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OF COUNSEL
URBAN A LESTER

December 21, 2007

RECORDATION NO. 26888 **F** **FILED**

DEC 21 '07 -10 3 0 AM

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

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Release, dated December 20, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a partial release and relates to the Memorandum of Security Agreement and associated documents which were previously filed with the Board under Recordation Number 26888.

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

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

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

Mr. Vernon A. Williams
December 21, 2007
Page 2

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

125 railcars: TILX 192630 – TILX 192754

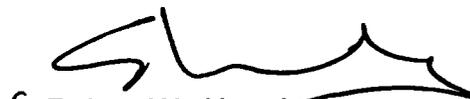
A short summary of the document to appear in the index is:

Release.

Also enclosed is a check in the amount of \$35.00 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

DEC 21 '07 -10 3 0 AM

SURFACE TRANSPORTATION BOARD

Release Re: Trinity Rail Leasing Trust II sale of Railcars and related Leases to TRIP Rail Leasing LLC

December 20, 2007

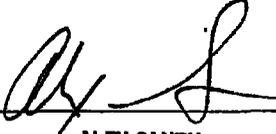
The undersigned, Credit Suisse, New York Branch (f.k.a. Credit Suisse First Boston, New York Branch), is executing this instrument in its capacity as Agent (in such capacity, the "Agent") under the (i) Warehouse Loan Agreement, dated as of June 27, 2002 (as amended from time to time, the "Warehouse Loan Agreement"), among Trinity Industries Leasing Company ("TILC"), Trinity Rail Leasing Trust II ("TRLT-II"), the Lenders party thereto from time to time, and the Agent, and (ii) Security Agreement, dated as of June 27, 2002 (as amended from time to time, the "Security Agreement"), between TRLT-II and the Agent.

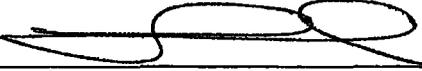
The Agent currently holds a security interest granted by TRLT-II in the railcars described on Schedule 1 hereto (such railcars, together with TRLT-II's right, title and interest in all components, parts and accessions to such cars and in all equipment attached or related thereto, being the "Railcars") and the related leases thereof described on Schedule 2 hereto (the "Leases") (the Railcars and Leases being the "Assets"), which TRLT-II has granted to the Agent under the Security Agreement to secure obligations under the Warehouse Loan Agreement. The Agent consents to TRLT-II's disposition of the Assets (or disposition of the Railcars and concurrent termination of the Leases) by sale on the date hereof to TRIP Rail Leasing LLC (together with its successors and assigns, if any, "TRIP Leasing") pursuant to a Purchase and Sale Agreement, dated June 28, 2007, among TRLT-II as seller, TRIP Leasing as buyer, and TILC. The Agent hereby confirms and agrees, without recourse to or warranty by the Agent or the Secured Parties (as defined in the Security Agreement), for the benefit of TRLT-II and TRIP Leasing, that all of the Agent's right, title and interest in and to the Assets, whether held pursuant to the Security Agreement or otherwise, is released and of no further effect.

[Signatures Follow]

The undersigned has executed and delivered this Release as of the date first written above.

CREDIT SUISSE, NEW YORK BRANCH, as
Agent

By: 
Name: ALEX SMITH
Title: VICE PRESIDENT

By: 
Name: MARK LENGEL
Title: DIRECTOR

ACKNOWLEDGMENT

STATE OF New York)
)
COUNTY OF New York)

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Alan Smith, who upon oath, acknowledged himself to be a Vice President of CREDIT SUISSE, NEW YORK BRANCH, and that s/he as such officer being authorized to do so, executed the foregoing Payoff Instruction and Release for the purposes therein contained by signing the name of the entity by her/himself as such officer of CREDIT SUISSE, NEW YORK BRANCH.

WITNESS my hand and official seal this 20th day of December, 2007.

Cheryl D. Fondacaro
Notary Public

MY COMMISSION EXPIRES: June 11, 2011

CHERYL D FONDACARO
Notary Public, State of New York
No. 01FO6168479
Qualified in New York County
Term Expires June 11, 2011

STATE OF New York)
)
COUNTY OF New York)

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Mark Lang, who upon oath, acknowledged himself to be a Director of CREDIT SUISSE, NEW YORK BRANCH, and that s/he as such officer being authorized to do so, executed the foregoing Payoff Instruction and Release for the purposes therein contained by signing the name of the entity by her/himself as such officer of CREDIT SUISSE, NEW YORK BRANCH.

