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

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

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, LLC

Individual(s) Association General Partnership Limited Partnership Corporation-State Other Delaware Limited Liability Company

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: TRN Business Trust

Internal Address: _____

Street Address: 2525 Stemmons Freeway

City: Dallas State: Texas Zip: 75207

Individual(s) citizenship _____ Association _____ General Partnership _____ Limited Partnership _____ Corporation-State _____ Other Delaware Business Trust

3 Nature of conveyance: Assignment Merger Security Agreement Change of Name Other _____

Execution Date: January 1, 2002

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 No

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 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

Enclosed Authorized to be charged to deposit account

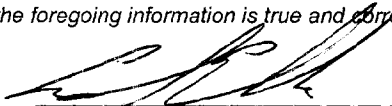
8. Deposit account number: 08-1394

(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

2/20/02 Date

Total number of pages including cover sheet, attachments, and document: 12

03/18/2002 TDIA71 0000203 2016045

01 FC:481 40.00 OP

02 FC:482 75.00 OP

D978618.1

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

DOCKET NO.: 24084.32

TRADEMARK REEL: 002463 FRAME: 0742

TRADEMARK AND PATENT ASSIGNMENT

WHEREAS, TRINITY RAIL GROUP, LLC (hereafter "Assignor"), a Delaware limited liability company, having an address of 845 Larch Avenue, Elmhurst, Illinois 60126-1196, is the owner of certain trademark applications, trademark registrations, and the marks thereof (hereafter the "Marks") as set forth on Exhibit A, and certain inventions, patents and patent applications set forth on Exhibit B hereto, and inventions described and claimed therein (hereafter the "Patent Property");

WHEREAS, TRN BUSINESS TRUST (hereafter "Assignee"), a Delaware business trust, having an address of 2525 Stemmons Freeway, Dallas, Texas 75207, desires to acquire all right, title and interest in and to the Marks together with the goodwill of the business symbolized thereby, and all associated trademark applications and registrations related thereto, as a successor to the business of Assignor or portion to which the Marks pertain and which business is ongoing and existing, and desires to acquire all right title and interest in and to the Patent Property;

WHEREAS, for Federal income tax and financial accounting purposes, the Assignor, Assignee, Trinity Industries, Inc., a Delaware corporation ("Trinity"), TRN Investment Company, a Delaware corporation ("Investment Co."), and TRN, Inc., a Delaware corporation ("TRN") have agreed that the transfer of the Marks and Patent Property, along with their related liabilities as follows: (i) at 12:02 a.m. on January 1, 2002, Assignor shall assign the Marks and Patent Property, along with their related liabilities to Trinity, (ii) at 12:03 a.m. on January 1, 2002, Trinity shall assign the Marks and Patent Property, along with their related liabilities to Investment Co., (iii) at 12:04 a.m. on January 1, 2002, Investment Co. shall assign the Marks and Patent Property, along with their related liabilities to TRN, and (iv) at 12:05 a.m. on January 1, 2002, TRN shall assign the Marks and Patent Property, along with their related liabilities Assignee; and

WHEREAS, the parties to this Trademark and Patent Assignment desire to avoid the administrative inconvenience of multiple assignments and assumptions of the Marks and Patent Property, along with their related liabilities, and intend to cause Assignor to assign the Marks and Patent Property, along with their related liabilities, directly to the Assignee, on behalf of Trinity, Investment Co. and TRN, and Assignee agrees to accept the Marks and Patent Property, along with their related liabilities, directly from Assignor.

NOW, THEREFORE, for ten dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby sell, assign, transfer and set over to Assignee, all its right, title and interest in and to the Marks together with the goodwill of the business symbolized by the Marks, and all associated trademark applications and registrations related thereto throughout the world, and to the Patent Property, as well as all provisionals, continuations, divisions, and continuations-in-part of said Patent Property, and all reissues and extensions thereof, the same to be held and enjoyed by Assignee for its own use and benefit, and for the use and benefit of its successors, assigns, or legal representatives, to the end of the term or terms for which such Patent Property may be granted or reissued, as fully and entirely as the same would have been held and enjoyed by Assignor if this assignment and sale had not been made.


Assignor also assigns to Assignee, all right, title and interest in and to the inventions disclosed in said Patent Property throughout the world, including the right to file provisional and non-provisional applications and obtain patents, utility models, industrial models and designs for said Patent Property in its own name throughout the world, including all rights to publish cautionary notices reserving ownership of said inventions and all rights to register said Patent Property in appropriate registries; and Assignor further agrees to execute any and all powers of attorney, applications, assignments, declarations, affidavits, and any other papers in connection therewith necessary to perfect such right, title and interest in Assignee.

