASSUMPTION AGREEMENT SHALL BE GOVERNED BY THE LAWS OF THE STATE OF NEW YORK, INCLUDING ALL MATTERS OF CONSTRUCTION, VALIDITY AND PERFORMANCE (INCLUDING SECTION 5-1401 AND 5-1402 OF THE NEW YORK GENERAL OBLIGATIONS LAW BUT EXCLUDING TO THE EXTENT PERMITTED BY LAW, ALL OTHER CHOICE OF LAW AND CONFLICTS OF LAW RULES). THIS BILL OF SALE AND ASSIGNMENT AND ASSUMPTION AGREEMENT HAS BEEN DELIVERED IN THE STATE OF NEW YORK.

IN WITNESS WHEREOF, TILC and the Company have caused this instrument to be executed in its name, by a duly authorized officer on the 15th day of June, 2012.

TRINITY INDUSTRIES LEASING COMPANY

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

**TRINITY RAIL LEASING WAREHOUSE
TRUST**

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

ACKNOWLEDGMENT

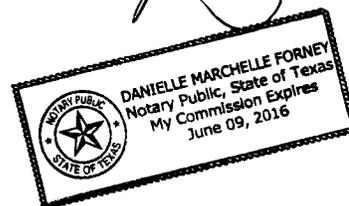
STATE OF Texas)
COUNTY OF Dallas)

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared C. Lance Davis, who upon oath, acknowledged himself to be a Vice President of TRINITY INDUSTRIES LEASING COMPANY, 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 Delaware corporation by her/himself as such officer of Trinity Industries Leasing Company.

WITNESS my hand and official seal this 15th day of June, 2012.

MY COMMISSION EXPIRES: 6/9/16

Notary Public
Danielle Forney



ACKNOWLEDGMENT

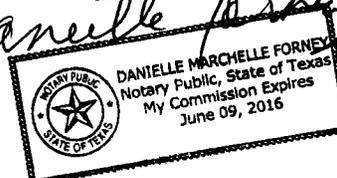
STATE OF Texas)
COUNTY OF Dallas)

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared C. Lance Davis, who upon oath, acknowledged himself to be Vice President of TRINITY RAIL LEASING WAREHOUSE TRUST (formerly known as Trinity Rail Leasing Trust II), a Delaware statutory trust, and that s/he as such officer being authorized to do so, executed the foregoing Bill of Sale and Assignment and Assumption Agreement for the purposes therein contained by signing the name of the Delaware statutory trust by her/himself as a such officer Trinity Rail Leasing Trust II.

WITNESS my hand and official seal this 15th day of June, 2012.

MY COMMISSION EXPIRES: 6/9/16

Notary Public
Danielle Forney



**TRINITY RAIL LEASING WAREHOUSE TRUST
WAREHOUSE FUNDING PORTFOLIO**

Schedule A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
1	TILX642255	63072	8/29/2008	Freight
2	TILX645920	63072	10/15/2009	Freight
3	TILX645921	63072	10/15/2009	Freight
4	TILX645922	63072	10/15/2009	Freight
5	TILX645923	63072	10/15/2009	Freight
6	TILX645924	63072	10/15/2009	Freight
7	TILX645925	63072	10/15/2009	Freight
8	TILX648313	63072	10/15/2009	Freight
9	TILX648326	63072	10/15/2009	Freight
10	TILX648330	63072	10/15/2009	Freight
11	TILX648331	63072	10/15/2009	Freight
12	TILX648334	63072	10/15/2009	Freight
13	TILX648335	63072	10/15/2009	Freight
14	TILX648341	63072	10/15/2009	Freight
15	TILX648345	63072	10/15/2009	Freight
16	TILX648348	63072	10/15/2009	Freight
17	TILX056622	48829	3/31/2011	Freight
18	TILX056710	1057	8/31/2011	Freight
19	TILX056711	1057	8/31/2011	Freight
20	TILX056712	1057	8/31/2011	Freight
21	TILX056713	1057	8/31/2011	Freight
22	TILX056714	1057	8/31/2011	Freight
23	TILX056715	1057	8/31/2011	Freight
24	TILX056716	1057	8/31/2011	Freight
25	TILX056717	1057	8/31/2011	Freight
26	TILX056718	1057	8/31/2011	Freight
27	TILX056719	1057	8/31/2011	Freight
28	TILX056720	1057	8/31/2011	Freight
29	TILX056721	1057	8/31/2011	Freight
30	AEPX030211	1531	12/3/2008	Freight
31	AEPX030212	1531	11/26/2008	Freight
32	AEPX030213	1531	11/26/2008	Freight
33	AEPX030214	1531	11/26/2008	Freight
34	AEPX030215	1531	11/26/2008	Freight
35	AEPX030216	1531	11/26/2008	Freight
36	AEPX030217	1531	11/26/2008	Freight
37	AEPX030218	1531	11/26/2008	Freight
38	AEPX030219	1531	11/26/2008	Freight
39	AEPX030220	1531	12/3/2008	Freight
40	AEPX030221	1531	12/3/2008	Freight
41	AEPX030222	1531	12/3/2008	Freight
42	AEPX030223	1531	12/3/2008	Freight
43	AEPX030224	1531	12/3/2008	Freight
44	AEPX030225	1531	12/3/2008	Freight
45	AEPX030226	1531	11/26/2008	Freight
46	AEPX030227	1531	11/26/2008	Freight
47	AEPX030228	1531	11/26/2008	Freight
48	AEPX030229	1531	11/26/2008	Freight

