RECORDATION NO. 24339 FILED

FEB 28 '03 12-31 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

February 28, 2003

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Security Agreement, dated as of February 28, 2003, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Borrower: Trinity Rail Leasing Trust II
2525 Stemmons Freeway
Dallas, Texas 75207

Secured Party: Credit Suisse First Boston,
New York Branch
Eleven Madison Avenue
New York, NY 10010

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

419 railcars within the following series:

CP	523200 - 523284
OLNX	055517 – 055590
PLMX	135151 – 135230
PLMX	137001 – 137060
TILX	135485 – 135500
TILX	400410 – 400412
TILX	620053 – 620074
TILX	620499 – 620589
TILX	635503 – 635598
TIMX	135020 - 135039

A short summary of the document to appear in the index follows:

Memorandum of Security Agreement.

Also enclosed is a check in the amount of $30.00 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,

Robert W. Alvord

RWA/anr
Enclosures

RECORDATION NO. 24339 FILED

FEB 28 '03 12-31 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF SECURITY AGREEMENT

This Memorandum of Security Agreement (this "Memorandum") is executed as of 28th of February, 2003, by and between TRINITY RAIL LEASING TRUST II, a Delaware business trust (the "Borrower") and CREDIT SUISSE FIRST BOSTON, NEW YORK BRANCH, as Agent for the Secured Parties (as defined in the Security Agreement, as defined below).

The Borrower and the Agent have entered into a Security Agreement dated as of June 27, 2002 (as from time to time amended, modified or supplemented, the "Security Agreement") by which the Borrower has granted a security interest to the Agent for the ratable benefit of the Secured Parties (as defined in the Security Agreement) in all assets of the Borrower, including without limitation, certain railroad equipment described on and bearing reporting marks and road numbers as provided on Exhibit A (the "Railcars") and certain leases relating to such Railcars as described on Exhibit B (the "Leases"), whether now owned or hereafter arising or acquired.

The purpose of this Memorandum is to give record notice of the existence of the security interest of the Agent in the Railcars and the Leases, and all terms and conditions of the Security Agreement are incorporated by reference herein.

This Memorandum is prepared only for the public record and is being recorded with the Surface Transportation Board pursuant to 49 U.S.C. 11301(a) and the Registrar General of Canada.

[signature page to follow]

IN WITNESS WHEREOF, the undersigned has caused this certificate to be duly executed and delivered on the date first written above

By: _____

Name: Eric Marchetto

Title: Vice President

CREDIT SUISSE FIRST BOSTON,
NEW YORK BRANCH

By: _____
Name: MARK LENGEL
Title: DIRECTOR

By: _____
Name: _____
Title: Soave Joseph Soave
Vice President

ACKNOWLEDGMENT

STATE OF Texas)
COUNTY OF Dallas)

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Eric Marchetto, who upon oath, acknowledged himself to be the treasurer of TRINITY RAIL LEASING TRUST II, a Delaware business trust, and that s/he as such officer being authorized to do so, executed the foregoing Memorandum of Security Agreement for the purposes therein contained by signing the name of the Delaware business trust by her/himself as a such officer Trinity Rail Leasing Trust II.

WITNESS my hand and official seal this 26th day of February, 2003.

Notary Public

MY COMMISSION EXPIRES:
08/30/2003

Lorrie Andrews

LORRIE ANDREWS
Notary Public, State of Texas
My Commission Expires
08/30/2003

ACKNOWLEDGMENT

STATE OF New York)
)
COUNTY OF Kings)

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Mark Lengel / Joseph Soave, who upon oath, acknowledged himself to be a Vice President / Vice President of CREDIT SUISSE FIRST BOSTON, NEW YORK BRANCH, and that s/he as such officer being authorized to do so, executed the foregoing Memorandum of Security Agreement for the purposes therein contained by signing the name of such bank by her/himself as a such officer such Credit Suisse First Boston, New York Branch.

WITNESS my hand and official seal this 26th day of February, 2003.