Assignor also assigns unto Assignee all claims for damages by reason of infringement prior to the assignment date of the Marks and the Patent Property throughout the world, with the right to sue for and collect the same for its own use and benefit, and for the use and benefit of its successors, assigns and other legal representatives.

Assignor also will communicate to Assignee any facts known to it respecting any improvements; and, at the expense of Assignee, will testify in any legal proceedings, sign all lawful papers, execute all provisional, divisional, continuation, continuation-in-part, reissue and substitute applications, make lawful oaths and declarations, and generally do everything possible to vest title in Assignee and to aid Assignee to obtain and enforce proper protection for said Patent Property in all countries.

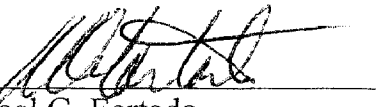
IN WITNESS WHEREOF, the parties have caused this Trademark and Patent Assignment to be executed on the dates and in the capacities shown below.

TRINITY RAIL GROUP, LLC.

By: 
Michael G. Fortado,
Secretary

Date: January 1, 2002

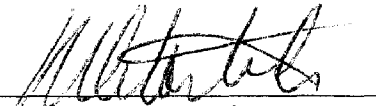
TRN BUSINESS TRUST

By: 
Michael G. Fortado,
Trustee

Date: January 1, 2002

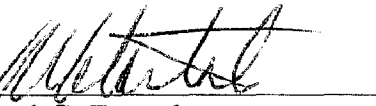
AGREED AND ACCEPTED:

TRINITY INDUSTRIES, INC.

By: 
Michael G. Fortado,
Vice President

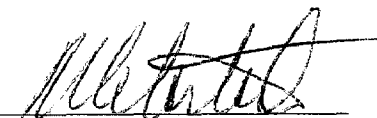
Date: January 1, 2002

TRN INVESTMENT COMPANY

By: 
Michael G. Fortado,
Vice President and Secretary

Date: January 1, 2002

TRN, INC.

By: 
Michael G. Fortado,
Vice President and Secretary

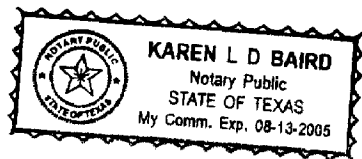
Date: January 1, 2002

STATE OF Texas

COUNTY OF Dallas

Before me, the undersigned, a Notary Public on this day personally appeared MICHAEL G. FORTADO, known to me to be the person and officer whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of the said TRINITY RAIL GROUP, LLC, an Illinois corporation, and that he had executed the same as the act of such corporation for the purpose and consideration therein expressed, and in the capacity therein stated.

Given under my hand and seal of office this 1st day of January, 2002.



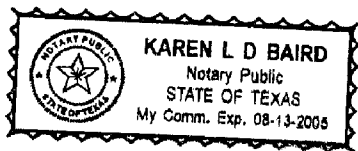
Karen L. D. Baird
Notary Public in and for
the State of Texas

STATE OF TEXAS

COUNTY OF DALLAS

Before me, the undersigned, a Notary Public on this day personally appeared MICHAEL G. FORTADO, known to me to be the person and officer whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of the said TRN BUSINESS TRUST, a Delaware business trust, and that he had executed the same as the act of such trust for the purpose and consideration therein expressed, and in the capacity therein stated.

Given under my hand and seal of office, this 1st day of January, 2002.



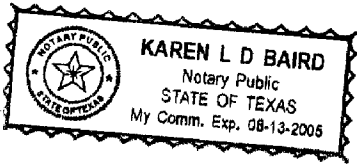
Karen L. D. Baird
Notary Public in and for
the State of Texas

STATE OF TEXAS

COUNTY OF DALLAS

Before me, the undersigned, a Notary Public on this day personally appeared MICHAEL G. FORTADO, known to me to be the person and officer whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of the said TRINITY INDUSTRIES, INC., a Delaware corporation, and that he had executed the same as the act of such trust for the purpose and consideration therein expressed, and in the capacity therein stated.

Given under my hand and seal of office, this 15th day of January, 2002.



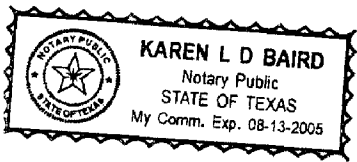
Karen L. D. Baird
Notary Public in and for
the State of Texas

STATE OF TEXAS

COUNTY OF DALLAS

Before me, the undersigned, a Notary Public on this day personally appeared MICHAEL G. FORTADO, known to me to be the person and officer whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of the said TRN INVESTMENT CO., a Delaware corporation, and that he had executed the same as the act of such trust for the purpose and consideration therein expressed, and in the capacity therein stated.

Given under my hand and seal of office, this 15th day of January, 2002.