**TRINITY RAIL LEASING WAREHOUSE TRUST
WAREHOUSE FUNDING PORTFOLIO**

Schedule A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
49	AEPX030230	1531	11/26/2008	Freight
50	AEPX030231	1531	11/26/2008	Freight
51	AEPX030232	1531	12/3/2008	Freight
52	AEPX030233	1531	12/3/2008	Freight
53	AEPX030234	1531	12/3/2008	Freight
54	AEPX030235	1531	12/3/2008	Freight
55	AEPX030236	1531	12/3/2008	Freight
56	AEPX030237	1531	12/3/2008	Freight
57	AEPX030238	1531	12/3/2008	Freight
58	AEPX030239	1531	12/3/2008	Freight
59	AEPX030240	1531	12/3/2008	Freight
60	AEPX030241	1531	12/3/2008	Freight
61	AEPX030242	1531	12/3/2008	Freight
62	AEPX030243	1531	12/3/2008	Freight
63	AEPX030244	1531	12/3/2008	Freight
64	AEPX030245	1531	12/3/2008	Freight
65	AEPX030246	1531	12/3/2008	Freight
66	AEPX030247	1531	12/3/2008	Freight
67	AEPX030248	1531	12/3/2008	Freight
68	AEPX030249	1531	12/3/2008	Freight
69	AEPX030250	1531	12/3/2008	Freight
70	AEPX030251	1531	12/3/2008	Freight
71	AEPX030252	1531	12/3/2008	Freight
72	AEPX030253	1531	12/3/2008	Freight
73	AEPX030254	1531	12/3/2008	Freight
74	AEPX030255	1531	12/3/2008	Freight
75	AEPX030256	1531	12/3/2008	Freight
76	AEPX030257	1531	12/3/2008	Freight
77	AEPX030258	1531	12/3/2008	Freight
78	AEPX030259	1531	12/3/2008	Freight
79	AEPX030260	1531	12/5/2008	Freight
80	AEPX030261	1531	12/5/2008	Freight
81	AEPX030262	1531	12/5/2008	Freight
82	AEPX030263	1531	12/5/2008	Freight
83	AEPX030264	1531	12/5/2008	Freight
84	AEPX030265	1531	12/5/2008	Freight
85	AEPX030266	1531	12/3/2008	Freight
86	AEPX030267	1531	12/3/2008	Freight
87	AEPX030268	1531	12/3/2008	Freight
88	AEPX030269	1531	12/3/2008	Freight
89	AEPX030270	1531	12/3/2008	Freight
90	AEPX030271	1531	12/5/2008	Freight
91	AEPX030272	1531	12/5/2008	Freight
92	AEPX030273	1531	12/5/2008	Freight
93	AEPX030274	1531	12/5/2008	Freight
94	AEPX030275	1531	12/5/2008	Freight
95	AEPX030276	1531	12/5/2008	Freight
96	AEPX030277	1531	12/5/2008	Freight