Vivienne I. Bent
Notary Public

MY COMMISSION EXPIRES: 10/30/06

Vivienne I. Bent
Notary Public, State of New York
No. 01BE6050122
Qualified in Kings County
Commission Expires October 30, 2006

EXHIBIT A

Asset Mark	Lessee Number	Invoice Date	Car Type
CP 523200	817	3/30/2001	Freight
CP 523201	817	3/30/2001	Freight
CP 523202	817	3/30/2001	Freight
CP 523203	817	3/30/2001	Freight
CP 523204	817	3/30/2001	Freight
CP 523205	817	3/30/2001	Freight
CP 523206	817	3/30/2001	Freight
CP 523207	817	3/30/2001	Freight
CP 523208	817	3/30/2001	Freight
CP 523209	817	3/30/2001	Freight
CP 523210	817	3/30/2001	Freight
CP 523211	817	3/30/2001	Freight
CP 523212	817	3/30/2001	Freight
CP 523213	817	3/30/2001	Freight
CP 523214	817	3/30/2001	Freight
CP 523215	817	3/30/2001	Freight
CP 523216	817	3/30/2001	Freight
CP 523217	817	3/30/2001	Freight
CP 523218	817	3/30/2001	Freight
CP 523219	817	3/30/2001	Freight
CP 523220	817	3/30/2001	Freight
CP 523221	817	3/30/2001	Freight
CP 523222	817	3/30/2001	Freight
CP 523223	817	3/30/2001	Freight
CP 523224	817	3/30/2001	Freight
CP 523225	817	3/30/2001	Freight
CP 523226	817	3/30/2001	Freight
CP 523227	817	3/30/2001	Freight
CP 523228	817	3/30/2001	Freight
CP 523229	817	3/30/2001	Freight
CP 523230	817	4/30/2001	Freight
CP 523231	817	4/30/2001	Freight
CP 523232	817	4/30/2001	Freight
CP 523233	817	4/30/2001	Freight
CP 523234	817	4/30/2001	Freight
CP 523235	817	4/30/2001	Freight
CP 523236	817	4/30/2001	Freight
CP 523237	817	4/30/2001	Freight
CP 523238	817	4/30/2001	Freight
CP 523239	817	4/30/2001	Freight
CP 523240	817	5/31/2001	Freight
CP 523241	817	5/31/2001	Freight
CP 523242	817	5/31/2001	Freight
CP 523243	817	5/31/2001	Freight

EXHIBIT A

Asset Mark	Lessee Number	Invoice Date	Car Type
CP 523244	817	5/31/2001	Freight
CP 523245	817	5/31/2001	Freight
CP 523246	817	5/31/2001	Freight
CP 523247	817	5/31/2001	Freight
CP 523248	817	5/31/2001	Freight
CP 523249	817	5/31/2001	Freight
CP 523250	817	5/31/2001	Freight
CP 523251	817	5/31/2001	Freight
CP 523252	817	5/31/2001	Freight
CP 523253	817	5/31/2001	Freight
CP 523254	817	5/31/2001	Freight
CP 523255	817	5/31/2001	Freight
CP 523256	817	5/31/2001	Freight
CP 523257	817	5/31/2001	Freight
CP 523258	817	5/31/2001	Freight
CP 523259	817	5/31/2001	Freight
CP 523260	817	5/31/2001	Freight
CP 523261	817	5/31/2001	Freight
CP 523262	817	5/31/2001	Freight
CP 523263	817	5/31/2001	Freight
CP 523264	817	5/31/2001	Freight
CP 523265	817	5/31/2001	Freight
CP 523266	817	5/31/2001	Freight
CP 523267	817	5/31/2001	Freight
CP 523268	817	5/31/2001	Freight
CP 523269	817	5/31/2001	Freight
CP 523270	817	6/29/2001	Freight
CP 523271	817	6/29/2001	Freight
CP 523272	817	6/29/2001	Freight
CP 523273	817	6/29/2001	Freight
CP 523274	817	6/29/2001	Freight
CP 523275	817	6/29/2001	Freight
CP 523276	817	6/29/2001	Freight
CP 523277	817	6/29/2001	Freight
CP 523278	817	6/29/2001	Freight
CP 523279	817	6/29/2001	Freight
CP 523280	817	3/30/2001	Freight
CP 523281	817	3/30/2001	Freight
CP 523282	817	3/30/2001	Freight
CP 523283	817	3/30/2001	Freight
CP 523284	817	3/30/2001	Freight
OLNX 055517	5714	12/18/1992	Freight
OLNX 055518	5714	12/23/1992	Freight
OLNX 055519	5714	12/23/1992	Freight