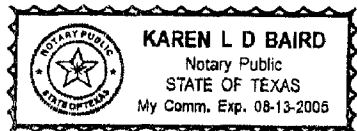
Karen L. D. Baird
Notary Public in and for
the State of Texas

STATE OF TEXAS

COUNTY OF DALLAS

Before me, the undersigned, a Notary Public on this day personally appeared MICHAEL G. FORTADO, known to me to be the person and officer whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of the said TRN INC., a Delaware corporation, and that he had executed the same as the act of such trust for the purpose and consideration therein expressed, and in the capacity therein stated.

Given under my hand and seal of office, this 1st day of January, 2002.



Karen L. D. Baird

Notary Public in and for
the State of Texas

EXHIBIT A

U.S. Issued Trademark Registrations

<u>Reg. No.</u>	<u>Issue Date</u>	<u>Mark</u>	<u>Goods</u>
2,016,045	12-Nov-1996	AVALANCHE	Railcars
2,010,521	22-Oct-1996	MAXGON	Railcars
2,151,130	14-Apr-1998	SEAL SAFE RADIAL DOOR	Railcars, doors for railcars and other structural parts for railcars
2,125,897	30-Dec-1997	SUPER AVALANCHE	Railcars

EXHIBIT B

U.S. Patents

<u>Patent No.</u>	<u>Issue Date</u>	<u>Title</u>
5,036,774	06-Aug-1991	Long-Travel Side Bearing for an Articulated Railroad Car
4,771,706	20-Sep-1988	Container Carrying Railroad Car with Support Castings
4,909,157	20-Mar-1990	Container Carrying Railroad Car with Improved Support System
4,876,968	31-Oct-1989	Container Carrying Railroad Car with Improved Support System
4,949,646	21-Aug-1990	Container Carrying Railroad Car with Improved Support System
4,766,820	30-Aug-1988	Hopper Car with Automatic Discharge Door Mechanism
4,759,669	26-Jul-1988	Vehicle Transporting Railroad Car with Hinged Deck Section Lock
4,730,562	15-Mar-1988	Vehicle Transporting Railroad Car with Brace Bays
4,377,058	22-Mar-1983	Covered Hopper Car Roof
4,452,027	05-Jun-1984	Panel Clip
4,838,743	13-Jun-1989	Vehicle Cantilever Chock Block Apparatus for Railroad Car Transport of Vehicles
4,979,856	25-Dec-1990	Vehicle Cantilever Chock Block Apparatus for Railroad Car Transport of Vehicles
4,841,876	27-Jun-1989	Railroad Container Transporting Car of Increased Weight Carrying Capacity
5,170,717	15-Dec-1992	Railroad Cars for Transporting Cylindrical Objects Transversely
313,378	01-Jan-1991	Railroad Hopper Car End Slope Collar Casting
311,359	16-Oct-1990	Railroad Hopper Car Cross Ridge Collar Casting
4,936,227	26-Jun-1990	End Door for Railcar
5,657,698	19-Aug-1997	Pivot Plate Assembly for Articulated Railway Cars
5,575,221	19-Nov-1996	Truck Mounted Brake System
5,755,486	16-Jun-1998	Auto Rack Railway Car
5,046,432	10-Sep-1991	Unloading Gate for Bulk Material Handling Containers
5,259,324	09-Nov-1993	Gate Retainer
5,737,816	04-Aug-1998	Auto Rack Side Panel Assembly
5,829,360	03-Nov-1998	Auto Rack Door Lock
5,438,935	08-Aug-1995	Railroad Car Hatch Cover Mechanism with Dual Latch Positions for Safety Venting Hatch
5,138,264	23-Feb-1993	Railroad Hopper Car Discharge Gate Valve
5,136,110	16-Feb-1993	Railroad Hopper Car Discharge Gate Valve
5,160,223	03-Nov-1992	Polymer Wheel Chock for Use on Vehicle Transport Carriers
5,005,739	09-Apr-1991	Railroad Hopper Car Outlet Gate End Tube Seal
4,975,000	04-Dec-1990	Improvements in Railroad Hopper Car Outlet Gate End Tube Assemblies

4,974,999	04-Dec-1990	Lock for a Railroad Hopper Car Outlet Gate End Tube Assembly
4,857,615	19-Sep-1989	Hopper Car Discharge Gate
5,644,990	08-Jul-1997	Railroad Car Hatch Cover
5,732,187	21-Jul-1998	Pivot Plate Assembly for Articulated Railway Cars
6,024,023	15-Feb-2000	Hopper Car Gate
6,053,113	25-Apr-2000	Vented Hatch Coaming
6,244,801	12-Jun-2001	Motor-Vehicle Carrying Railcar with Offset H-Frame
6,216,603	17-Apr-2001	Vented Hatch Coaming
5,073,259	17-Dec-1991	Manhole Mounted Filtering System for Self-Loading Semi-Trailer
5,819,970	13-Oct-1998	Pneumatic Vessels for Trailers and Methods of Assembly
5,331,606	17-Jan-1995	Aeration Devices and Methods
5,366,317	22-Nov-1994	Manhole Cover Apparatus and Method
4,652,543	05-May-1987	Aeration Device for Assisting in Aeration of Material From Containers

