RECORDATION NO. 24614-A FILED

SEP 29 '03 12:06 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

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

OF COUNSEL
URBAN A. LESTER

September 29, 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 Bill of Sale and Assignment and Assumption Agreement, dated September 26, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Security Agreement which is being filed with the Board under Recordation Number _____.

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

Sellor/Assignor: Trinity Industries Leasing Company
2525 Stemmons Freeway
Dallas, Texas 75207

Buyer/Assignee: Trinity Rail Leasing Trust II
2525 Stemmons Freeway
Dallas, Texas 75207

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

Railcars within the following series:

CEMX 11226 – CEMX 11270
CNA 405500 – CNA 405594
EQUX 641001 - EQUX 641100
TILX 20083 – TILX 20110
TILX 190586 – TILX 190685
TILX 620079
TLKX 12001 - TLKX 12270
UPFE 23000 - UPFE 23049

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

Bill of Sale and Assignment and Assumption 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/anm
Enclosures

RECORDATION NO. 24614-A FILED
SEP 29 '03 12-06 PM
SURFACE TRANSPORTATION BOARD

BILL OF SALE
AND ASSIGNMENT AND ASSUMPTION AGREEMENT

TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation ("TILC"), in consideration of the Purchase Price set forth on Schedule A and other good and valuable consideration given by TRINITY RAIL LEASING TRUST II, a Delaware business trust (the "Company"), under the Asset Contribution and Purchase Agreement (the "Asset Contribution and Purchase Agreement") dated as of June 27, 2002 by and between TILC and the Company, at or before the execution and delivery of these presents, and receipt of which is hereby acknowledged, does hereby (i) grant, bargain, sell, transfer, assign and set over unto the Company and its successors and assigns all right, title, and interest of TILC, in and to (x) certain Railcars set forth on Exhibit A and (y) any Leases related thereto set forth on Exhibit B and (ii) assign all of its right, title and interest in and to all warranties or representations made or given to TILC with respect to the Railcars by the manufacturer thereof. The Company hereby assumes, and agrees it is unconditionally bound in respect of, as of the date hereof, all duties and obligations of TILC under the Leases.

To have and to hold all and singular the rights to the Railcars and the Leases to the Company and its successors and assigns for their own use and behalf forever.

And TILC hereby warrants to the Company and its successors and assigns that, at the time of delivery of the Railcars and the assignment and assumption of the Leases, TILC has legal and beneficial title thereto and good and lawful right to sell the Railcars and to assign the Leases, and the Railcars and the Leases are free and clear of all Liens (other than Permitted Liens); provided, however, that TILC covenants that it will defend forever such title to the Railcars and the Leases against the demands or claims of all Persons whomsoever (including, without limitation, the holders of such Permitted Liens) based on claims arising as a result of, or related or attributable to, acts, events or circumstances occurring prior to the delivery of the Railcars and the assignment of the Leases by TILC hereunder. Notwithstanding the provisions above and its and the Company's intent that TILC grant, bargain, sell, transfer, assign and set over to the Company all right, title and interest of TILC in the Railcars and the Leases, as a precaution only, in the event of any challenge to this Bill of Sale as being in the nature of an absolute sale or assignment rather than a financing, TILC hereby also grants the Company a security interest in the Railcars and the Leases. Such grant of a security interest does not constitute an admission or acknowledgment that the transactions contemplated by the Asset Contribution and Purchase Agreement provide that this Bill of Sale and Assignment Agreement is other than a grant, bargain, sale, transfer, assignment and set over to the Company of all right, title and interest of TILC in the Railcars and the Leases.

Terms used herein with initial capital letters and not otherwise defined shall have the respective meanings given thereto in the Asset Contribution and Purchase Agreement.

THIS BILL OF SALE AND ASSIGNMENT AND ASSUMPTION AGREEMENT SHALL BE GOVERNED BY THE LAWS OF THE STATE OF NEW YORK, INCLUDING ALL MATTERS OF CONSTRUCTION, VALIDITY AND PERFORMANCE (INCLUDING SECTION 5-1401 AND 5-1402 OF THE NEW YORK GENERAL OBLIGATIONS LAW BUT EXCLUDING TO THE EXTENT PERMITTED BY LAW, ALL OTHER CHOICE OF LAW AND CONFLICTS OF LAW RULES). THIS BILL OF SALE AND ASSIGNMENT AND ASSUMPTION AGREEMENT HAS BEEN DELIVERED IN THE STATE OF NEW YORK. .

IN WITNESS WHEREOF, TILC and the Company have caused this instrument to be executed in its name, by a duly authorized officer on the 26th day of September, 2003.

TRINITY INDUSTRIES LEASING COMPANY

By: _____
Name: Eric Marchetto
Title: Vice President

TRINITY RAIL LEASING TRUST II

By: _____
Name: Eric Marchetto
Title: 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 INDUSTRIES LEASING COMPANY, a corporation, and that s/he as such officer being authorized to do so, executed the foregoing Bill of Sale and Assignment and Assumption Agreement for the purposes therein contained by signing the name of the corporation by her/himself as such officer of Trinity Industries Leasing Company.

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

Tommie G. Cain
Notary Public

MY COMMISSION EXPIRES: 5/13/2007

Tommie G. Cain
Notary Public, State of Texas
My Commission Expires 5-13-2007

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 Bill of Sale and Assignment and Assumption 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 September, 2003.