EXHIBIT A

Asset Mark	Lessee Number	Invoice Date	Car Type
OLNX 055523	5714	12/18/1992	Freight
OLNX 055524	5714	12/18/1992	Freight
OLNX 055528	5714	12/23/1992	Freight
OLNX 055537	5714	12/18/1992	Freight
OLNX 055542	5714	12/23/1992	Freight
OLNX 055544	5714	12/23/1992	Freight
OLNX 055545	5714	12/18/1992	Freight
OLNX 055546	5714	1/26/1993	Freight
OLNX 055547	5714	1/29/1993	Freight
OLNX 055548	5714	1/26/1993	Freight
OLNX 055549	5714	1/26/1993	Freight
OLNX 055550	5714	1/28/1993	Freight
OLNX 055551	5714	2/9/1993	Freight
OLNX 055552	5714	12/30/1992	Freight
OLNX 055553	5714	12/30/1992	Freight
OLNX 055554	5714	2/9/1993	Freight
OLNX 055555	5714	12/31/1992	Freight
OLNX 055556	5714	2/9/1993	Freight
OLNX 055557	5714	1/26/1993	Freight
OLNX 055558	5714	2/9/1993	Freight
OLNX 055559	5714	12/31/1992	Freight
OLNX 055560	5714	12/30/1992	Freight
OLNX 055561	5714	12/30/1992	Freight
OLNX 055562	5714	2/9/1993	Freight
OLNX 055563	5714	12/31/1992	Freight
OLNX 055564	5714	1/29/1993	Freight
OLNX 055565	5714	12/31/1992	Freight
OLNX 055566	5714	12/31/1992	Freight
OLNX 055567	5714	1/29/1993	Freight
OLNX 055568	5714	1/7/1993	Freight
OLNX 055569	5714	1/8/1993	Freight
OLNX 055570	5714	1/7/1993	Freight
OLNX 055571	5714	1/8/1993	Freight
OLNX 055572	5714	1/26/1993	Freight
OLNX 055573	5714	1/8/1993	Freight
OLNX 055574	5714	1/19/1993	Freight
OLNX 055575	5714	1/19/1993	Freight
OLNX 055576	5714	1/19/1993	Freight
OLNX 055577	5714	1/28/1993	Freight
OLNX 055578	5714	1/26/1993	Freight
OLNX 055579	5714	1/26/1993	Freight
OLNX 055580	5714	1/26/1993	Freight
OLNX 055581	5714	1/26/1993	Freight
OLNX 055582	5714	1/26/1993	Freight

