

RECORDATION NO. 24376-F FILED

JUN 06 '03 12-07 PM

**SURFACE TRANSPORTATION BOARD**

OF COUNSEL  
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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

June 5, 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 Assignment of Lease, dated as of June 5, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Bill of Sale and Assignment and Assumption Agreement which was previously filed with the Board under Recordation Number 24376-A and the Memorandum of Lease which is being filed with the Board under Recordation Number 24376-C.

The name and address of the party to the enclosed document are:

Assignor: Trinity Rail Leasing Trust II (as assignee of  
Trinity Industries Leasing Company)  
2525 Stemmons Freeway  
Dallas, Texas 75207

Assignee: CIT Group/Equipment Financing, Inc.  
1211 Avenue of the Americas  
New York, New York 10036

Mr. Vernon A. Williams  
June 5, 2003  
Page 2

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

29 railcars: TILX 635599 – TILX 635627.

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

Assignment of Lease.

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/anm  
Enclosures

NOTE: Other railcars covered by the enclosed document are included in the Bill of Sale and Assignment and Assumption Agreement previously filed with the Board under Recordation Number 24339-A.

REGISTRATION NO. 24376-F FILED

JUN 06 '03 12:07 PM

SURFACE TRANSPORTATION BOARD

Assignment of Lease

FOR VALUE RECEIVED, Trinity Rail Leasing Trust II ("Assignor") hereby assigns to The CIT Group/Equipment Financing, Inc. ("Assignee"), all its right, title and interest, as lessor, under the agreements and documents identified on Schedule 2 attached hereto (the "Lease") to the extent that the Lease relates to the railcars described on Schedule 1 attached hereto (the "Railcars"). Assignee hereby accepts the foregoing assignment and assumes the obligations of the lessor under the Lease arising from and after this date, to the extent the Lease relates to the Railcars.

In furtherance of the within assignment, Assignor hereby constitutes and appoints Assignee, and its successors and assigns, the true and lawful attorneys of Assignor, with full power of substitution, in the name of Assignor but on behalf of and for the benefit of and at the expense of Assignee, to collect for the account of Assignee all items sold, transferred or assigned to Assignee pursuant hereto; to institute and prosecute, in the name of Assignor or otherwise, but at the expense of Assignee all proceedings that Assignee may deem proper in order to collect, assert or enforce any claim, right or title of any kind in or to the items sold, transferred or assigned; to defend and compromise at the expense of Assignee any and all actions, suits or proceedings as to all such acts and things in relation thereto at the expense of Assignee as Assignee shall deem advisable. Assignor hereby acknowledges that this appointment is coupled with an interest and is irrevocable by Assignor in any manner or for any reason.

This document may be recorded by Assignee with the Surface Transportation Board and the Office of the Registrar General of Canada in accordance with their respective applicable law and regulations.

[Signature page follows]

5<sup>th</sup> IN WITNESS WHEREOF, Assignor and Assignee have executed this Assignment as of the  
day of June, 2003.

SELLER:

TRINITY RAIL LEASING TRUST II

By:   
Eric Marchetto  
Vice President

BUYER:

THE CIT GROUP/EQUIPMENT  
FINANCING, INC.

By: \_\_\_\_\_  
Stephen Z. Serepca  
Senior Vice President

(Cargill Assignment of Lease)

5<sup>th</sup> IN WITNESS WHEREOF, Assignor and Assignee have executed this Assignment as of the day of June, 2003.

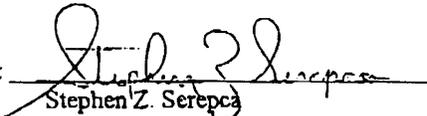
SELLER:

BUYER:

TRINITY FAL LEASING TRUST II

THE CIT GROUP/EQUIPMENT  
FINANCING, INC.

By: \_\_\_\_\_  
Eric Marchetto  
Vice President

By: \_\_\_\_\_  
  
Stephen Z. Serepca  
Senior Vice President

(Cargill Assignment of Lease)

STATE OF TEXAS §  
§ SS:  
COUNTY OF DALLAS §

On this 5<sup>th</sup> day of June, 2003, before me personally appeared Eric Marchetto, to me personally known, who being by me duly sworn, says that he is Vice President of Trinity Rail Leasing Trust II, and that the foregoing Assignment of Lease was signed on behalf of said statutory trust by authority of its Board of Managing Trustees. Further, he acknowledged that the execution of the foregoing Assignment of Lease was the free act and deed of said statutory trust.