WITNESS my hand and official seal this 20th day of December, 2007.

Cheryl D. Fondacaro
Notary Public

MY COMMISSION EXPIRES: June 11, 2011

CHERYL D FONDACARO
Notary Public, State of New York
No. 01FO6168479
Qualified in New York County
Term Expires June 11, 2011

SCHEDULE 1

[see attached]

TRIP RAIL LEASING LLC
Close 7

Schedule I

| <u>ID</u> | <u>Asset Mark</u> | <u>Lessee Number</u> | <u>Invoice Date</u> | <u>Car Type</u> |
|-----------|-------------------|----------------------|---------------------|-----------------|
| 1 | TILX637353 | 27636 | May-06 | Freight |
| 2 | TILX637354 | 27636 | May-06 | Freight |
| 3 | TILX637355 | 27636 | May-06 | Freight |
| 4 | TILX637356 | 27636 | May-06 | Freight |
| 5 | TILX637357 | 27636 | May-06 | Freight |
| 6 | TILX637358 | 27636 | May-06 | Freight |
| 7 | TILX637359 | 27636 | May-06 | Freight |
| 8 | TILX637360 | 27636 | May-06 | Freight |
| 9 | TILX637361 | 27636 | May-06 | Freight |
| 10 | TILX637362 | 27636 | May-06 | Freight |
| 11 | TILX637363 | 27636 | June-06 | Freight |
| 12 | TILX637364 | 27636 | May-06 | Freight |
| 13 | TILX637365 | 27636 | June-06 | Freight |
| 14 | TILX637366 | 27636 | May-06 | Freight |
| 15 | TILX637367 | 27636 | May-06 | Freight |
| 16 | TILX637368 | 27636 | May-06 | Freight |
| 17 | TILX637369 | 27636 | May-06 | Freight |
| 18 | TILX637370 | 27636 | May-06 | Freight |
| 19 | TILX637371 | 27636 | May-06 | Freight |
| 20 | TILX637372 | 27636 | May-06 | Freight |
| 21 | TILX637373 | 27636 | May-06 | Freight |
| 22 | TILX637374 | 27636 | May-06 | Freight |
| 23 | TILX637375 | 27636 | May-06 | Freight |
| 24 | TILX637376 | 27636 | May-06 | Freight |
| 25 | TILX637377 | 27636 | May-06 | Freight |
| 26 | TILX637378 | 27636 | May-06 | Freight |
| 27 | TILX637379 | 27636 | May-06 | Freight |
| 28 | TILX637380 | 27636 | May-06 | Freight |
| 29 | TILX637381 | 27636 | June-06 | Freight |
| 30 | TILX637382 | 27636 | May-06 | Freight |
| 31 | TILX033156 | 21307 | August-06 | Freight |
| 32 | TILX033157 | 21307 | July-06 | Freight |
| 33 | TILX033158 | 21307 | July-06 | Freight |
| 34 | TILX033159 | 21307 | August-06 | Freight |
| 35 | TILX033160 | 21307 | July-06 | Freight |
| 36 | TILX033161 | 21307 | August-06 | Freight |
| 37 | TILX033162 | 21307 | July-06 | Freight |
| 38 | TILX033163 | 21307 | July-06 | Freight |
| 39 | TILX033164 | 21307 | July-06 | Freight |
| 40 | TILX033165 | 21307 | July-06 | Freight |
| 41 | TILX033166 | 21307 | July-06 | Freight |
| 42 | TILX033167 | 21307 | July-06 | Freight |
| 43 | TILX033168 | 21307 | July-06 | Freight |
| 44 | TILX033169 | 21307 | July-06 | Freight |
| 45 | TILX033170 | 21307 | July-06 | Freight |
| 46 | TILX033171 | 21307 | July-06 | Freight |