EXHIBIT A

Asset Mark	Lessee Number	Invoice Date	Car Type
OLNX 055583	5714	1/26/1993	Freight
OLNX 055584	5714	1/26/1993	Freight
OLNX 055585	5714	1/26/1993	Freight
OLNX 055586	5714	2/9/1993	Freight
OLNX 055587	5714	1/25/1993	Freight
OLNX 055588	5714	1/28/1993	Freight
OLNX 055589	5714	1/26/1993	Freight
OLNX 055590	5714	1/8/1993	Freight
PLMX 135151	6107	10/30/2002	Tank
PLMX 135152	6107	10/30/2002	Tank
PLMX 135153	6107	10/30/2002	Tank
PLMX 135154	6107	10/30/2002	Tank
PLMX 135155	6107	10/30/2002	Tank
PLMX 135156	6107	10/31/2002	Tank
PLMX 135157	6107	11/18/2002	Tank
PLMX 135158	6107	11/18/2002	Tank
PLMX 135159	6107	10/31/2002	Tank
PLMX 135160	6107	11/18/2002	Tank
PLMX 135161	6107	10/31/2002	Tank
PLMX 135162	6107	10/31/2002	Tank
PLMX 135163	6107	10/31/2002	Tank
PLMX 135164	6107	10/31/2002	Tank
PLMX 135165	6107	10/31/2002	Tank
PLMX 135166	6107	10/31/2002	Tank
PLMX 135167	6107	10/31/2002	Tank
PLMX 135168	6107	10/31/2002	Tank
PLMX 135169	6107	10/31/2002	Tank
PLMX 135170	6107	10/31/2002	Tank
PLMX 135171	6107	10/31/2002	Tank
PLMX 135172	6107	11/18/2002	Tank
PLMX 135173	6107	10/31/2002	Tank
PLMX 135174	6107	11/18/2002	Tank
PLMX 135175	6107	11/18/2002	Tank
PLMX 135176	6107	10/31/2002	Tank
PLMX 135177	6107	11/18/2002	Tank
PLMX 135178	6107	11/18/2002	Tank
PLMX 135179	6107	10/31/2002	Tank
PLMX 135180	6107	11/18/2002	Tank
PLMX 135181	6107	11/18/2002	Tank
PLMX 135182	6107	11/18/2002	Tank
PLMX 135183	6107	11/18/2002	Tank
PLMX 135184	6107	11/18/2002	Tank
PLMX 135185	6107	11/18/2002	Tank
PLMX 135186	6107	11/18/2002	Tank

EXHIBIT A

Asset Mark	Lessee Number	Invoice Date	Car Type
PLMX 135187	6107	11/18/2002	Tank
PLMX 135188	6107	11/18/2002	Tank
PLMX 135189	6107	11/18/2002	Tank
PLMX 135190	6107	11/18/2002	Tank
PLMX 135191	6107	11/27/2002	Tank
PLMX 135192	6107	11/27/2002	Tank
PLMX 135193	6107	11/27/2002	Tank
PLMX 135194	6107	11/27/2002	Tank
PLMX 135195	6107	11/27/2002	Tank
PLMX 135196	6107	11/27/2002	Tank
PLMX 135197	6107	11/27/2002	Tank
PLMX 135198	6107	11/27/2002	Tank
PLMX 135199	6107	11/27/2002	Tank
PLMX 135200	6107	11/27/2002	Tank
PLMX 135201	6107	11/27/2002	Tank
PLMX 135202	6107	11/27/2002	Tank
PLMX 135203	6107	11/27/2002	Tank
PLMX 135204	6107	11/27/2002	Tank
PLMX 135205	6107	11/27/2002	Tank
PLMX 135206	6107	11/27/2002	Tank
PLMX 135207	6107	11/27/2002	Tank
PLMX 135208	6107	11/27/2002	Tank
PLMX 135209	6107	11/27/2002	Tank
PLMX 135210	6107	11/27/2002	Tank
PLMX 135211	6107	11/27/2002	Tank
PLMX 135212	6107	11/27/2002	Tank
PLMX 135213	6107	11/27/2002	Tank
PLMX 135214	6107	11/27/2002	Tank
PLMX 135215	6107	11/27/2002	Tank
PLMX 135216	6107	11/27/2002	Tank
PLMX 135217	6107	11/27/2002	Tank
PLMX 135218	6107	11/27/2002	Tank
PLMX 135219	6107	11/27/2002	Tank
PLMX 135220	6107	11/27/2002	Tank
PLMX 135221	6107	11/27/2002	Tank
PLMX 135222	6107	11/27/2002	Tank
PLMX 135223	6107	11/27/2002	Tank
PLMX 135224	6107	11/27/2002	Tank
PLMX 135225	6107	11/27/2002	Tank
PLMX 135226	6107	11/27/2002	Tank
PLMX 135227	6107	11/27/2002	Tank
PLMX 135228	6107	11/27/2002	Tank
PLMX 135229	6107	11/27/2002	Tank
PLMX 135230	6107	11/27/2002	Tank

