

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

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

20036
—
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

OF COUNSEL
URBAN A. LESTER

February 27, 2013

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 February 27, 2013, 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 30654.

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

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

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

Chief of the Section of Administration
February 27, 2013
Page 2

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

100 covered hopper railcars: TILX 331136 – TILX 331235.

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,



✓ Edward M. Luria

EML/sem
Enclosures

BILL OF SALE

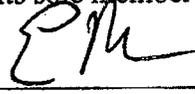
IN CONSIDERATION of the receipt and the sum of One Dollar (\$1.00), in hand paid, and for other good and valuable consideration, **TRINITY RAIL LEASING 2012 LLC**, a Delaware limited liability company with an address at 2525 Stemmons Freeway, Dallas, Texas 75207 (“**Seller**”), does hereby sell, assign, 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 February 27, 2013 (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.

Dated this 21th day of February, 2013.

TRINITY RAIL LEASING 2012 LLC

By: Trinity Industries Leasing Company,
its sole member and manager

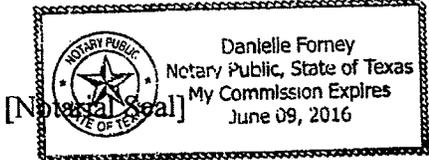
By:  _____

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

STATE OF TEXAS §
 § SS:
COUNTY OF DALLAS §

On this 27th day of February, 2013, 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 Industries Leasing Company, the sole member and manager of Trinity Rail Leasing 2012 LLC, and that the foregoing Bill of Sale was signed on behalf of said entity. Further, he acknowledged that the execution of the foregoing Bill of Sale was the free act and deed of said entity.

Danielle Forney
Notary Public



My commission expires:
6/9/16

SCHEDULE 1

One hundred (100), 3,281 cu. ft., 286,000 lb., gross rail load (AAR car code C112) covered hopper cars with gravity gates, marked and numbered TILX 331136-331235 (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: 2/27/13

Edward M Luria
Edward M. Luria