TRIP RAIL LEASING LLC

Close 7

Schedule I

| <u>ID</u> | <u>Asset Mark</u> | <u>Lessee Number</u> | <u>Invoice Date</u> | <u>Car Type</u> |
|-----------|-------------------|----------------------|---------------------|-----------------|
| 47 | TILX033172 | 21307 | August-06 | Freight |
| 48 | TILX033173 | 21307 | August-06 | Freight |
| 49 | TILX033174 | 21307 | August-06 | Freight |
| 50 | TILX033175 | 21307 | August-06 | Freight |
| 51 | TILX033176 | 21307 | August-06 | Freight |
| 52 | TILX033177 | 21307 | July-06 | Freight |
| 53 | TILX033178 | 21307 | August-06 | Freight |
| 54 | TILX033179 | 21307 | August-06 | Freight |
| 55 | TILX033180 | 21307 | August-06 | Freight |
| 56 | TILX033181 | 21307 | August-06 | Freight |
| 57 | TILX033182 | 21307 | July-06 | Freight |
| 58 | TILX033183 | 21307 | August-06 | Freight |
| 59 | TILX033184 | 21307 | August-06 | Freight |
| 60 | TILX033185 | 21307 | August-06 | Freight |
| 61 | TILX033186 | 21307 | August-06 | Freight |
| 62 | TILX033187 | 21307 | August-06 | Freight |
| 63 | TILX033188 | 21307 | August-06 | Freight |
| 64 | TILX033189 | 21307 | August-06 | Freight |
| 65 | TILX033190 | 21307 | August-06 | Freight |
| 66 | TILX033191 | 21307 | August-06 | Freight |
| 67 | TILX033192 | 21307 | August-06 | Freight |
| 68 | TILX033193 | 21307 | August-06 | Freight |
| 69 | TILX033194 | 21307 | August-06 | Freight |
| 70 | TILX033195 | 21307 | August-06 | Freight |
| 71 | TILX033196 | 21307 | August-06 | Freight |
| 72 | TILX033197 | 21307 | August-06 | Freight |
| 73 | TILX033198 | 21307 | August-06 | Freight |
| 74 | TILX033199 | 21307 | August-06 | Freight |
| 75 | TILX033200 | 21307 | August-06 | Freight |
| 76 | TILX033201 | 21307 | August-06 | Freight |
| 77 | TILX033202 | 21307 | August-06 | Freight |
| 78 | TILX033203 | 21307 | August-06 | Freight |
| 79 | TILX033204 | 21307 | August-06 | Freight |
| 80 | TILX033205 | 21307 | August-06 | Freight |
| 81 | TILX200511 | 2039 | April-06 | Tank |
| 82 | TILX200512 | 2039 | April-06 | Tank |
| 83 | TILX200513 | 2039 | April-06 | Tank |
| 84 | TILX200514 | 2039 | April-06 | Tank |
| 85 | TILX200471 | 2046 | August-06 | Tank |
| 86 | TILX200472 | 2046 | August-06 | Tank |
| 87 | TILX200473 | 2046 | August-06 | Tank |
| 88 | TILX200474 | 2046 | August-06 | Tank |
| 89 | TILX200475 | 2046 | August-06 | Tank |
| 90 | TILX200476 | 2046 | August-06 | Tank |
| 91 | TILX200477 | 2046 | October-06 | Tank |
| 92 | TILX200478 | 2046 | August-06 | Tank |