**TRINITY RAIL LEASING WAREHOUSE TRUST
WAREHOUSE FUNDING PORTFOLIO**

Schedule A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
97	AEPX030278	1531	12/5/2008	Freight
98	AEPX030279	1531	12/5/2008	Freight
99	AEPX030280	1531	12/5/2008	Freight
100	AEPX030281	1531	12/5/2008	Freight
101	AEPX030282	1531	12/5/2008	Freight
102	AEPX030283	1531	12/5/2008	Freight
103	AEPX030284	1531	12/5/2008	Freight
104	AEPX030285	1531	12/5/2008	Freight
105	AEPX030286	1531	12/5/2008	Freight
106	AEPX030287	1531	12/5/2008	Freight
107	AEPX030288	1531	12/5/2008	Freight
108	AEPX030289	1531	12/5/2008	Freight
109	AEPX030290	1531	12/5/2008	Freight
110	AEPX030291	1531	12/5/2008	Freight
111	AEPX030292	1531	12/5/2008	Freight
112	AEPX030293	1531	12/5/2008	Freight
113	AEPX030294	1531	12/5/2008	Freight
114	AEPX030295	1531	12/5/2008	Freight
115	AEPX030296	1531	12/5/2008	Freight
116	AEPX030297	1531	12/5/2008	Freight
117	AEPX030298	1531	12/5/2008	Freight
118	AEPX030299	1531	12/5/2008	Freight
119	AEPX030300	1531	12/9/2008	Freight
120	AEPX030301	1531	12/9/2008	Freight
121	AEPX030302	1531	12/9/2008	Freight
122	AEPX030303	1531	12/9/2008	Freight
123	AEPX030304	1531	12/9/2008	Freight
124	AEPX030305	1531	12/9/2008	Freight
125	AEPX030306	1531	12/5/2008	Freight
126	AEPX030307	1531	12/5/2008	Freight
127	AEPX030308	1531	12/5/2008	Freight
128	AEPX030309	1531	12/5/2008	Freight
129	AEPX030310	1531	12/5/2008	Freight
130	AEPX030311	1531	12/9/2008	Freight
131	AEPX030312	1531	12/9/2008	Freight
132	AEPX030313	1531	12/9/2008	Freight
133	AEPX030314	1531	12/9/2008	Freight
134	AEPX030315	1531	12/9/2008	Freight
135	AEPX030316	1531	12/9/2008	Freight
136	AEPX030317	1531	12/9/2008	Freight
137	AEPX030318	1531	12/9/2008	Freight
138	AEPX030319	1531	12/9/2008	Freight
139	AEPX030320	1531	12/9/2008	Freight
140	AEPX030321	1531	12/9/2008	Freight
141	AEPX030322	1531	12/9/2008	Freight
142	AEPX030323	1531	12/9/2008	Freight
143	AEPX030324	1531	12/9/2008	Freight
144	AEPX030325	1531	12/9/2008	Freight

**TRINITY RAIL LEASING WAREHOUSE TRUST
WAREHOUSE FUNDING PORTFOLIO**

Schedule A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
145	AEPX030327	1531	12/9/2008	Freight
146	AEPX030328	1531	12/9/2008	Freight
147	AEPX030329	1531	12/9/2008	Freight
148	AEPX030330	1531	12/9/2008	Freight
149	AEPX030331	1531	12/9/2008	Freight
150	AEPX030332	1531	12/9/2008	Freight
151	AEPX030333	1531	12/9/2008	Freight
152	AEPX030334	1531	12/9/2008	Freight
153	AEPX030335	1531	12/9/2008	Freight
154	AEPX030336	1531	12/15/2008	Freight
155	AEPX030337	1531	12/9/2008	Freight
156	AEPX030339	1531	12/9/2008	Freight
157	AEPX030340	1531	12/15/2008	Freight
158	AEPX030341	1531	12/15/2008	Freight
159	AEPX030342	1531	12/15/2008	Freight
160	AEPX030343	1531	12/15/2008	Freight
161	AEPX030344	1531	12/15/2008	Freight
162	AEPX030345	1531	12/15/2008	Freight
163	AEPX030350	1531	12/9/2008	Freight
164	AEPX030351	1531	12/9/2008	Freight
165	AEPX030352	1531	12/15/2008	Freight
166	AEPX030353	1531	12/15/2008	Freight
167	AEPX030354	1531	12/15/2008	Freight
168	AEPX030355	1531	12/15/2008	Freight
169	AEPX030357	1531	12/15/2008	Freight
170	AEPX030358	1531	12/15/2008	Freight
171	AEPX030359	1531	12/15/2008	Freight
172	AEPX030360	1531	12/15/2008	Freight
173	AEPX030361	1531	12/15/2008	Freight
174	AEPX030362	1531	12/15/2008	Freight
175	AEPX030363	1531	12/15/2008	Freight
176	AEPX030364	1531	12/15/2008	Freight
177	AEPX030365	1531	12/15/2008	Freight
178	AEPX030366	1531	12/15/2008	Freight
179	AEPX030369	1531	12/15/2008	Freight
180	AEPX030370	1531	12/15/2008	Freight
181	AEPX030371	1531	12/15/2008	Freight
182	AEPX030372	1531	12/15/2008	Freight
183	AEPX030373	1531	12/15/2008	Freight
184	AEPX030374	1531	12/15/2008	Freight
185	AEPX030375	1531	12/15/2008	Freight
186	AEPX030376	1531	12/15/2008	Freight
187	AEPX030377	1531	12/15/2008	Freight
188	AEPX030378	1531	12/15/2008	Freight
189	AEPX030379	1531	12/15/2008	Freight
190	AEPX030380	1531	12/15/2008	Freight
191	AEPX030382	1531	12/15/2008	Freight
192	AEPX030383	1531	12/15/2008	Freight