Tommie G. Cain
Notary Public

MY COMMISSION EXPIRES: 5/13/2007

Tommie G. Cain
Notary Public, State of Texas
My Commission Expires 5-13-2007

CHI:1081656.1

TRINITY RAIL LEASING II
WAREHOUSE 10th FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
1	CEMX011226	895	6/11/2003	Freight
2	CEMX011233	895	6/11/2003	Freight
3	CEMX011236	895	6/11/2003	Freight
4	CEMX011237	895	6/11/2003	Freight
5	CEMX011238	895	6/11/2003	Freight
6	CEMX011239	895	6/11/2003	Freight
7	CEMX011240	895	6/11/2003	Freight
8	CEMX011241	895	6/11/2003	Freight
9	CEMX011242	895	6/11/2003	Freight
10	CEMX011243	895	6/11/2003	Freight
11	CEMX011244	895	6/11/2003	Freight
12	CEMX011245	895	6/11/2003	Freight
13	CEMX011246	895	6/11/2003	Freight
14	CEMX011247	895	6/24/2003	Freight
15	CEMX011248	895	6/11/2003	Freight
16	CEMX011249	895	6/24/2003	Freight
17	CEMX011250	895	6/11/2003	Freight
18	CEMX011251	895	6/24/2003	Freight
19	CEMX011252	895	6/24/2003	Freight
20	CEMX011253	895	6/24/2003	Freight
21	CEMX011254	895	6/24/2003	Freight
22	CEMX011255	895	6/24/2003	Freight
23	CEMX011256	895	6/24/2003	Freight
24	CEMX011257	895	6/24/2003	Freight
25	CEMX011258	895	6/24/2003	Freight
26	CEMX011259	895	6/24/2003	Freight
27	CEMX011260	895	6/24/2003	Freight
28	CEMX011261	895	6/24/2003	Freight
29	CEMX011262	895	6/24/2003	Freight
30	CEMX011263	895	6/24/2003	Freight
31	CEMX011264	895	6/24/2003	Freight
32	CEMX011265	895	6/24/2003	Freight
33	CEMX011266	895	6/24/2003	Freight
34	CEMX011267	895	6/24/2003	Freight
35	CEMX011268	895	6/24/2003	Freight
36	CEMX011269	895	6/24/2003	Freight
37	CEMX011270	895	6/24/2003	Freight
38	CNA 405500	802	6/27/2003	Freight
39	CNA 405501	802	6/26/2003	Freight
40	CNA 405502	802	6/26/2003	Freight
41	CNA 405503	802	6/26/2003	Freight
42	CNA 405504	802	6/26/2003	Freight
43	CNA 405505	802	6/26/2003	Freight
44	CNA 405506	802	6/26/2003	Freight
45	CNA 405507	802	6/26/2003	Freight

TRINITY RAIL LEASING II
WAREHOUSE 10th FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
46	CNA 405508	802	6/26/2003	Freight
47	CNA 405509	802	6/26/2003	Freight
48	CNA 405510	802	6/27/2003	Freight
49	CNA 405511	802	6/26/2003	Freight
50	CNA 405512	802	6/26/2003	Freight
51	CNA 405513	802	6/27/2003	Freight
52	CNA 405514	802	6/26/2003	Freight
53	CNA 405515	802	6/26/2003	Freight
54	CNA 405516	802	6/27/2003	Freight
55	CNA 405517	802	6/26/2003	Freight
56	CNA 405518	802	6/26/2003	Freight
57	CNA 405519	802	6/26/2003	Freight
58	CNA 405520	802	6/26/2003	Freight
59	CNA 405521	802	6/27/2003	Freight
60	CNA 405522	802	6/27/2003	Freight
61	CNA 405523	802	6/27/2003	Freight
62	CNA 405524	802	6/27/2003	Freight
63	CNA 405525	802	6/26/2003	Freight
64	CNA 405526	802	6/26/2003	Freight
65	CNA 405527	802	6/26/2003	Freight
66	CNA 405528	802	6/26/2003	Freight
67	CNA 405529	802	6/26/2003	Freight
68	CNA 405530	802	6/26/2003	Freight
69	CNA 405531	802	6/27/2003	Freight
70	CNA 405532	802	6/26/2003	Freight
71	CNA 405533	802	6/26/2003	Freight
72	CNA 405534	802	6/27/2003	Freight
73	CNA 405535	802	6/26/2003	Freight
74	CNA 405536	802	6/26/2003	Freight
75	CNA 405537	802	6/26/2003	Freight
76	CNA 405538	802	6/26/2003	Freight
77	CNA 405539	802	6/26/2003	Freight
78	CNA 405540	802	6/26/2003	Freight
79	CNA 405541	802	6/26/2003	Freight
80	CNA 405542	802	6/27/2003	Freight
81	CNA 405543	802	6/26/2003	Freight
82	CNA 405544	802	6/26/2003	Freight
83	CNA 405545	802	6/26/2003	Freight
84	CNA 405546	802	6/26/2003	Freight
85	CNA 405547	802	6/26/2003	Freight
86	CNA 405548	802	6/27/2003	Freight
87	CNA 405549	802	6/26/2003	Freight
88	CNA 405550	802	6/27/2003	Freight
89	CNA 405551	802	6/26/2003	Freight
90	CNA 405552	802	6/26/2003	Freight