TRIP RAIL LEASING LLC

Close 7

Schedule I

| <u>ID</u> | <u>Asset Mark</u> | <u>Lessee Number</u> | <u>Invoice Date</u> | <u>Car Type</u> |
|-----------|-------------------|----------------------|---------------------|-----------------|
| 93 | TILX030113 | 39874 | November-05 | Freight |
| 94 | TILX030114 | 39874 | November-05 | Freight |
| 95 | TILX030115 | 39874 | November-05 | Freight |
| 96 | TILX035401 | 30693 | March-06 | Freight |
| 97 | TILX035402 | 30693 | April-06 | Freight |
| 98 | TILX035403 | 30693 | April-06 | Freight |
| 99 | TILX035404 | 30693 | March-06 | Freight |
| 100 | TILX035405 | 30693 | April-06 | Freight |
| 101 | TILX035406 | 30693 | March-06 | Freight |
| 102 | TILX035407 | 30693 | April-06 | Freight |
| 103 | TILX035408 | 30693 | April-06 | Freight |
| 104 | TILX035409 | 30693 | March-06 | Freight |
| 105 | TILX035410 | 30693 | April-06 | Freight |
| 106 | TILX035411 | 30693 | April-06 | Freight |
| 107 | TILX035412 | 30693 | April-06 | Freight |
| 108 | TILX035413 | 30693 | April-06 | Freight |
| 109 | TILX035414 | 30693 | March-06 | Freight |
| 110 | TILX035415 | 30693 | April-06 | Freight |
| 111 | TILX035416 | 30693 | April-06 | Freight |
| 112 | TILX035417 | 30693 | April-06 | Freight |
| 113 | TILX035418 | 30693 | April-06 | Freight |
| 114 | TILX035419 | 30693 | April-06 | Freight |
| 115 | TILX035420 | 30693 | April-06 | Freight |
| 116 | TILX035421 | 30693 | April-06 | Freight |
| 117 | TILX035422 | 30693 | April-06 | Freight |
| 118 | TILX035423 | 30693 | April-06 | Freight |
| 119 | TILX035424 | 30693 | April-06 | Freight |
| 120 | TILX035425 | 30693 | April-06 | Freight |
| 121 | TILX0638048 | 2443 | July-06 | Freight |
| 122 | TILX0638049 | 2443 | July-06 | Freight |
| 123 | TILX0638050 | 2443 | July-06 | Freight |
| 124 | TILX0638051 | 2443 | July-06 | Freight |
| 125 | TILX0638052 | 2443 | July-06 | Freight |
| 126 | TILX0638053 | 2443 | July-06 | Freight |
| 127 | TILX0638054 | 2443 | August-06 | Freight |
| 128 | TILX0638055 | 2443 | August-06 | Freight |
| 129 | TILX0638056 | 2443 | August-06 | Freight |
| 130 | TILX0638057 | 2443 | August-06 | Freight |
| 131 | TILX0638058 | 2443 | August-06 | Freight |
| 132 | TILX0638059 | 2443 | August-06 | Freight |
| 133 | TILX0638060 | 2443 | August-06 | Freight |
| 134 | TILX0638061 | 2443 | August-06 | Freight |
| 135 | TILX0638062 | 2443 | August-06 | Freight |
| 136 | TILX0638063 | 2443 | August-06 | Freight |
| 137 | TILX0638064 | 2443 | July-06 | Freight |
| 138 | TILX0638065 | 2443 | August-06 | Freight |

TRIP RAIL LEASING LLC

Close 7

Schedule I

| <u>ID</u> | <u>Asset Mark</u> | <u>Lessee Number</u> | <u>Invoice Date</u> | <u>Car Type</u> |
|-----------|-------------------|----------------------|---------------------|-----------------|
| 139 | TILX0638066 | 2443 | July-06 | Freight |
| 140 | TILX0638067 | 2443 | July-06 | Freight |
| 141 | TILX0638068 | 2443 | July-06 | Freight |
| 142 | TILX0638069 | 2443 | July-06 | Freight |
| 143 | TILX0638070 | 2443 | July-06 | Freight |
| 144 | TILX0638071 | 2443 | July-06 | Freight |
| 145 | TILX0638072 | 2443 | July-06 | Freight |
| 146 | TILX0638073 | 2443 | July-06 | Freight |
| 147 | TILX0638074 | 2443 | July-06 | Freight |
| 148 | TILX0638075 | 2443 | July-06 | Freight |
| 149 | TILX0638076 | 2443 | August-06 | Freight |
| 150 | TILX0638077 | 2443 | July-06 | Freight |
| 151 | TILX0638078 | 2443 | July-06 | Freight |
| 152 | TILX0638079 | 2443 | August-06 | Freight |
| 153 | TILX0638080 | 2443 | July-06 | Freight |
| 154 | TILX0638081 | 2443 | July-06 | Freight |
| 155 | TILX0638082 | 2443 | July-06 | Freight |
| 156 | TILX0638083 | 2443 | July-06 | Freight |
| 157 | TILX0638084 | 2443 | July-06 | Freight |
| 158 | TILX0638085 | 2443 | July-06 | Freight |
| 159 | TILX0638086 | 2443 | July-06 | Freight |
| 160 | TILX0638087 | 2443 | August-06 | Freight |
| 161 | TILX0638088 | 2443 | August-06 | Freight |
| 162 | TILX0638089 | 2443 | August-06 | Freight |
| 163 | TILX0638090 | 2443 | August-06 | Freight |
| 164 | TILX0638091 | 2443 | August-06 | Freight |
| 165 | TILX0638092 | 2443 | August-06 | Freight |
| 166 | TILX032920 | 30137 | March-06 | Freight |
| 167 | TILX032921 | 30137 | March-06 | Freight |
| 168 | TILX032922 | 30137 | March-06 | Freight |
| 169 | TILX032923 | 30137 | February-06 | Freight |
| 170 | TILX032924 | 30137 | February-06 | Freight |
| 171 | TILX032925 | 30137 | February-06 | Freight |
| 172 | TILX032926 | 30137 | February-06 | Freight |
| 173 | TILX032927 | 30137 | March-06 | Freight |
| 174 | TILX032928 | 30137 | March-06 | Freight |
| 175 | TILX032929 | 30137 | March-06 | Freight |
| 176 | TILX032930 | 30137 | March-06 | Freight |
| 177 | TILX032931 | 30137 | February-06 | Freight |
| 178 | TILX032932 | 30137 | February-06 | Freight |
| 179 | TILX032933 | 30137 | February-06 | Freight |
| 180 | TILX032934 | 30137 | February-06 | Freight |
| 181 | TILX032935 | 30137 | March-06 | Freight |
| 182 | TILX032936 | 30137 | February-06 | Freight |
| 183 | TILX032937 | 30137 | February-06 | Freight |
| 184 | TILX032938 | 30137 | February-06 | Freight |