**TRINITY RAIL LEASING WAREHOUSE TRUST
WAREHOUSE FUNDING PORTFOLIO**

Schedule A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
193	AEPX030384	1531	12/15/2008	Freight
194	AEPX030385	1531	12/15/2008	Freight
195	AEPX030386	1531	12/15/2008	Freight
196	AEPX030387	1531	12/15/2008	Freight
197	AEPX030388	1531	12/15/2008	Freight
198	AEPX030389	1531	12/15/2008	Freight
199	AEPX030390	1531	12/15/2008	Freight
200	AEPX030391	1531	12/15/2008	Freight
201	AEPX030392	1531	12/15/2008	Freight
202	AEPX030393	1531	12/15/2008	Freight
203	AEPX030394	1531	12/15/2008	Freight
204	AEPX030395	1531	12/15/2008	Freight
205	AEPX030396	1531	12/15/2008	Freight
206	AEPX030397	1531	12/15/2008	Freight
207	AEPX030398	1531	12/15/2008	Freight
208	AEPX030399	1531	12/15/2008	Freight
209	AEPX030400	1531	12/18/2008	Freight
210	AEPX030401	1531	12/18/2008	Freight
211	AEPX030402	1531	12/18/2008	Freight
212	AEPX030403	1531	12/18/2008	Freight
213	AEPX030404	1531	12/18/2008	Freight
214	AEPX030405	1531	12/18/2008	Freight
215	AEPX030406	1531	12/15/2008	Freight
216	AEPX030407	1531	12/15/2008	Freight
217	AEPX030408	1531	12/15/2008	Freight
218	AEPX030409	1531	12/15/2008	Freight
219	AEPX030410	1531	12/15/2008	Freight
220	AEPX030411	1531	12/18/2008	Freight
221	AEPX030412	1531	12/18/2008	Freight
222	AEPX030413	1531	12/18/2008	Freight
223	AEPX030414	1531	12/18/2008	Freight
224	AEPX030417	1531	12/18/2008	Freight
225	AEPX030418	1531	12/18/2008	Freight
226	AEPX030419	1531	12/18/2008	Freight
227	AEPX030420	1531	12/18/2008	Freight
228	AEPX030421	1531	12/18/2008	Freight
229	AEPX030423	1531	12/18/2008	Freight
230	AEPX030424	1531	12/18/2008	Freight
231	AEPX030425	1531	12/18/2008	Freight
232	AEPX030426	1531	12/18/2008	Freight
233	AEPX030427	1531	12/18/2008	Freight
234	AEPX030428	1531	12/18/2008	Freight
235	AEPX030429	1531	12/18/2008	Freight
236	AEPX030430	1531	12/18/2008	Freight

TRINITY RAIL LEASING WAREHOUSE TRUST
WAREHOUSE FUNDING PORTFOLIO

Exhibit B

<u>Lessee Number</u>	<u>Lessee</u>	<u>Rider Number</u>
63072	AMAIZING ENERGY DENISON LLC	01.1
1531	AMERICAN ELECTRIC POWER SERV CORP	03-R08032.1
48829	ARMSTRONG WORLD INDUSTRIES, INC	03.0
1057	TATE & LYLE INGREDIENTS AMERICAS INC	13.1

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: 6-15-12

Edward M Luria
Edward M. Luria