Brandie Howard  
Notary Public

[Notarial Seal]

My commission expires.

12-28-05

STATE OF NEW YORK §  
§ SS:  
COUNTY OF NEW YORK §

On this \_\_\_ day of June, 2003, before me personally appeared Stephen Z. Serepca, to me personally known, who being by me duly sworn, says that he is a Senior Vice President of THE CIT GROUP/EQUIPMENT FINANCING, INC. and that the foregoing Assignment of Lease was signed on behalf of said corporation by authority of its Board of Directors. Further, he acknowledged that the execution of the foregoing Assignment of Lease was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

[Notarial Seal]

My commission expires.

\_\_\_\_\_

(Cargill Assignment of Lease)

STATE OF TEXAS           §  
                                  §       SS:  
COUNTY OF DALLAS       §

On this \_\_\_\_ day of June, 2003, before me personally appeared Eric Marchetto, to me personally known, who being by me duly sworn, says that he is Vice President of Trinity Rail Leasing Trust II, and that the foregoing Assignment of Lease was signed on behalf of said statutory trust by authority of its Board of Managing Trustees. Further, he acknowledged that the execution of the foregoing Assignment of Lease was the free act and deed of said statutory trust.

\_\_\_\_\_  
Notary Public

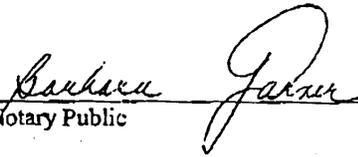
[Notarial Seal]

My commission expires.

\_\_\_\_\_

STATE OF NEW YORK       §  
                                  §       SS:  
COUNTY OF NEW YORK    §

On this 5<sup>th</sup> day of June, 2003, before me personally appeared Stephen Z. Serepca, to me personally known, who being by me duly sworn, says that he is a Senior Vice President of THE CIT GROUP/EQUIPMENT FINANCING, INC. and that the foregoing Assignment of Lease was signed on behalf of said corporation by authority of its Board of Directors. Further, he acknowledged that the execution of the foregoing Assignment of Lease was the free act and deed of said corporation.

  
\_\_\_\_\_  
Notary Public

[Notarial Seal]

My commission expires.

BARBARA GARNER  
Notary Public, State of New York  
No. 01645065133  
Qualified in Nassau County  
Certificate filed in New York County  
Commission Expires Sept. 3, 2006

(Cargill Assignment of Lease)

**Schedule 1**  
**The Railcars**

6,351 of Covered Quadruple Hopper Cars  
equipped with trough hatches and gravity discharge gates

Cargill, Inc.			
<u>Car</u> <u>Count</u>	<u>Car</u> <u>Mark</u>	<u>Car</u> <u>Number</u>	<u>Date</u> <u>Built</u>
1	TILX	635503	Dec-02
2	TILX	635504	Dec-02
3	TILX	635505	Dec-02
4	TILX	635506	Dec-02
5	TILX	635507	Dec-02
6	TILX	635508	Dec-02
7	TILX	635509	Dec-02
8	TILX	635510	Dec-02
9	TILX	635511	Dec-02
10	TILX	635512	Dec-02
11	TILX	635513	Dec-02
12	TILX	635514	Dec-02
13	TILX	635515	Dec-02
14	TILX	635516	Dec-02
15	TILX	635517	Dec-02
16	TILX	635518	Dec-02
17	TILX	635519	Dec-02
18	TILX	635520	Dec-02
19	TILX	635521	Dec-02
20	TILX	635522	Dec-02
21	TILX	635523	Dec-02
22	TILX	635524	Dec-02
23	TILX	635525	Dec-02
24	TILX	635526	Dec-02
25	TILX	635527	Dec-02
26	TILX	635528	Dec-02
27	TILX	635529	Dec-02
28	TILX	635530	Dec-02
29	TILX	635531	Dec-02
30	TILX	635532	Dec-02
31	TILX	635533	Jan-03
32	TILX	635534	Jan-03
33	TILX	635535	Jan-03
34	TILX	635536	Jan-03
35	TILX	635537	Jan-03
36	TILX	635538	Jan-03
37	TILX	635539	Jan-03
38	TILX	635540	Jan-03
39	TILX	635541	Jan-03
40	TILX	635542	Jan-03
41	TILX	635543	Jan-03
42	TILX	635544	Jan-03