TRIP RAIL LEASING LLC

Close 7

Schedule I

| <u>ID</u> | <u>Asset Mark</u> | <u>Lessee Number</u> | <u>Invoice Date</u> | <u>Car Type</u> |
|-----------|-------------------|----------------------|---------------------|-----------------|
| 185 | TILX032939 | 30137 | February-06 | Freight |
| 186 | TILX030116 | 36045 | August-06 | Freight |
| 187 | TILX030117 | 36045 | August-06 | Freight |
| 188 | TILX030118 | 36045 | August-06 | Freight |
| 189 | TILX030119 | 36045 | August-06 | Freight |
| 190 | TILX030120 | 36045 | August-06 | Freight |
| 191 | TILX030121 | 36045 | August-06 | Freight |
| 192 | TILX030122 | 36045 | August-06 | Freight |
| 193 | TILX030123 | 36045 | August-06 | Freight |
| 194 | TILX030124 | 36045 | August-06 | Freight |
| 195 | TILX030125 | 36045 | August-06 | Freight |
| 196 | TILX030126 | 36045 | August-06 | Freight |
| 197 | TILX030127 | 36045 | August-06 | Freight |
| 198 | TILX030128 | 36045 | August-06 | Freight |
| 199 | TILX030129 | 36045 | August-06 | Freight |
| 200 | TILX030130 | 36045 | August-06 | Freight |
| 201 | TILX030131 | 36045 | August-06 | Freight |
| 202 | TILX030132 | 36045 | August-06 | Freight |
| 203 | TILX035426 | 35565 | June-06 | Freight |
| 204 | TILX035427 | 35565 | June-06 | Freight |
| 205 | TILX035428 | 35565 | June-06 | Freight |
| 206 | TILX035429 | 35565 | June-06 | Freight |
| 207 | TILX035430 | 35565 | June-06 | Freight |
| 208 | TILX035431 | 35565 | June-06 | Freight |
| 209 | TILX035432 | 35565 | June-06 | Freight |
| 210 | TILX035433 | 35565 | June-06 | Freight |
| 211 | TILX035434 | 35565 | June-06 | Freight |
| 212 | TILX035435 | 35565 | June-06 | Freight |
| 213 | TILX035436 | 35565 | July-06 | Freight |
| 214 | TILX035437 | 35565 | July-06 | Freight |
| 215 | TILX035438 | 35565 | July-06 | Freight |
| 216 | TILX035439 | 35565 | July-06 | Freight |
| 217 | TILX035440 | 35565 | July-06 | Freight |
| 218 | TILX035441 | 35565 | July-06 | Freight |
| 219 | TILX035442 | 35565 | July-06 | Freight |
| 220 | TILX035443 | 35565 | July-06 | Freight |
| 221 | TILX035444 | 35565 | July-06 | Freight |
| 222 | TILX035445 | 35565 | July-06 | Freight |
| 223 | TILX192630 | 9441 | November-05 | Tank |
| 224 | TILX192631 | 9441 | November-05 | Tank |
| 225 | TILX192632 | 9441 | November-05 | Tank |
| 226 | TILX192633 | 9441 | November-05 | Tank |
| 227 | TILX192634 | 9441 | November-05 | Tank |
| 228 | TILX192635 | 9441 | November-05 | Tank |
| 229 | TILX192636 | 9441 | November-05 | Tank |
| 230 | TILX192637 | 9441 | November-05 | Tank |

