

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

|                         |                |
|-------------------------|----------------|
| <b>SUBMISSION TYPE:</b> | NEW ASSIGNMENT |
|-------------------------|----------------|

|                              |        |
|------------------------------|--------|
| <b>NATURE OF CONVEYANCE:</b> | MERGER |
|------------------------------|--------|

|                             |                 |                       |                       |
|-----------------------------|-----------------|-----------------------|-----------------------|
| <b>CONVEYING PARTY DATA</b> |                 |                       |                       |
| <b>Name</b>                 | <b>Formerly</b> | <b>Execution Date</b> | <b>Entity Type</b>    |
| Trinity Rail Group, Inc.    |                 | 12/28/2001            | CORPORATION: ILLINOIS |

|                             |  |
|-----------------------------|--|
| <b>RECEIVING PARTY DATA</b> |  |
| <b>Name:</b>                | Trinity Rail Group, LLC                            |
| <b>Street Address:</b>      | Oakbrook Terrace Tower, One Tower Lane, 29th Floor |
| <b>City:</b>                | Oakbrook Terrace                                   |
| <b>State/Country:</b>       | ILLINOIS   |
| <b>Postal Code:</b>         | 60181  |
| <b>Entity Type:</b>         | Limited Liability Company: DELAWARE                |

|                                  |               |                  |
|----------------------------------|---------------|------------------|
| <b>PROPERTY NUMBERS Total: 1</b> |               |                  |
| <b>Property Type</b>             | <b>Number</b> | <b>Word Mark</b> |
| <b>Serial Number:</b>            | 76343988      | AUL              |

|  |                                      |
|--|--------------------------------------|
| <b>CORRESPONDENCE DATA</b>   |                                      |
| <b>Fax Number:</b>   | (312)577-7007                        |
| <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> |                                      |
| <b>Email:</b>  | trademark@fitcheven.com              |
| <b>Correspondent Name:</b>   | Fitch, Even, Tabin & Flannery        |
| <b>Address Line 1:</b>   | 120 South LaSalle Street, Suite 1600 |
| <b>Address Line 4:</b>   | Chicago, ILLINOIS 60603-3406         |

|                                |            |
|--------------------------------|------------|
| <b>ATTORNEY DOCKET NUMBER:</b> | 5497-55426 |
|--------------------------------|------------|

|                           |                 |
|---------------------------|-----------------|
| <b>NAME OF SUBMITTER:</b> | Joseph T. Nabor |
|---------------------------|-----------------|

|   |
|---|
| <b>Total Attachments: 3</b>                         |
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| source=TRINITY RAIL GROUP LLC ASIGNMENT_2#page1.tif |
| source=TRINITY RAIL GROUP LLC ASIGNMENT_3#page1.tif |

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# Delaware

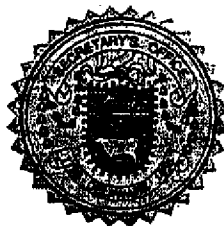
PAGE 1

*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.



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010674192

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1531052

DATE: 12-28-01

TRADEMARK  
REEL: 002800 FRAME: 0995

**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.

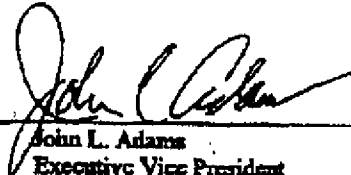
**FIFTH:** A copy of the executed Agreement and Plan of Merger will be furnished by the Surviving Entity, on request and without cost to any stockholder or member, as the case may be, of any constituent entity to the Merger.

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

**IN WITNESS WHEREOF**, the undersigned have executed this Certificate of Merger as of the 28<sup>th</sup> 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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