TRINITY RAIL LEASING II
WAREHOUSE 10th FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
91	CNA 405553	802	6/27/2003	Freight
92	CNA 405554	802	6/26/2003	Freight
93	CNA 405555	802	6/26/2003	Freight
94	CNA 405556	802	6/26/2003	Freight
95	CNA 405557	802	6/26/2003	Freight
96	CNA 405558	802	6/27/2003	Freight
97	CNA 405559	802	6/27/2003	Freight
98	CNA 405560	802	6/26/2003	Freight
99	CNA 405561	802	6/26/2003	Freight
100	CNA 405562	802	6/26/2003	Freight
101	CNA 405563	802	6/27/2003	Freight
102	CNA 405564	802	6/26/2003	Freight
103	CNA 405565	802	6/26/2003	Freight
104	CNA 405566	802	6/26/2003	Freight
105	CNA 405567	802	6/27/2003	Freight
106	CNA 405568	802	6/26/2003	Freight
107	CNA 405569	802	6/27/2003	Freight
108	CNA 405570	802	6/27/2003	Freight
109	CNA 405571	802	6/27/2003	Freight
110	CNA 405572	802	6/27/2003	Freight
111	CNA 405573	802	6/27/2003	Freight
112	CNA 405574	802	6/27/2003	Freight
113	CNA 405575	802	6/26/2003	Freight
114	CNA 405576	802	6/26/2003	Freight
115	CNA 405577	802	6/26/2003	Freight
116	CNA 405578	802	6/26/2003	Freight
117	CNA 405579	802	6/27/2003	Freight
118	CNA 405580	802	6/26/2003	Freight
119	CNA 405581	802	6/26/2003	Freight
120	CNA 405582	802	6/26/2003	Freight
121	CNA 405583	802	6/26/2003	Freight
122	CNA 405584	802	6/26/2003	Freight
123	CNA 405585	802	6/26/2003	Freight
124	CNA 405586	802	6/26/2003	Freight
125	CNA 405587	802	6/26/2003	Freight
126	CNA 405588	802	6/26/2003	Freight
127	CNA 405589	802	6/26/2003	Freight
128	CNA 405590	802	6/26/2003	Freight
129	CNA 405591	802	6/26/2003	Freight
130	CNA 405592	802	6/26/2003	Freight
131	CNA 405593	802	6/27/2003	Freight
132	CNA 405594	802	6/26/2003	Freight
133	EQUX641001	4468	8/29/2001	Freight
134	EQUX641002	4468	8/29/2001	Freight
135	EQUX641003	4468	8/29/2001	Freight

TRINITY RAIL LEASING II
WAREHOUSE 10th FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
136	EQUX641004	4468	8/29/2001	Freight
137	EQUX641005	4468	8/29/2001	Freight
138	EQUX641006	4468	8/29/2001	Freight
139	EQUX641007	4468	8/29/2001	Freight
140	EQUX641008	4468	8/29/2001	Freight
141	EQUX641009	4468	8/29/2001	Freight
142	EQUX641010	4468	8/29/2001	Freight
143	EQUX641011	4468	8/29/2001	Freight
144	EQUX641012	4468	8/29/2001	Freight
145	EQUX641013	4468	8/29/2001	Freight
146	EQUX641014	4468	8/29/2001	Freight
147	EQUX641015	4468	8/29/2001	Freight
148	EQUX641016	4468	8/29/2001	Freight
149	EQUX641017	4468	8/29/2001	Freight
150	EQUX641018	4468	8/29/2001	Freight
151	EQUX641019	4468	8/29/2001	Freight
152	EQUX641020	4468	8/29/2001	Freight
153	EQUX641021	4468	8/29/2001	Freight
154	EQUX641022	4468	8/29/2001	Freight
155	EQUX641023	4468	8/29/2001	Freight
156	EQUX641024	4468	8/29/2001	Freight
157	EQUX641025	4468	8/29/2001	Freight
158	EQUX641026	4468	8/29/2001	Freight
159	EQUX641027	4468	8/29/2001	Freight
160	EQUX641028	4468	8/29/2001	Freight
161	EQUX641029	4468	8/29/2001	Freight
162	EQUX641030	4468	8/29/2001	Freight
163	EQUX641031	4468	8/29/2001	Freight
164	EQUX641032	4468	8/29/2001	Freight
165	EQUX641033	4468	8/29/2001	Freight
166	EQUX641034	4468	8/29/2001	Freight
167	EQUX641035	4468	8/29/2001	Freight
168	EQUX641036	4468	8/29/2001	Freight
169	EQUX641037	4468	8/29/2001	Freight
170	EQUX641038	4468	8/29/2001	Freight
171	EQUX641039	4468	8/29/2001	Freight
172	EQUX641040	4468	8/29/2001	Freight
173	EQUX641041	4468	8/29/2001	Freight
174	EQUX641042	4468	8/29/2001	Freight
175	EQUX641043	4468	8/29/2001	Freight
176	EQUX641044	4468	8/29/2001	Freight
177	EQUX641045	4468	8/29/2001	Freight
178	EQUX641046	4468	8/29/2001	Freight
179	EQUX641047	4468	8/31/2001	Freight
180	EQUX641048	4468	8/31/2001	Freight