TRIP RAIL LEASING LLC

Close 7

Schedule I

| <u>ID</u> | <u>Asset Mark</u> | <u>Lessee Number</u> | <u>Invoice Date</u> | <u>Car Type</u> |
|-----------|-------------------|----------------------|---------------------|-----------------|
| 231 | TILX192638 | 9441 | November-05 | Tank |
| 232 | TILX192639 | 9441 | November-05 | Tank |
| 233 | TILX192640 | 9441 | November-05 | Tank |
| 234 | TILX192641 | 9441 | November-05 | Tank |
| 235 | TILX192642 | 9441 | November-05 | Tank |
| 236 | TILX192643 | 9441 | November-05 | Tank |
| 237 | TILX192644 | 9441 | November-05 | Tank |
| 238 | TILX192645 | 9441 | November-05 | Tank |
| 239 | TILX192646 | 9441 | November-05 | Tank |
| 240 | TILX192647 | 9441 | November-05 | Tank |
| 241 | TILX192648 | 9441 | November-05 | Tank |
| 242 | TILX192649 | 9441 | December-05 | Tank |
| 243 | TILX192650 | 9441 | December-05 | Tank |
| 244 | TILX192651 | 9441 | December-05 | Tank |
| 245 | TILX192652 | 9441 | December-05 | Tank |
| 246 | TILX192653 | 9441 | December-05 | Tank |
| 247 | TILX192654 | 9441 | December-05 | Tank |
| 248 | TILX192655 | 9441 | December-05 | Tank |
| 249 | TILX192656 | 9441 | December-05 | Tank |
| 250 | TILX192657 | 9441 | December-05 | Tank |
| 251 | TILX192658 | 9441 | December-05 | Tank |
| 252 | TILX192659 | 9441 | December-05 | Tank |
| 253 | TILX192660 | 9441 | December-05 | Tank |
| 254 | TILX192661 | 9441 | December-05 | Tank |
| 255 | TILX192662 | 9441 | December-05 | Tank |
| 256 | TILX192663 | 9441 | December-05 | Tank |
| 257 | TILX192664 | 9441 | December-05 | Tank |
| 258 | TILX192665 | 9441 | December-05 | Tank |
| 259 | TILX192666 | 9441 | December-05 | Tank |
| 260 | TILX192667 | 9441 | January-06 | Tank |
| 261 | TILX192668 | 9441 | January-06 | Tank |
| 262 | TILX192669 | 9441 | December-05 | Tank |
| 263 | TILX192670 | 9441 | January-06 | Tank |
| 264 | TILX192671 | 9441 | January-06 | Tank |
| 265 | TILX192672 | 9441 | December-05 | Tank |
| 266 | TILX192673 | 9441 | December-05 | Tank |
| 267 | TILX192674 | 9441 | January-06 | Tank |
| 268 | TILX192675 | 9441 | January-06 | Tank |
| 269 | TILX192676 | 9441 | December-05 | Tank |
| 270 | TILX192677 | 9441 | December-05 | Tank |
| 271 | TILX192678 | 9441 | January-06 | Tank |
| 272 | TILX192679 | 9441 | December-05 | Tank |
| 273 | TILX192680 | 9441 | December-05 | Tank |
| 274 | TILX192681 | 9441 | January-06 | Tank |
| 275 | TILX192682 | 9441 | January-06 | Tank |
| 276 | TILX192683 | 9441 | January-06 | Tank |

