

ALVORD AND ALVORD
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

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

OF COUNSEL
URBAN A. LESTER

December 28, 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 a Bill of Sale, dated as of December 28, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Assignment of Lease being filed with the Board under Recordation Number 30587.

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

Seller: Trinity Rail Leasing Warehouse Trust
2525 Stemmons Freeway
Dallas, Texas 75207

Buyer: General Electric Railcar Services Corporation
161 North Clark Street, 7th Floor
Chicago, Illinois 60601

Chief of the Section of Administration

December 28, 2012

Page 2

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

125 railcars: TILX 330686 – TILX 330810

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

Bill of Sale.

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,

A handwritten signature in cursive script that reads "Edward M. Luria".

Edward M. Luria

EML/sem
Enclosures

BILL OF SALE

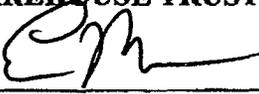
IN CONSIDERATION of the receipt and the sum of One Dollar (\$1.00), in hand paid, and for other good and valuable consideration, **TRINITY RAIL LEASING WAREHOUSE TRUST**, a Delaware statutory trust with an address at 2525 Stemmons Freeway, Dallas, Texas 75207 (“**Seller**”), does hereby sell, assign, transfer and convey absolutely to **GENERAL ELECTRIC RAILCAR SERVICES CORPORATION**, a Delaware corporation with an address at 161 North Clark, Chicago, Illinois 60601 (“**Buyer**”), all right, title, and interest in and to the railroad rolling stock more specifically described on Schedule 1 attached hereto and made a part hereto (the “**Railcars**”), and all appurtenant rights relating thereto. Seller is the lawful owner of the Railcars and title to the Railcars is transferred to Buyer free and clear of all liens, claims, demands, encumbrances, privileges, pledges or other charges of any nature and kind whatsoever, except as provided in that certain Purchase and Sale Agreement by and among, *inter alios*, Buyer and Seller dated as of December 28, 2012 (the “**Purchase Agreement**”).

EXCEPT AS OTHERWISE EXPRESSLY PROVIDED IN THE PURCHASE AND SALE AGREEMENT, BUYER AGREES THAT THE RAILCARS ARE CONVEYED BY SELLER AND ACCEPTED BY BUYER “AS-IS,” WITHOUT ANY WARRANTIES, EXPRESS OR IMPLIED, AS TO THE CONDITION OF THE RAILCARS, INCLUDING THE WARRANTIES OF MERCHANTABILITY OR FITNESS FOR ANY PARTICULAR PURPOSE, AND SELLER HEREBY EXPRESSLY DISCLAIMS ALL OTHER WARRANTIES, EXPRESS, STATUTORY OR IMPLIED, INCLUDING WITHOUT LIMITATION THE WARRANTIES OF MERCHANTABILITY OR FITNESS FOR ANY PARTICULAR PURPOSE. IN NO EVENT SHALL SELLER HAVE ANY LIABILITY TO BUYER FOR SPECIAL, INDIRECT, OR CONSEQUENTIAL DAMAGES IN CONNECTION WITH A BREACH OF THIS BILL OF SALE.

[Bill of Sale (TRLW – GERSC)]

Dated this 28th day of December, 2012.

**TRINITY RAIL LEASING
WAREHOUSE TRUST**

By:  _____

Name: Eric Marchetto
Title: Executive Vice President –
Chief Financial Officer

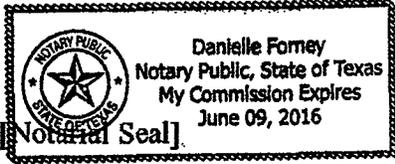
STATE OF TEXAS

§
§
§

SS:

COUNTY OF DALLAS

On this 27th day of December, 2012 before me personally appeared Eric Marchetto, to me personally known, who being by me duly sworn, says that he is Exec VP & CFO of Trinity Rail Leasing Warehouse Trust, and that the foregoing Bill of Sale was signed on behalf of said corporation. Further, he acknowledged that the execution of the foregoing Bill of Sale was the free act and deed of said corporation.



Danielle Forney
Notary Public

My commission expires:

6/9/16

SCHEDULE 1

One hundred twenty-five (125), 3,281 cu. ft., 286,000 lb., gross rail load (AAR car code C112) covered hopper cars with gravity gates, marked and numbered TILX 330686-330810 (inclusive).

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: 12/28/12

Edward M Luria
Edward M. Luria

Subj: **TRLW/GE - Railcar Sale**
Date: 12/28/2012 2:31:09 P.M. Eastern Standard Time
From: mdraz@vedderprice.com
To: alvord@alvordlaw.com, AlvordLaw@aol.com, ELuria@aol.com

Ed,

Bob Vilter asked that I send you the Assignment of Lease and Bill of Sale in connection with the above-referenced transaction. Please hold these in escrow for now.

Mike

CONFIDENTIALITY NOTE: This e-mail is intended only for the use of the individual or entity to which it is addressed and may contain information that is privileged, confidential and exempt from disclosure under applicable law. If the reader of this e-mail message is not the intended recipient, or the employee or agent responsible for delivery of the message to the intended recipient, you are hereby notified that any dissemination, distribution or copying of this communication is prohibited. If you have received this e-mail in error, please notify us immediately by telephone at (312) 609-5038 and also indicate the sender's name. Thank you.

CIRCULAR 230 NOTICE: Treasury Department Circular 230 requires that we inform you that any discussion of U.S. federal tax issues contained herein and in any accompanying materials is not intended or written to be relied upon, and cannot be relied upon, by any person for the purpose of (i) avoiding penalties that may be imposed under the Internal Revenue Code or (ii) promoting, marketing or recommending to another party any transaction or matter addressed herein or therein.

Vedder Price P.C. is affiliated with Vedder Price LLP, which operates in England and Wales.