TRINITY RAIL LEASING II
WAREHOUSE 10th FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
181	EQUX641049	4468	9/18/2001	Freight
182	EQUX641050	4468	8/31/2001	Freight
183	EQUX641051	4468	8/29/2001	Freight
184	EQUX641052	4468	8/31/2001	Freight
185	EQUX641053	4468	8/31/2001	Freight
186	EQUX641054	4468	8/31/2001	Freight
187	EQUX641055	4468	8/31/2001	Freight
188	EQUX641056	4468	8/31/2001	Freight
189	EQUX641057	4468	8/31/2001	Freight
190	EQUX641058	4468	8/31/2001	Freight
191	EQUX641059	4468	8/31/2001	Freight
192	EQUX641060	4468	8/31/2001	Freight
193	EQUX641061	4468	8/31/2001	Freight
194	EQUX641062	4468	8/31/2001	Freight
195	EQUX641063	4468	9/18/2001	Freight
196	EQUX641064	4468	9/18/2001	Freight
197	EQUX641065	4468	9/17/2001	Freight
198	EQUX641066	4468	9/17/2001	Freight
199	EQUX641067	4468	9/17/2001	Freight
200	EQUX641068	4468	9/17/2001	Freight
201	EQUX641069	4468	9/17/2001	Freight
202	EQUX641070	4468	9/18/2001	Freight
203	EQUX641071	4468	9/17/2001	Freight
204	EQUX641072	4468	9/18/2001	Freight
205	EQUX641073	4468	9/18/2001	Freight
206	EQUX641074	4468	9/18/2001	Freight
207	EQUX641075	4468	9/17/2001	Freight
208	EQUX641076	4468	9/18/2001	Freight
209	EQUX641077	4468	9/18/2001	Freight
210	EQUX641078	4468	9/18/2001	Freight
211	EQUX641079	4468	9/18/2001	Freight
212	EQUX641080	4468	9/17/2001	Freight
213	EQUX641081	4468	9/17/2001	Freight
214	EQUX641082	4468	9/17/2001	Freight
215	EQUX641083	4468	9/17/2001	Freight
216	EQUX641084	4468	9/17/2001	Freight
217	EQUX641085	4468	9/17/2001	Freight
218	EQUX641086	4468	9/17/2001	Freight
219	EQUX641087	4468	9/18/2001	Freight
220	EQUX641088	4468	9/18/2001	Freight
221	EQUX641089	4468	9/18/2001	Freight
222	EQUX641090	4468	9/18/2001	Freight
223	EQUX641091	4468	9/24/2001	Freight
224	EQUX641092	4468	9/24/2001	Freight
225	EQUX641093	4468	9/24/2001	Freight

TRINITY RAIL LEASING II
WAREHOUSE 10th FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
226	EQUX641094	4468	9/24/2001	Freight
227	EQUX641095	4468	9/24/2001	Freight
228	EQUX641096	4468	9/24/2001	Freight
229	EQUX641097	4468	9/24/2001	Freight
230	EQUX641098	4468	9/26/2001	Freight
231	EQUX641099	4468	9/26/2001	Freight
232	EQUX641100	4468	9/26/2001	Freight
233	TILX020083	555	6/6/2003	Tank
234	TILX020087	555	6/26/2003	Tank
235	TILX020089	555	6/6/2003	Tank
236	TILX020090	555	6/26/2003	Tank
237	TILX020091	555	6/26/2003	Tank
238	TILX020092	555	6/24/2003	Tank
239	TILX020093	555	6/24/2003	Tank
240	TILX020094	555	6/24/2003	Tank
241	TILX020095	555	6/27/2003	Tank
242	TILX020096	555	7/7/2003	Tank
243	TILX020097	555	7/14/2003	Tank
244	TILX020098	555	7/7/2003	Tank
245	TILX020099	555	6/27/2003	Tank
246	TILX020100	555	7/14/2003	Tank
247	TILX020101	555	7/14/2003	Tank
248	TILX020102	555	7/14/2003	Tank
249	TILX020103	555	7/18/2003	Tank
250	TILX020104	555	7/22/2003	Tank
251	TILX020105	555	7/22/2003	Tank
252	TILX020106	555	7/18/2003	Tank
253	TILX020107	555	7/29/2003	Tank
254	TILX020108	555	7/29/2003	Tank
255	TILX020109	555	7/29/2003	Tank
256	TILX020110	555	7/29/2003	Tank
257	TILX190586	1090	7/3/2003	Tank
258	TILX190587	1090	7/3/2003	Tank
259	TILX190588	1090	7/16/2003	Tank
260	TILX190589	1090	7/3/2003	Tank
261	TILX190590	1090	7/3/2003	Tank
262	TILX190591	1090	7/14/2003	Tank
263	TILX190592	1090	7/3/2003	Tank
264	TILX190593	1090	7/16/2003	Tank
265	TILX190594	1090	7/14/2003	Tank
266	TILX190595	1090	7/16/2003	Tank
267	TILX190596	1090	7/14/2003	Tank
268	TILX190597	1090	7/29/2003	Tank
269	TILX190598	1090	7/16/2003	Tank
270	TILX190599	1090	7/18/2003	Tank

TRINITY RAIL LEASING II
WAREHOUSE 10th FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
271	TILX190600	1090	7/18/2003	Tank
272	TILX190601	1090	7/22/2003	Tank
273	TILX190602	1090	7/16/2003	Tank
274	TILX190603	1090	7/22/2003	Tank
275	TILX190604	1090	7/30/2003	Tank
276	TILX190605	1090	7/22/2003	Tank
277	TILX190606	1090	7/18/2003	Tank
278	TILX190607	1090	7/29/2003	Tank
279	TILX190608	1090	7/29/2003	Tank
280	TILX190609	1090	8/11/2003	Tank
281	TILX190610	1090	8/18/2003	Tank
282	TILX190611	1090	8/11/2003	Tank
283	TILX190612	1090	7/31/2003	Tank
284	TILX190613	1090	8/11/2003	Tank
285	TILX190614	1090	8/11/2003	Tank
286	TILX190615	1090	8/18/2003	Tank
287	TILX190616	1090	7/22/2003	Tank
288	TILX190617	1090	7/16/2003	Tank
289	TILX190618	1090	7/16/2003	Tank
290	TILX190619	1090	7/16/2003	Tank
291	TILX190620	1090	7/18/2003	Tank
292	TILX190621	1090	7/16/2003	Tank
293	TILX190622	1090	7/29/2003	Tank
294	TILX190623	1090	7/30/2003	Tank
295	TILX190624	1090	8/11/2003	Tank
296	TILX190625	1090	7/30/2003	Tank
297	TILX190626	1090	7/30/2003	Tank
298	TILX190627	1090	8/11/2003	Tank
299	TILX190628	1090	8/11/2003	Tank
300	TILX190629	1090	7/31/2003	Tank
301	TILX190630	1090	8/11/2003	Tank
302	TILX190631	1090	8/11/2003	Tank
303	TILX190632	1090	8/11/2003	Tank
304	TILX190633	1090	8/18/2003	Tank
305	TILX190634	1090	8/18/2003	Tank
306	TILX190635	1090	8/18/2003	Tank
307	TILX190636	1090	7/30/2003	Tank
308	TILX190637	1090	7/30/2003	Tank
309	TILX190638	1090	8/18/2003	Tank
310	TILX190639	1090	8/18/2003	Tank
311	TILX190640	1090	8/18/2003	Tank
312	TILX190641	1090	7/30/2003	Tank
313	TILX190642	1090	8/18/2003	Tank
314	TILX190643	1090	8/18/2003	Tank
315	TILX190644	1090	8/18/2003	Tank