EXHIBIT A

Asset Mark	Lessee Number	Invoice Date	Car Type
PLMX 137001	6107	12/10/2002	Tank
PLMX 137002	6107	12/10/2002	Tank
PLMX 137003	6107	12/10/2002	Tank
PLMX 137004	6107	12/10/2002	Tank
PLMX 137005	6107	12/10/2002	Tank
PLMX 137006	6107	12/10/2002	Tank
PLMX 137007	6107	12/31/2002	Tank
PLMX 137008	6107	12/31/2002	Tank
PLMX 137009	6107	12/10/2002	Tank
PLMX 137010	6107	12/31/2002	Tank
PLMX 137011	6107	12/31/2002	Tank
PLMX 137012	6107	12/31/2002	Tank
PLMX 137013	6107	12/31/2002	Tank
PLMX 137014	6107	12/31/2002	Tank
PLMX 137015	6107	12/31/2002	Tank
PLMX 137016	6107	12/31/2002	Tank
PLMX 137017	6107	12/31/2002	Tank
PLMX 137018	6107	12/31/2002	Tank
PLMX 137019	6107	12/31/2002	Tank
PLMX 137020	6107	12/31/2002	Tank
PLMX 137021	6107	12/31/2002	Tank
PLMX 137022	6107	12/31/2002	Tank
PLMX 137023	6107	12/31/2002	Tank
PLMX 137024	6107	12/31/2002	Tank
PLMX 137025	6107	12/31/2002	Tank
PLMX 137026	6107	12/31/2002	Tank
PLMX 137027	6107	12/31/2002	Tank
PLMX 137028	6107	12/31/2002	Tank
PLMX 137029	6107	12/31/2002	Tank
PLMX 137030	6107	12/31/2002	Tank
PLMX 137031	6107	12/31/2002	Tank
PLMX 137032	6107	12/31/2002	Tank
PLMX 137033	6107	12/31/2002	Tank
PLMX 137034	6107	12/31/2002	Tank
PLMX 137035	6107	12/31/2002	Tank
PLMX 137036	6107	12/31/2002	Tank
PLMX 137037	6107	12/31/2002	Tank
PLMX 137038	6107	12/31/2002	Tank
PLMX 137039	6107	12/31/2002	Tank
PLMX 137040	6107	12/31/2002	Tank
PLMX 137041	6107	12/31/2002	Tank
PLMX 137042	6107	1/13/2003	Tank
PLMX 137043	6107	12/31/2002	Tank
PLMX 137044	6107	12/31/2002	Tank