U.S. Patent Applications

<u>Appln. No.</u>	<u>Filing Date</u>	<u>Title</u>
09/145,503	02-Sep-1998	Improvements to Vehicle-Transporting Railway Cars
09/324,430	01-Jun-1999	Motor-Vehicle Carrying Railcar with Improved Sidewall Structure
09/546,854	10-Apr-2000	Lightweight Railroad Car for Carrying Steel Coils
09/631,320	03-Aug-2000	Mechanism to Facilitate Raising and Lowering Hinged End Section of Deck
09/577,752	23-May-2000	Bolt Action Deck Lock Pin
09/631,658	03-Aug-2000	Auto-Rack Deck Hinge Arrangement
09/635,978	09-Aug-2000	Center Beam Car with Increased Load Capacity
09/632,490	04-Aug-2000	Trackless Support for Radial End Door
09/839,064	20-Apr-2001	Energy Absorbing Coupler Knuckle Pin
60/219,829	21-Jul-2000	Side Tipping Wagon with Improved Tip Mechanism
60/234,592	22-Sep-2000	Railway Car to Transport Semi-Trucks
09/812,165	19-Mar-2001	Door Edge Protector
09/124,554	02-Oct-2000	Flexible Closure Assembly
09/027,455	31-Oct-2000	Door Edge Protector
09/084,802	26-May-1998	Auto Rack Railway Car
09/891,771	26-Jun-2001	Auto Rack Railway Car
60/282,553	09/Apr-2001	Railway Hopper Car
09/287,435	06-Apr-2001	Vented Hatch Coaming
09/862,121	21-May-2001	Motor-Vehicle Carrying Railcar with Improved Sidewall Structure

Foreign Patents

Country: CANADA

<u>Patent. No.</u>	<u>Issue Date</u>	<u>Title</u>
1,331,720	30-Aug-1994	Unloading Gate for Bulk Material Handling Containers
2,029,948	30-May-2000	Railroad Hopper Car Outlet Gate End Tube Seal
2,029,947	30-May-2000	Improvements in Railroad Hopper Car Outlet Gate End Tube Assemblies
1,320,391	20-Jul-1993	Hopper Car Discharge Gate
1,220,981	28-Apr-1987	Hatch Cover Seal Assembly
1,174,115	11-Sep-1984	Hopper Discharge Valve

Pending Foreign Applications

Country: CANADA

<u>Appln. No.</u>	<u>Filing Date</u>	<u>Title</u>
2,195,829	23-Jan-1997	Auto Rack Side Panel Assembly
2,246,885	09-Sep-1998	Improvements to Vehicle-Transporting Railway Cars
2,246,887	09-Sep-1998	Flexible Closure Assembly
2,309,935	29-May-2000	Motor-Vehicle Carrying Railcar with Offset H-Frame
2,308,803	18-May-2000	Motor-Vehicle Carrying Railcar with Improved Sidewall Structure
2,342,501	29-Mar-2001	Lightweight Railroad Car for Carrying Steel Coils
2,315,525	07-Aug-2000	Mechanism to Facilitate Raising and Lowering Hinged End Section of Deck
2,313,834	11-Jul-2000	Railcar Floor Assembly
2,315,336	04-Aug-2000	Auto-Rack Deck Hinge Arrangement
2,315,535	09-Aug-2000	Center Beam Car with Increased Load Capacity
2,315,285	04-Aug-2000	Trackless Support for Radial End Door

Country: MEXICO

<u>Appln. No.</u>	<u>Filing Date</u>	<u>Title</u>
998,096	01-Sep-1999	Improvements to Vehicle-Transporting Railway Cars
002,987	29-Jul-1999	Flexible Closure Assembly
005,332	31-May-2000	Motor-Vehicle Carrying Railcar with Offset H-Frame
005,333	31-May-2000	Motor-Vehicle Carrying Railcar with Improved Sidewall Structure
003,688	10-Apr-2001	Lightweight Railroad Car for Carrying Steel Coils
007,694	07-Aug-2000	Mechanism to Facilitate Raising and Lowering Hinged End Section of Deck
007,664	04-Aug-2000	Auto-Rack Deck Hinge Arrangement
007,663	04-Aug-2000	Trackless Support for Radial End Door

Unfiled Foreign Patent Applications

Country

Title

Canada

Door Edge Protector