TRINITY RAIL LEASING II
WAREHOUSE 10th FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
316	TILX190645	1090	7/30/2003	Tank
317	TILX190646	1090	7/30/2003	Tank
318	TILX190647	1090	7/30/2003	Tank
319	TILX190648	1090	7/30/2003	Tank
320	TILX190649	1090	7/30/2003	Tank
321	TILX190650	1090	8/15/2003	Tank
322	TILX190651	1090	8/15/2003	Tank
323	TILX190652	1090	8/18/2003	Tank
324	TILX190653	1090	8/18/2003	Tank
325	TILX190654	1090	8/15/2003	Tank
326	TILX190655	1090	8/18/2003	Tank
327	TILX190656	1090	8/29/2003	Tank
328	TILX190657	1090	8/18/2003	Tank
329	TILX190658	1090	8/18/2003	Tank
330	TILX190659	1090	8/29/2003	Tank
331	TILX190660	1090	8/29/2003	Tank
332	TILX190661	1090	8/15/2003	Tank
333	TILX190662	1090	8/29/2003	Tank
334	TILX190663	1090	8/15/2003	Tank
335	TILX190664	1090	8/15/2003	Tank
336	TILX190665	1090	8/15/2003	Tank
337	TILX190666	1090	8/15/2003	Tank
338	TILX190667	1090	8/15/2003	Tank
339	TILX190668	1090	8/15/2003	Tank
340	TILX190669	1090	8/29/2003	Tank
341	TILX190670	1090	8/29/2003	Tank
342	TILX190671	1090	8/29/2003	Tank
343	TILX190672	1090	8/29/2003	Tank
344	TILX190673	1090	8/15/2003	Tank
345	TILX190674	1090	8/29/2003	Tank
346	TILX190675	1090	8/15/2003	Tank
347	TILX190676	1090	8/15/2003	Tank
348	TILX190677	1090	8/29/2003	Tank
349	TILX190678	1090	8/15/2003	Tank
350	TILX190679	1090	8/29/2003	Tank
351	TILX190680	1090	8/29/2003	Tank
352	TILX190681	1090	8/15/2003	Tank
353	TILX190682	1090	8/15/2003	Tank
354	TILX190683	1090	8/15/2003	Tank
355	TILX190684	1090	8/29/2003	Tank
356	TILX190685	1090	8/15/2003	Tank
357	TILX620079	2275	2/28/1999	Freight
358	TLKX012001	7897	7/30/2003	Freight
359	TLKX012002	7897	6/24/2003	Freight
360	TLKX012003	7897	6/24/2003	Freight

TRINITY RAIL LEASING II
WAREHOUSE 10th FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
361	TLKX012004	7897	6/24/2003	Freight
362	TLKX012005	7897	6/24/2003	Freight
363	TLKX012006	7897	6/24/2003	Freight
364	TLKX012007	7897	7/10/2003	Freight
365	TLKX012008	7897	6/24/2003	Freight
366	TLKX012009	7897	6/26/2003	Freight
367	TLKX012010	7897	6/26/2003	Freight
368	TLKX012011	7897	6/26/2003	Freight
369	TLKX012012	7897	6/26/2003	Freight
370	TLKX012013	7897	6/27/2003	Freight
371	TLKX012014	7897	6/27/2003	Freight
372	TLKX012015	7897	6/27/2003	Freight
373	TLKX012016	7897	6/27/2003	Freight
374	TLKX012017	7897	6/27/2003	Freight
375	TLKX012018	7897	7/10/2003	Freight
376	TLKX012019	7897	7/10/2003	Freight
377	TLKX012020	7897	7/10/2003	Freight
378	TLKX012021	7897	7/10/2003	Freight
379	TLKX012022	7897	7/10/2003	Freight
380	TLKX012023	7897	7/10/2003	Freight
381	TLKX012024	7897	7/10/2003	Freight
382	TLKX012025	7897	7/10/2003	Freight
383	TLKX012026	7897	7/10/2003	Freight
384	TLKX012027	7897	7/10/2003	Freight
385	TLKX012028	7897	7/10/2003	Freight
386	TLKX012029	7897	7/10/2003	Freight
387	TLKX012030	7897	7/10/2003	Freight
388	TLKX012031	7897	7/10/2003	Freight
389	TLKX012032	7897	7/10/2003	Freight
390	TLKX012033	7897	7/10/2003	Freight
391	TLKX012034	7897	7/10/2003	Freight
392	TLKX012035	7897	7/10/2003	Freight
393	TLKX012036	7897	7/10/2003	Freight
394	TLKX012037	7897	7/10/2003	Freight
395	TLKX012038	7897	7/14/2003	Freight
396	TLKX012039	7897	7/14/2003	Freight
397	TLKX012040	7897	7/14/2003	Freight
398	TLKX012041	7897	7/14/2003	Freight
399	TLKX012042	7897	7/14/2003	Freight
400	TLKX012043	7897	7/14/2003	Freight
401	TLKX012044	7897	7/14/2003	Freight
402	TLKX012045	7897	7/14/2003	Freight
403	TLKX012046	7897	7/15/2003	Freight
404	TLKX012047	7897	7/15/2003	Freight
405	TLKX012048	7897	7/15/2003	Freight