EXHIBIT A

Asset Mark	Lessee Number	Invoice Date	Car Type
PLMX 137045	6107	12/31/2002	Tank
PLMX 137046	6107	1/13/2003	Tank
PLMX 137047	6107	1/13/2003	Tank
PLMX 137048	6107	12/31/2002	Tank
PLMX 137049	6107	1/13/2003	Tank
PLMX 137050	6107	12/31/2002	Tank
PLMX 137051	6107	12/31/2002	Tank
PLMX 137052	6107	1/13/2003	Tank
PLMX 137053	6107	1/13/2003	Tank
PLMX 137054	6107	1/13/2003	Tank
PLMX 137055	6107	1/13/2003	Tank
PLMX 137056	6107	1/13/2003	Tank
PLMX 137057	6107	1/13/2003	Tank
PLMX 137058	6107	1/13/2003	Tank
PLMX 137059	6107	1/13/2003	Tank
PLMX 137060	6107	1/13/2003	Tank
TILX 135485	7810	4/15/1999	Tank
TILX 135486	7810	4/23/1999	Tank
TILX 135487	7810	4/15/1999	Tank
TILX 135488	7810	5/20/1999	Tank
TILX 135489	7810	4/23/1999	Tank
TILX 135490	7810	4/23/1999	Tank
TILX 135491	7810	4/23/1999	Tank
TILX 135492	7810	4/15/1999	Tank
TILX 135493	7810	4/23/1999	Tank
TILX 135494	7810	4/23/1999	Tank
TILX 135495	7810	4/30/1999	Tank
TILX 135496	7810	4/23/1999	Tank
TILX 135497	7810	4/23/1999	Tank
TILX 135498	7810	4/28/1999	Tank
TILX 135499	7810	4/28/1999	Tank
TILX 135500	7810	4/28/1999	Tank
TILX 400410	125	3/31/1997	Tank
TILX 400411	125	4/23/1997	Tank
TILX 400412	125	4/23/1997	Tank
TILX 620053	2275	12/30/1998	Freight
TILX 620074	2275	2/28/1999	Freight
TILX 620499	2275	3/31/1997	Freight
TILX 620508	2275	2/11/1997	Freight
TILX 620531	2275	2/24/1997	Freight
TILX 620533	2275	2/24/1997	Freight
TILX 620549	2275	2/24/1997	Freight
TILX 620552	2275	3/27/1997	Freight
TILX 620555	2275	3/27/1997	Freight

EXHIBIT A

Asset Mark	Lessee Number	Invoice Date	Car Type
TILX 620557	2275	4/10/1997	Freight
TILX 620588	2275	4/10/1997	Freight
TILX 620589	2275	4/10/1997	Freight
TILX 635503	831	12/31/2002	Freight
TILX 635504	831	12/31/2002	Freight
TILX 635505	831	12/31/2002	Freight
TILX 635506	831	12/31/2002	Freight
TILX 635507	831	12/31/2002	Freight
TILX 635508	831	12/31/2002	Freight
TILX 635509	831	12/31/2002	Freight
TILX 635510	831	12/31/2002	Freight
TILX 635511	831	12/31/2002	Freight
TILX 635512	831	12/31/2002	Freight
TILX 635513	831	12/31/2002	Freight
TILX 635514	831	12/31/2002	Freight
TILX 635515	831	12/31/2002	Freight
TILX 635516	831	12/31/2002	Freight
TILX 635517	831	12/31/2002	Freight
TILX 635518	831	12/31/2002	Freight
TILX 635519	831	12/31/2002	Freight
TILX 635520	831	12/31/2002	Freight
TILX 635521	831	12/31/2002	Freight
TILX 635522	831	12/31/2002	Freight
TILX 635523	831	12/31/2002	Freight
TILX 635524	831	12/31/2002	Freight
TILX 635525	831	12/31/2002	Freight
TILX 635526	831	12/31/2002	Freight
TILX 635527	831	12/31/2002	Freight
TILX 635528	831	12/31/2002	Freight
TILX 635529	831	12/31/2002	Freight
TILX 635530	831	12/31/2002	Freight
TILX 635531	831	12/31/2002	Freight
TILX 635532	831	12/31/2002	Freight
TILX 635533	831	1/15/2003	Freight
TILX 635534	831	1/15/2003	Freight
TILX 635535	831	1/15/2003	Freight
TILX 635536	831	1/15/2003	Freight
TILX 635537	831	1/15/2003	Freight
TILX 635538	831	1/15/2003	Freight
TILX 635539	831	1/15/2003	Freight
TILX 635540	831	1/15/2003	Freight
TILX 635541	831	1/15/2003	Freight
TILX 635542	831	1/15/2003	Freight
TILX 635543	831	1/15/2003	Freight

