

3/5/02

03-19-2002



Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Trinity Rail Group, Inc. [] Individual(s) [] Association [] General Partnership [] Limited Partnership [x] Corporation-State Illinois [] Other Additional name(s) of conveying party(ies) attached? [] Yes [x] No

2. Name and address of receiving party(ies) Name: Trinity Rail Group, LLC Internal Address: Street Address: 2525 Stemmons Freeway City: Dallas State: Texas Zip: 75207 [] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [] Corporation-State [x] Other Delaware Limited Liability Company If assignee is not domiciled in the United States, a domestic representative designation is attached: [] Yes [] No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? [] Yes [x] No

3. Nature of conveyance: [] Assignment [x] Merger [] Security Agreement [] Change of Name [] Other Execution Date: December 31, 2001

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 2,016,045; 2,010,521; 2,151,130; 2,125,897 Additional number(s) attached [] Yes [x] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Andrew S. Ehmke Internal Address: Haynes and Boone, LLP Street Address: 901 Main Street, Suite 3100 City: Dallas State: Texas Zip: 75202

6. Total number of applications and registrations involved: 4 7. Total fee (37 CFR 3.41): \$ 115.00 [x] Enclosed [] Authorized to be charged to deposit account 8. Deposit account number: 08-1394 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature. To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Andrew S. Ehmke Name of Person Signing [Signature] Signature 3/29/02 Date

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

03/18/2002 TDIAZ1 00000202 2016045 01 FC:481 40.00 OP 02 FC:482 75.00 OP D989914.1

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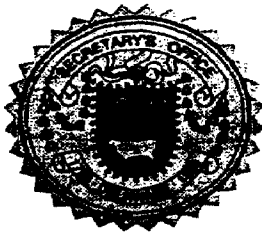
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"TRINITY RAIL GROUP, INC.", A ILLINOIS CORPORATION,
WITH AND INTO "TRINITY RAIL GROUP, LLC" UNDER THE NAME OF
"TRINITY RAIL GROUP, LLC", A LIMITED LIABILITY COMPANY ORGANIZED
AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS
RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF
DECEMBER, A.D. 2001, AT 1:31 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF
DECEMBER, A.D. 2001, AT 1 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1531052

DATE: 12-28-01

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CERTIFICATE OF MERGER

OF

**TRINITY RAIL GROUP, INC.,
an Illinois Corporation**

with and into

**TRINITY RAIL GROUP, LLC,
a Delaware Limited Liability Company**

Pursuant to the Delaware Limited Liability Company Act and the Illinois Business Corporation Act, the undersigned entities do hereby certify:

FIRST: The name and state of incorporation or formation of each of the constituent entities to the merger (the "Merger") are as follows:

<u>NAME:</u>	<u>STATE:</u>
Trinity Rail Group, Inc.	Illinois
Trinity Rail Group, LLC	Delaware

SECOND: An Agreement and Plan of Merger by and among the undersigned parties has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with the requirements of the Delaware Limited Liability Company Act and the Illinois Business Corporation Act.

THIRD: Trinity Rail Group, LLC, a Delaware limited liability company, shall be the surviving entity (the "Surviving Entity").

FOURTH: The executed Agreement and Plan of Merger is on file at the principal place of business of the Surviving Entity, which is 2525 Stemmons Freeway, Dallas, Texas 75207-2401.


FIFTH: A copy of the executed Agreement and Plan of Merger will be furnished by the Surviving Entity, on request and without cost to any stockholder or member, as the case may be, of any constituent entity to the Merger.

SIXTH: The Merger shall become effective at 1:00 p.m. on December 31, 2001.

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IN WITNESS WHEREOF, the undersigned have executed this Certificate of Merger as of the 28th day of December, 2001.

TRINITY RAIL GROUP, INC.,
an Illinois corporation

By: 

John L. Adams
Executive Vice President

TRINITY RAIL GROUP, LLC,
a Delaware limited liability company

By: 

Timothy R. Wallace
Chairman - Board of Managers

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TOTAL P.04