TRINITY RAIL LEASING II
WAREHOUSE 10th FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
406	TLKX012049	7897	7/15/2003	Freight
407	TLKX012050	7897	7/15/2003	Freight
408	TLKX012051	7897	7/15/2003	Freight
409	TLKX012052	7897	7/18/2003	Freight
410	TLKX012053	7897	7/18/2003	Freight
411	TLKX012054	7897	7/18/2003	Freight
412	TLKX012055	7897	7/18/2003	Freight
413	TLKX012056	7897	7/18/2003	Freight
414	TLKX012057	7897	7/18/2003	Freight
415	TLKX012058	7897	7/18/2003	Freight
416	TLKX012059	7897	7/18/2003	Freight
417	TLKX012060	7897	7/18/2003	Freight
418	TLKX012061	7897	7/18/2003	Freight
419	TLKX012062	7897	7/18/2003	Freight
420	TLKX012063	7897	7/18/2003	Freight
421	TLKX012064	7897	7/18/2003	Freight
422	TLKX012065	7897	7/18/2003	Freight
423	TLKX012066	7897	7/18/2003	Freight
424	TLKX012067	7897	7/18/2003	Freight
425	TLKX012068	7897	7/18/2003	Freight
426	TLKX012069	7897	7/18/2003	Freight
427	TLKX012070	7897	7/22/2003	Freight
428	TLKX012071	7897	7/22/2003	Freight
429	TLKX012072	7897	7/22/2003	Freight
430	TLKX012073	7897	7/22/2003	Freight
431	TLKX012074	7897	7/22/2003	Freight
432	TLKX012075	7897	7/22/2003	Freight
433	TLKX012076	7897	7/22/2003	Freight
434	TLKX012077	7897	7/22/2003	Freight
435	TLKX012078	7897	7/22/2003	Freight
436	TLKX012079	7897	7/22/2003	Freight
437	TLKX012080	7897	7/22/2003	Freight
438	TLKX012081	7897	7/22/2003	Freight
439	TLKX012082	7897	7/22/2003	Freight
440	TLKX012083	7897	7/29/2003	Freight
441	TLKX012084	7897	7/29/2003	Freight
442	TLKX012085	7897	7/29/2003	Freight
443	TLKX012086	7897	7/29/2003	Freight
444	TLKX012087	7897	7/29/2003	Freight
445	TLKX012088	7897	7/29/2003	Freight
446	TLKX012089	7897	7/29/2003	Freight
447	TLKX012090	7897	7/29/2003	Freight
448	TLKX012091	7897	7/29/2003	Freight
449	TLKX012092	7897	7/29/2003	Freight
450	TLKX012093	7897	7/29/2003	Freight

TRINITY RAIL LEASING II
WAREHOUSE 10th FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
451	TLKX012094	7897	7/29/2003	Freight
452	TLKX012095	7897	7/29/2003	Freight
453	TLKX012096	7897	7/29/2003	Freight
454	TLKX012097	7897	7/29/2003	Freight
455	TLKX012098	7897	7/29/2003	Freight
456	TLKX012099	7897	7/29/2003	Freight
457	TLKX012100	7897	7/29/2003	Freight
458	TLKX012101	7897	7/29/2003	Freight
459	TLKX012102	7897	7/29/2003	Freight
460	TLKX012103	7897	7/29/2003	Freight
461	TLKX012104	7897	7/29/2003	Freight
462	TLKX012105	7897	7/29/2003	Freight
463	TLKX012106	7897	7/29/2003	Freight
464	TLKX012107	7897	7/29/2003	Freight
465	TLKX012108	7897	7/29/2003	Freight
466	TLKX012109	7897	7/29/2003	Freight
467	TLKX012110	7897	7/29/2003	Freight
468	TLKX012111	7897	7/29/2003	Freight
469	TLKX012112	7897	7/29/2003	Freight
470	TLKX012113	7897	7/29/2003	Freight
471	TLKX012114	7897	7/29/2003	Freight
472	TLKX012115	7897	7/29/2003	Freight
473	TLKX012116	7897	7/29/2003	Freight
474	TLKX012117	7897	7/29/2003	Freight
475	TLKX012118	7897	7/29/2003	Freight
476	TLKX012119	7897	7/29/2003	Freight
477	TLKX012120	7897	7/29/2003	Freight
478	TLKX012121	7897	7/29/2003	Freight
479	TLKX012122	7897	7/29/2003	Freight
480	TLKX012123	7897	7/29/2003	Freight
481	TLKX012124	7897	7/29/2003	Freight
482	TLKX012125	7897	7/29/2003	Freight
483	TLKX012126	7897	7/29/2003	Freight
484	TLKX012127	7897	7/30/2003	Freight
485	TLKX012128	7897	7/30/2003	Freight
486	TLKX012129	7897	7/30/2003	Freight
487	TLKX012130	7897	7/30/2003	Freight
488	TLKX012131	7897	7/30/2003	Freight
489	TLKX012132	7897	7/30/2003	Freight
490	TLKX012133	7897	8/11/2003	Freight
491	TLKX012134	7897	7/30/2003	Freight
492	TLKX012135	7897	7/31/2003	Freight
493	TLKX012136	7897	8/11/2003	Freight
494	TLKX012137	7897	7/31/2003	Freight
495	TLKX012138	7897	7/31/2003	Freight