EXHIBIT A

Asset Mark	Lessee Number	Invoice Date	Car Type
TILX 635544	831	1/15/2003	Freight
TILX 635545	831	1/15/2003	Freight
TILX 635546	831	1/15/2003	Freight
TILX 635547	831	1/15/2003	Freight
TILX 635548	831	1/15/2003	Freight
TILX 635549	831	1/15/2003	Freight
TILX 635550	831	1/15/2003	Freight
TILX 635551	831	1/15/2003	Freight
TILX 635552	831	1/15/2003	Freight
TILX 635553	831	1/15/2003	Freight
TILX 635554	831	1/22/2003	Freight
TILX 635555	831	1/22/2003	Freight
TILX 635556	831	1/22/2003	Freight
TILX 635557	831	1/22/2003	Freight
TILX 635558	831	1/22/2003	Freight
TILX 635559	831	1/22/2003	Freight
TILX 635560	831	1/22/2003	Freight
TILX 635561	831	1/22/2003	Freight
TILX 635562	831	1/22/2003	Freight
TILX 635563	831	1/22/2003	Freight
TILX 635564	831	1/22/2003	Freight
TILX 635565	831	1/22/2003	Freight
TILX 635566	831	1/22/2003	Freight
TILX 635567	831	1/22/2003	Freight
TILX 635568	831	1/22/2003	Freight
TILX 635569	831	1/29/2003	Freight
TILX 635570	831	1/29/2003	Freight
TILX 635571	831	1/29/2003	Freight
TILX 635572	831	1/29/2003	Freight
TILX 635573	831	1/29/2003	Freight
TILX 635574	831	1/29/2003	Freight
TILX 635575	831	1/29/2003	Freight
TILX 635576	831	1/29/2003	Freight
TILX 635577	831	1/29/2003	Freight
TILX 635578	831	1/29/2003	Freight
TILX 635579	831	1/29/2003	Freight
TILX 635580	831	1/29/2003	Freight
TILX 635581	831	1/29/2003	Freight
TILX 635582	831	1/29/2003	Freight
TILX 635583	831	1/29/2003	Freight
TILX 635584	831	1/31/2003	Freight
TILX 635585	831	1/31/2003	Freight
TILX 635586	831	1/31/2003	Freight
TILX 635587	831	1/31/2003	Freight

EXHIBIT A

Asset Mark	Lessee Number	Invoice Date	Car Type
TILX 635588	831	1/31/2003	Freight
TILX 635589	831	1/31/2003	Freight
TILX 635590	831	1/31/2003	Freight
TILX 635591	831	1/31/2003	Freight
TILX 635592	831	1/31/2003	Freight
TILX 635593	831	1/31/2003	Freight
TILX 635594	831	1/31/2003	Freight
TILX 635595	831	1/31/2003	Freight
TILX 635596	831	1/31/2003	Freight
TILX 635597	831	1/31/2003	Freight
TILX 635598	831	1/31/2003	Freight
TIMX 135020	3650	6/30/1999	Tank
TIMX 135026	3650	6/30/1999	Tank
TIMX 135027	3650	6/30/1999	Tank
TIMX 135028	3650	6/30/1999	Tank
TIMX 135029	3650	5/27/1999	Tank
TIMX 135031	3650	6/30/1999	Tank
TIMX 135032	3650	6/30/1999	Tank
TIMX 135034	3650	6/30/1999	Tank
TIMX 135035	3650	5/27/1999	Tank
TIMX 135036	3650	5/27/1999	Tank
TIMX 135037	3650	6/30/1999	Tank
TIMX 135039	3650	6/30/1999	Tank

EXHIBIT B

Lessee Number	Lessee
817	CANADIAN PACIFIC
5714	OLIN CORPORATION
6107	PLM TRANSPORTATION
7810	TRANSAMMONIA, INC.
765	BUNGE CORPORATION
125	AIR LIQUIDE AMERICA CORP
2275	FORMOSA PLASTICS
831	CARGILL, INC.
3650	INTERNATIONAL CHEMICAL CO

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, 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: 2/28/03

Robert W. Alvord