TRIP RAIL LEASING LLC

Close 7

Schedule I

| <u>ID</u> | <u>Asset Mark</u> | <u>Lessee Number</u> | <u>Invoice Date</u> | <u>Car Type</u> |
|-----------|-------------------|----------------------|---------------------|-----------------|
| 277 | TILX192684 | 9441 | January-06 | Tank |
| 278 | TILX192685 | 9441 | January-06 | Tank |
| 279 | TILX192686 | 9441 | December-05 | Tank |
| 280 | TILX192687 | 9441 | December-05 | Tank |
| 281 | TILX192688 | 9441 | January-06 | Tank |
| 282 | TILX192689 | 9441 | December-05 | Tank |
| 283 | TILX192690 | 9441 | December-05 | Tank |
| 284 | TILX192691 | 9441 | January-06 | Tank |
| 285 | TILX192692 | 9441 | January-06 | Tank |
| 286 | TILX192693 | 9441 | January-06 | Tank |
| 287 | TILX192694 | 9441 | December-05 | Tank |
| 288 | TILX192695 | 9441 | December-05 | Tank |
| 289 | TILX192696 | 9441 | December-05 | Tank |
| 290 | TILX192697 | 9441 | December-05 | Tank |
| 291 | TILX192698 | 9441 | January-06 | Tank |
| 292 | TILX192699 | 9441 | December-05 | Tank |
| 293 | TILX192700 | 9441 | December-05 | Tank |
| 294 | TILX192701 | 9441 | January-06 | Tank |
| 295 | TILX192702 | 9441 | December-05 | Tank |
| 296 | TILX192703 | 9441 | January-06 | Tank |
| 297 | TILX192704 | 9441 | December-05 | Tank |
| 298 | TILX192705 | 9441 | December-05 | Tank |
| 299 | TILX192706 | 9441 | December-05 | Tank |
| 300 | TILX192707 | 9441 | December-05 | Tank |
| 301 | TILX192708 | 9441 | December-05 | Tank |
| 302 | TILX192709 | 9441 | December-05 | Tank |
| 303 | TILX192710 | 9441 | December-05 | Tank |
| 304 | TILX192711 | 9441 | December-05 | Tank |
| 305 | TILX192712 | 9441 | December-05 | Tank |
| 306 | TILX192713 | 9441 | January-06 | Tank |
| 307 | TILX192714 | 9441 | December-05 | Tank |
| 308 | TILX192715 | 9441 | December-05 | Tank |
| 309 | TILX192716 | 9441 | January-06 | Tank |
| 310 | TILX192717 | 9441 | January-06 | Tank |
| 311 | TILX192718 | 9441 | January-06 | Tank |
| 312 | TILX192719 | 9441 | January-06 | Tank |
| 313 | TILX192720 | 9441 | January-06 | Tank |
| 314 | TILX192721 | 9441 | December-05 | Tank |
| 315 | TILX192722 | 9441 | January-06 | Tank |
| 316 | TILX192723 | 9441 | January-06 | Tank |
| 317 | TILX192724 | 9441 | January-06 | Tank |
| 318 | TILX192725 | 9441 | January-06 | Tank |
| 319 | TILX192726 | 9441 | January-06 | Tank |
| 320 | TILX192727 | 9441 | January-06 | Tank |
| 321 | TILX192728 | 9441 | January-06 | Tank |
| 322 | TILX192729 | 9441 | January-06 | Tank |