TRINITY RAIL LEASING II
WAREHOUSE 10th FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
496	TLKX012139	7897	7/31/2003	Freight
497	TLKX012140	7897	8/18/2003	Freight
498	TLKX012141	7897	7/31/2003	Freight
499	TLKX012142	7897	7/31/2003	Freight
500	TLKX012143	7897	7/31/2003	Freight
501	TLKX012144	7897	7/31/2003	Freight
502	TLKX012145	7897	8/11/2003	Freight
503	TLKX012146	7897	8/11/2003	Freight
504	TLKX012147	7897	8/11/2003	Freight
505	TLKX012148	7897	8/11/2003	Freight
506	TLKX012149	7897	8/11/2003	Freight
507	TLKX012150	7897	8/11/2003	Freight
508	TLKX012151	7897	8/11/2003	Freight
509	TLKX012152	7897	8/11/2003	Freight
510	TLKX012153	7897	8/11/2003	Freight
511	TLKX012154	7897	8/11/2003	Freight
512	TLKX012155	7897	8/11/2003	Freight
513	TLKX012156	7897	8/11/2003	Freight
514	TLKX012157	7897	8/11/2003	Freight
515	TLKX012158	7897	8/11/2003	Freight
516	TLKX012159	7897	8/11/2003	Freight
517	TLKX012160	7897	8/11/2003	Freight
518	TLKX012161	7897	8/11/2003	Freight
519	TLKX012162	7897	8/11/2003	Freight
520	TLKX012163	7897	8/11/2003	Freight
521	TLKX012164	7897	8/11/2003	Freight
522	TLKX012165	7897	8/11/2003	Freight
523	TLKX012166	7897	8/11/2003	Freight
524	TLKX012167	7897	8/11/2003	Freight
525	TLKX012168	7897	8/11/2003	Freight
526	TLKX012169	7897	8/11/2003	Freight
527	TLKX012170	7897	8/11/2003	Freight
528	TLKX012171	7897	8/11/2003	Freight
529	TLKX012172	7897	8/11/2003	Freight
530	TLKX012173	7897	8/11/2003	Freight
531	TLKX012174	7897	8/11/2003	Freight
532	TLKX012175	7897	8/11/2003	Freight
533	TLKX012176	7897	8/11/2003	Freight
534	TLKX012177	7897	8/11/2003	Freight
535	TLKX012178	7897	8/11/2003	Freight
536	TLKX012179	7897	8/11/2003	Freight
537	TLKX012180	7897	8/11/2003	Freight
538	TLKX012181	7897	8/11/2003	Freight
539	TLKX012182	7897	8/11/2003	Freight
540	TLKX012183	7897	8/11/2003	Freight

TRINITY RAIL LEASING II
WAREHOUSE 10th FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
541	TLKX012184	7897	8/11/2003	Freight
542	TLKX012185	7897	8/11/2003	Freight
543	TLKX012186	7897	8/11/2003	Freight
544	TLKX012187	7897	8/11/2003	Freight
545	TLKX012188	7897	8/11/2003	Freight
546	TLKX012189	7897	8/11/2003	Freight
547	TLKX012190	7897	8/11/2003	Freight
548	TLKX012191	7897	8/18/2003	Freight
549	TLKX012192	7897	8/18/2003	Freight
550	TLKX012193	7897	8/29/2003	Freight
551	TLKX012194	7897	8/29/2003	Freight
552	TLKX012195	7897	8/18/2003	Freight
553	TLKX012196	7897	8/18/2003	Freight
554	TLKX012197	7897	8/18/2003	Freight
555	TLKX012198	7897	8/18/2003	Freight
556	TLKX012199	7897	8/18/2003	Freight
557	TLKX012200	7897	8/29/2003	Freight
558	TLKX012201	7897	8/29/2003	Freight
559	TLKX012202	7897	8/18/2003	Freight
560	TLKX012203	7897	8/18/2003	Freight
561	TLKX012204	7897	8/18/2003	Freight
562	TLKX012205	7897	8/29/2003	Freight
563	TLKX012206	7897	8/29/2003	Freight
564	TLKX012207	7897	8/18/2003	Freight
565	TLKX012208	7897	8/18/2003	Freight
566	TLKX012209	7897	8/18/2003	Freight
567	TLKX012210	7897	8/18/2003	Freight
568	TLKX012211	7897	8/18/2003	Freight
569	TLKX012212	7897	8/18/2003	Freight
570	TLKX012213	7897	8/18/2003	Freight
571	TLKX012214	7897	8/29/2003	Freight
572	TLKX012215	7897	8/18/2003	Freight
573	TLKX012216	7897	8/18/2003	Freight
574	TLKX012217	7897	8/18/2003	Freight
575	TLKX012218	7897	8/18/2003	Freight
576	TLKX012219	7897	8/18/2003	Freight
577	TLKX012220	7897	8/29/2003	Freight
578	TLKX012221	7897	8/18/2003	Freight
579	TLKX012222	7897	8/18/2003	Freight
580	TLKX012223	7897	8/18/2003	Freight
581	TLKX012224	7897	8/18/2003	Freight
582	TLKX012225	7897	8/18/2003	Freight
583	TLKX012226	7897	8/18/2003	Freight
584	TLKX012227	7897	8/18/2003	Freight
585	TLKX012228	7897	8/18/2003	Freight

