

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/01/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
TRN, INC.		12/20/2006	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	TRINITY INDUSTRIES, INC.
Street Address:	2525 Stemmons Freeway
City:	Dallas
State/Country:	TEXAS
Postal Code:	75207
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 45

Property Type	Number	Word Mark
Registration Number:	2999411	TRINITY
Registration Number:	2429167	T
Registration Number:	2316112	T
Registration Number:	2490299	TRINITY
Registration Number:	2399084	TRINITY INDUSTRIES, INC.
Registration Number:	2757235	NABRICO OVER 100 YEARS
Registration Number:	1211243	NABRICO
Registration Number:	1105495	NABRICO
Registration Number:	1178793	NABRICO OVER 75 YEARS
Registration Number:	2504547	ADIEM
Serial Number:	78970299	BUILDING TOMORROW'S HIGHWAY SAFETY SOLUTIONS TODAY
Serial Number:	78970390	BUILDING TOMORROW'S HIGHWAY SAFETY SOLUTIONS

TRADEMARK

		TODAY
Serial Number:	78970343	BUILDING TOMORROW'S HIGHWAY SAFETY SOLUTIONS TODAY
Registration Number:	2507155	CAT
Registration Number:	1548853	CAT
Registration Number:	2553809	ET PLUS
Registration Number:	2490903	ET-2000
Registration Number:	1103901	GLAREFOIL
Registration Number:	2487002	HBA
Registration Number:	2789631	KING BLOCK
Registration Number:	2784909	KING SIZE KING BLOCK
Registration Number:	2328131	MPS 350
Registration Number:	2815342	SRT-350
Registration Number:	1558760	SYRO
Registration Number:	2150590	TAKING HIGHWAY SAFETY INTO THE 21ST CENTURY
Registration Number:	2418125	TRACC
Registration Number:	2433866	TRI GARD
Registration Number:	2558497	WY-BET
Registration Number:	2290407	SMOOTHCRETE
Registration Number:	2934594	TRINNOVATION
Serial Number:	78764590	VERSA-BOX
Serial Number:	78763579	RDL
Registration Number:	3032353	TRINITYRAIL
Registration Number:	3032355	TRINITYRAIL BUILT TO DELIVER
Registration Number:	3032356	TRINITYRAIL
Registration Number:	2807122	TRINITY RAIL GROUP
Registration Number:	2784771	TRINITY RAIL GROUP
Registration Number:	1106041	RAPID DISCHARGE
Registration Number:	1543426	POWER FLO
Registration Number:	1551814	POLY FLO
Registration Number:	1558786	DIFCO
Registration Number:	1745156	THE ALUMINATOR
Registration Number:	2948473	TRINCOOL
Serial Number:	78887636	T-RAMS
Serial Number:	78887635	T-RAMS TRINITYRAIL ASSET MANAGEMENT SOLUTIONS

CORRESPONDENCE DATA

Fax Number: (214)661-4691
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 214.953.6500
Email: b.k.drinkwater@bakerbotts.com
Correspondent Name: B. K. Drinkwater, c/o Baker Botts L.L.P.
Address Line 1: 2001 Ross Avenue
Address Line 2: Suite 600
Address Line 4: Dallas, TEXAS 75201

ATTORNEY DOCKET NUMBER:	091078.0010
NAME OF SUBMITTER:	B. K. Drinkwater
Signature:	/B. K. Drinkwater/
Date:	01/03/2007

Total Attachments: 3
source=TRN Inc. - DE Cert of Merger#page1.tif
source=TRN Inc. - DE Cert of Merger#page2.tif
source=TRN Inc. - DE Cert of Merger#page3.tif

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:

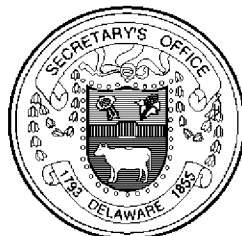
"TRN, INC.", A DELAWARE CORPORATION,
WITH AND INTO "TRINITY INDUSTRIES, INC." UNDER THE NAME OF "TRINITY INDUSTRIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2006, AT 9:01 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2007, AT 12:01 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2098029 8100M

061178368



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5309104

DATE: 12-27-06

TRADEMARK
REEL: 003454 FRAME: 0018

**CERTIFICATE OF MERGER
OF
TRN, INC.,
a Delaware corporation
WITH AND INTO
TRINITY INDUSTRIES, INC.,
a Delaware corporation**

The undersigned corporations organized and existing under and by virtue of the Delaware General Corporation Law ("*DGCL*"), do hereby certify that:

FIRST: The name and state of incorporation of each of the constituent corporations of the merger are set forth below:

<u>Name</u>	<u>State of Incorporation</u>
TRN, Inc. (" <i>TRN</i> ")	Delaware
Trinity Industries, Inc. (" <i>Trinity</i> ")	Delaware

SECOND: An Agreement and Plan of Merger (the "*Plan of Merger*") between the parties has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the *DGCL*, as applicable, and by all actions required by the laws under which TRN and Trinity were formed and the governing documents of TRN and Trinity.

THIRD: Trinity Industries, Inc., a Delaware corporation, shall be the surviving corporation.

FOURTH: The Certificate of Incorporation of Trinity shall be the Certificate of Incorporation of the surviving corporation, and no amendments or changes to the Certificate of Incorporation of Trinity are desired to be effected by the merger.

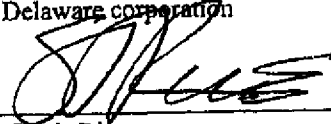
FIFTH: The merger is to become effective as of 12:01 a.m. on January 1, 2007.

SIXTH: The executed Plan of Merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is 2525 Stemmons Freeway, Dallas, Texas 75207.

SEVENTH: A copy of the Plan of Merger will be furnished by the surviving corporation, on request and without cost to any stockholder of any constituent corporation.

Dated: December 20, 2006

TRN, INC.,
a Delaware corporation



S. Theis Rice
President

TRINITY INDUSTRIES, INC.,
a Delaware corporation



Michael G. Fortado
Vice President and Secretary