**Schedule 1**  
**The Railcars**

6,351 of Covered Quadruple Hopper Cars  
equipped with trough hatches and gravity discharge gates

<u>Car</u> <u>Count</u>	Cargill, Inc.		<u>Date</u> <u>Built</u>
	<u>Car</u> <u>Mark</u>	<u>Car</u> <u>Number</u>	
43	TILX	635545	Jan-03
44	TILX	635546	Jan-03
45	TILX	635547	Jan-03
46	TILX	635548	Jan-03
47	TILX	635549	Jan-03
48	TILX	635550	Jan-03
49	TILX	635551	Jan-03
50	TILX	635552	Jan-03
51	TILX	635553	Jan-03
52	TILX	635554	Jan-03
53	TILX	635555	Jan-03
54	TILX	635556	Jan-03
55	TILX	635557	Jan-03
56	TILX	635558	Jan-03
57	TILX	635559	Jan-03
58	TILX	635560	Jan-03
59	TILX	635561	Jan-03
60	TILX	635562	Jan-03
61	TILX	635563	Jan-03
62	TILX	635564	Jan-03
63	TILX	635565	Jan-03
64	TILX	635566	Jan-03
65	TILX	635567	Jan-03
66	TILX	635568	Jan-03
67	TILX	635569	Jan-03
68	TILX	635570	Jan-03
69	TILX	635571	Jan-03
70	TILX	635572	Jan-03
71	TILX	635573	Jan-03
72	TILX	635574	Jan-03
73	TILX	635575	Jan-03
74	TILX	635576	Jan-03
75	TILX	635577	Jan-03
76	TILX	635578	Jan-03
77	TILX	635579	Jan-03
78	TILX	635580	Jan-03
79	TILX	635581	Jan-03
80	TILX	635582	Jan-03
81	TILX	635583	Jan-03
82	TILX	635584	Jan-03
83	TILX	635585	Jan-03
84	TILX	635586	Jan-03

**Schedule 1**  
**The Railcars**

6,351 of Covered Quadruple Hopper Cars  
equipped with trough hatches and gravity discharge gates

	Cargill, Inc.			
<u>Car</u> <u>Count</u>	<u>Car</u> <u>Mark</u>	<u>Car</u> <u>Number</u>	<u>Date</u> <u>Built</u>	
85	TILX	635587	Jan-03	
86	TILX	635588	Jan-03	
87	TILX	635589	Jan-03	
88	TILX	635590	Jan-03	
89	TILX	635591	Jan-03	
90	TILX	635592	Jan-03	
91	TILX	635593	Jan-03	
92	TILX	635594	Jan-03	
93	TILX	635595	Jan-03	
94	TILX	635596	Jan-03	
95	TILX	635597	Jan-03	
96	TILX	635598	Jan-03	
97	TILX	635599	Feb-03	
98	TILX	635600	Feb-03	
99	TILX	635601	Feb-03	
100	TILX	635602	Feb-03	
101	TILX	635603	Feb-03	
102	TILX	635604	Feb-03	
103	TILX	635605	Feb-03	
104	TILX	635606	Feb-03	
105	TILX	635607	Feb-03	
106	TILX	635608	Feb-03	
107	TILX	635609	Feb-03	
108	TILX	635610	Feb-03	
109	TILX	635611	Feb-03	
110	TILX	635612	Feb-03	
111	TILX	635613	Feb-03	
112	TILX	635614	Feb-03	
113	TILX	635615	Feb-03	
114	TILX	635616	Feb-03	
115	TILX	635617	Feb-03	
116	TILX	635618	Feb-03	
117	TILX	635619	Feb-03	
118	TILX	635620	Feb-03	
119	TILX	635621	Feb-03	
120	TILX	635622	Feb-03	
121	TILX	635623	Feb-03	
122	TILX	635624	Feb-03	
123	TILX	635625	Feb-03	
124	TILX	635626	Feb-03	
125	TILX	635627	Feb-03	

**Schedule 2**  
**The Leases**

<b>Lessee</b>	Cargill, Inc.
<b>Documents Comprising Lease</b>	Railroad Car Net Lease Agreement dated May 20, 1985 Rider No. 1 dated November 12, 2002
<b>Railcars subject to Lease</b>	One hundred twenty-five (125) 6,351 c.f. covered quadruple hopper cars equipped with trough hatches and gravity discharge gates TILX 635503-635627

**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: \_\_\_\_\_

*6/5/03*



\_\_\_\_\_  
Robert W. Alvord