TRINITY RAIL LEASING II
WAREHOUSE 10th FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
586	TLKX012229	7897	8/18/2003	Freight
587	TLKX012230	7897	8/18/2003	Freight
588	TLKX012231	7897	8/18/2003	Freight
589	TLKX012232	7897	8/18/2003	Freight
590	TLKX012233	7897	8/29/2003	Freight
591	TLKX012234	7897	8/29/2003	Freight
592	TLKX012235	7897	8/29/2003	Freight
593	TLKX012236	7897	8/29/2003	Freight
594	TLKX012237	7897	8/29/2003	Freight
595	TLKX012238	7897	8/29/2003	Freight
596	TLKX012239	7897	8/29/2003	Freight
597	TLKX012240	7897	8/29/2003	Freight
598	TLKX012241	7897	8/29/2003	Freight
599	TLKX012242	7897	8/29/2003	Freight
600	TLKX012243	7897	8/29/2003	Freight
601	TLKX012244	7897	8/29/2003	Freight
602	TLKX012245	7897	8/29/2003	Freight
603	TLKX012246	7897	8/29/2003	Freight
604	TLKX012247	7897	8/29/2003	Freight
605	TLKX012248	7897	8/29/2003	Freight
606	TLKX012249	7897	8/29/2003	Freight
607	TLKX012250	7897	8/29/2003	Freight
608	TLKX012251	7897	8/29/2003	Freight
609	TLKX012252	7897	8/29/2003	Freight
610	TLKX012253	7897	8/29/2003	Freight
611	TLKX012254	7897	8/29/2003	Freight
612	TLKX012255	7897	8/29/2003	Freight
613	TLKX012256	7897	8/29/2003	Freight
614	TLKX012257	7897	8/29/2003	Freight
615	TLKX012258	7897	8/29/2003	Freight
616	TLKX012259	7897	8/29/2003	Freight
617	TLKX012260	7897	8/29/2003	Freight
618	TLKX012261	7897	8/29/2003	Freight
619	TLKX012262	7897	8/29/2003	Freight
620	TLKX012263	7897	8/29/2003	Freight
621	TLKX012264	7897	8/29/2003	Freight
622	TLKX012265	7897	8/29/2003	Freight
623	TLKX012266	7897	8/29/2003	Freight
624	TLKX012267	7897	8/29/2003	Freight
625	TLKX012268	7897	8/29/2003	Freight
626	TLKX012269	7897	8/29/2003	Freight
627	TLKX012270	7897	8/29/2003	Freight
628	UPFE023000	4855	2/22/1999	Freight
629	UPFE023001	4855	7/31/1998	Freight
630	UPFE023002	4855	12/21/1998	Freight

TRINITY RAIL LEASING II
WAREHOUSE 10th FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
631	UPFE023003	4855	12/21/1998	Freight
632	UPFE023004	4855	11/5/1998	Freight
633	UPFE023005	4855	12/21/1998	Freight
634	UPFE023006	4855	7/31/1998	Freight
635	UPFE023007	4855	2/22/1999	Freight
636	UPFE023008	4855	7/31/1998	Freight
637	UPFE023009	4855	12/11/1998	Freight
638	UPFE023010	4855	10/29/1998	Freight
639	UPFE023011	4855	5/31/1998	Freight
640	UPFE023012	4855	12/21/1998	Freight
641	UPFE023013	4855	12/21/1998	Freight
642	UPFE023014	4855	11/17/1998	Freight
643	UPFE023015	4855	2/22/1999	Freight
644	UPFE023016	4855	2/22/1999	Freight
645	UPFE023017	4855	9/30/1998	Freight
646	UPFE023018	4855	1/25/1999	Freight
647	UPFE023019	4855	2/22/1999	Freight
648	UPFE023020	4855	7/31/1998	Freight
649	UPFE023021	4855	2/22/1999	Freight
650	UPFE023022	4855	9/30/1998	Freight
651	UPFE023023	4855	1/25/1999	Freight
652	UPFE023024	4855	11/17/1998	Freight
653	UPFE023025	4855	12/11/1998	Freight
654	UPFE023026	4855	11/17/1998	Freight
655	UPFE023027	4855	1/25/1999	Freight
656	UPFE023028	4855	9/30/1998	Freight
657	UPFE023029	4855	10/30/1998	Freight
658	UPFE023030	4855	5/31/1998	Freight
659	UPFE023031	4855	9/30/1998	Freight
660	UPFE023032	4855	1/25/1999	Freight
661	UPFE023033	4855	11/5/1998	Freight
662	UPFE023034	4855	11/17/1998	Freight
663	UPFE023035	4855	2/22/1999	Freight
664	UPFE023036	4855	5/31/1998	Freight
665	UPFE023037	4855	2/22/1999	Freight
666	UPFE023038	4855	10/14/1998	Freight
667	UPFE023039	4855	10/29/1998	Freight
668	UPFE023040	4855	10/14/1998	Freight
669	UPFE023041	4855	5/31/1998	Freight
670	UPFE023042	4855	12/11/1998	Freight
671	UPFE023043	4855	2/22/1999	Freight
672	UPFE023044	4855	7/31/1998	Freight
673	UPFE023045	4855	11/17/1998	Freight
674	UPFE023046	4855	11/5/1998	Freight
675	UPFE023047	4855	10/30/1998	Freight

TRINITY RAIL LEASING II
WAREHOUSE 10th FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
676	UPFE023048	4855	12/11/1998	Freight
677	UPFE023049	4855	1/26/1999	Freight

TRINITY RAIL LEASING II
WAREHOUSE 10th FUNDING PORTFOLIO

Exhibit B

Lessee Number	Lessee	Rider Number
1090	ADM TRANSPORTATION CO.	36
1090	ADM TRANSPORTATION CO.	37
1090	ADM TRANSPORTATION CO.	38
1090	ADM TRANSPORTATION CO.	39
555	BOC GASES	5
802	CANADIAN NATIONAL RAILWAY COMPANY	3
895	CEMEX USA	4
4468	EQUISTAR CHEMICAL LP	1
2275	FORMOSA PLASTICS	5
7897	TUCO INC.	5
7897	TUCO INC.	6
4855	UNION PACIFIC RAILROAD	1