TRIP RAIL LEASING LLC

Close 7

Schedule I

| <u>ID</u> | <u>Asset Mark</u> | <u>Lessee Number</u> | <u>Invoice Date</u> | <u>Car Type</u> |
|-----------|-------------------|----------------------|---------------------|-----------------|
| 323 | TILX192730 | 9441 | January-06 | Tank |
| 324 | TILX192731 | 9441 | January-06 | Tank |
| 325 | TILX192732 | 9441 | January-06 | Tank |
| 326 | TILX192733 | 9441 | January-06 | Tank |
| 327 | TILX192734 | 9441 | January-06 | Tank |
| 328 | TILX192735 | 9441 | January-06 | Tank |
| 329 | TILX192736 | 9441 | January-06 | Tank |
| 330 | TILX192737 | 9441 | January-06 | Tank |
| 331 | TILX192738 | 9441 | January-06 | Tank |
| 332 | TILX192739 | 9441 | January-06 | Tank |
| 333 | TILX192740 | 9441 | January-06 | Tank |
| 334 | TILX192741 | 9441 | January-06 | Tank |
| 335 | TILX192742 | 9441 | January-06 | Tank |
| 336 | TILX192743 | 9441 | January-06 | Tank |
| 337 | TILX192744 | 9441 | January-06 | Tank |
| 338 | TILX192745 | 9441 | January-06 | Tank |
| 339 | TILX192746 | 9441 | January-06 | Tank |
| 340 | TILX192747 | 9441 | January-06 | Tank |
| 341 | TILX192748 | 9441 | January-06 | Tank |
| 342 | TILX192749 | 9441 | January-06 | Tank |
| 343 | TILX192750 | 9441 | January-06 | Tank |
| 344 | TILX192751 | 9441 | January-06 | Tank |
| 345 | TILX192752 | 9441 | January-06 | Tank |
| 346 | TILX192753 | 9441 | January-06 | Tank |
| 347 | TILX192754 | 9441 | January-06 | Tank |
| 348 | TILX194295 | 10060 | May-07 | Tank |
| 349 | TILX194296 | 10060 | May-07 | Tank |
| 350 | TILX194297 | 10060 | May-07 | Tank |
| 351 | TILX194298 | 10060 | May-07 | Tank |
| 352 | TILX194299 | 10060 | May-07 | Tank |
| 353 | TILX194300 | 10060 | May-07 | Tank |
| 354 | TILX194301 | 10060 | May-07 | Tank |
| 355 | TILX194302 | 10060 | May-07 | Tank |
| 356 | TILX194303 | 10060 | May-07 | Tank |
| 357 | TILX194304 | 10060 | May-07 | Tank |
| 358 | TILX194305 | 10060 | May-07 | Tank |
| 359 | TILX194306 | 10060 | May-07 | Tank |
| 360 | TILX194307 | 10060 | May-07 | Tank |
| 361 | TILX194308 | 10060 | May-07 | Tank |
| 362 | TILX194309 | 10060 | May-07 | Tank |

SCHEDULE 2

[see attached]

Exhibit B

Leases

1. Thirty (30) units identified with marks TILX 637353 – 637382 leased pursuant to Rider Two (2) to that certain Railroad Car Lease Agreement dated June 9, 2005 between Trinity Industries Leasing Company and 3D Corporate Solutions, LLC.
2. Fifty (50) units identified with marks TILX 33156 – 33205 leased pursuant to Rider Two (2) to that certain Railroad Car Lease Agreement dated May 18, 2006 between Trinity Industries Leasing Company and Ash Grove Cement Company.
3. Four (4) units identified with marks TILX 200511 – 200514 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated February 28, 2006 between Trinity Industries Leasing Company and Barton Brands LTD.
4. Eight (8) units identified with marks TILX 200471 – 200478 leased pursuant to Rider Three (3) to that certain Railroad Car Lease Agreement dated January 26, 2006 between Trinity Industries Leasing Company and Engelhard Corporation.
5. Three (3) units identified with marks TILX 30113 – 30115 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated January 12, 2006 between Trinity Industries Leasing Company and BASF Construction Chemicals.
6. Twenty-five (25) units identified with marks TILX 35401 – 35425 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated March 30, 2006 between Trinity Industries Leasing Company and Border Steel, Inc.
7. Forty-five (45) units identified with marks TILX 638048 – 638092 leased pursuant to Rider Fifteen (15) to that certain Railroad Car Lease Agreement dated July 11, 2002 between Trinity Industries Leasing Company and Broin Enterprises, Inc.
8. Twenty (20) units identified with marks TILX 32920 – 32939 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated January 17, 2006 between Trinity Industries Leasing Company and Ciment Quebec Inc.
9. Seventeen (17) units identified with marks TILX 30116 – 30132 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated August 4, 2006 between Trinity Industries Leasing Company and ESSROC Cement Corp.
10. Twenty (20) units identified with marks TILX 35426 – 35445 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated July 17, 2006 between Trinity Industries Leasing Company and Oklahoma Steel & Wire Co., Inc.

11. One hundred twenty-five (125) units identified with marks TILX 192630 – 192754 leased pursuant Rider Eight (8) to that certain Railroad Car Lease Agreement dated April 25, 2001 between Trinity Industries Leasing Company and Renewable Products Marketing Group, LLC.

12. Fifteen (15) units identified with marks TILX 194295 – 194309 leased pursuant to Rider Thirty-seven (37) to that certain Railroad Car Lease Agreement dated May 7, 1980 between Trinity Industries Leasing Company and Shell Oil Company.

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: 12/21/07



Robert W. Alvord