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RECORDATION NO. 23866 FILED

FEB 15 '02

11-03 AM

SURFACE TRANSPORTATION BOARD  
OF COUNSEL  
URBAN A. LESTER

February 14, 2002

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 [A] Trust Indenture and Security Agreement and [A] Trust Indenture Supplement No. 1, dated as of February 15 2002, 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 Industries Leasing Company 2525 Stemmons Parkway Dallas, Texas 75207
Guarantor:	Trinity Industries, Inc. 2525 Stemmons Parkway Dallas, Texas 75207
Trustee:	The Bank of New York 48 Wall Street New York, New York 10005

23866 11:03

Mr. Vernon A. Williams  
February 14, 2002  
Page 2

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

One thousand one hundred and forty-eight (1148) railcars bearing ALMX, APAX, ASHX, IBPX, MLLX, NKCR, RGCX, SCJX, TILX and TIMX reporting marks and road numbers in Exhibit A attached hereto.

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

Memorandum of [A] Trust Indenture and Security Agreement and [A] Trust Indenture Supplement No. 1.

Also enclosed is a check in the amount of \$28.00 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

Exhibit A

TRINITY INDUSTRIES LEASING COMPANY  
COLLATERALIZED EQUIPMENT - POOL A

| <u>Car Mark</u> |
|-----------------|-----------------|-----------------|-----------------|-----------------|
| ADMX049185      | ALMX011050      | ALMX011100      | APAX007019      | APAX007073      |
| ALMX011001      | ALMX011051      | ALMX011101      | APAX007020      | APAX007074      |
| ALMX011002      | ALMX011052      | ALMX011102      | APAX007021      | APAX007075      |
| ALMX011003      | ALMX011053      | ALMX011103      | APAX007022      | APAX007076      |
| ALMX011004      | ALMX011054      | ALMX011104      | APAX007023      | APAX007077      |
| ALMX011005      | ALMX011055      | ALMX011105      | APAX007024      | APAX007078      |
| ALMX011006      | ALMX011056      | ALMX011106      | APAX007025      | APAX007079      |
| ALMX011007      | ALMX011057      | ALMX011107      | APAX007026      | APAX007080      |
| ALMX011008      | ALMX011058      | ALMX011108      | APAX007027      | APAX007081      |
| ALMX011009      | ALMX011059      | ALMX011109      | APAX007028      | APAX007082      |
| ALMX011010      | ALMX011060      | ALMX011110      | APAX007030      | APAX007083      |
| ALMX011011      | ALMX011061      | ALMX011111      | APAX007031      | APAX007084      |
| ALMX011012      | ALMX011062      | ALMX011112      | APAX007032      | APAX007085      |
| ALMX011013      | ALMX011063      | ALMX011113      | APAX007033      | APAX007086      |
| ALMX011014      | ALMX011064      | ALMX011114      | APAX007034      | APAX007087      |
| ALMX011015      | ALMX011065      | ALMX011115      | APAX007035      | APAX007088      |
| ALMX011016      | ALMX011066      | ALMX011116      | APAX007036      | APAX007089      |
| ALMX011017      | ALMX011067      | ALMX011117      | APAX007037      | APAX007090      |
| ALMX011018      | ALMX011068      | ALMX011118      | APAX007038      | APAX007091      |
| ALMX011019      | ALMX011069      | ALMX011119      | APAX007039      | APAX007092      |
| ALMX011020      | ALMX011070      | ALMX011120      | APAX007040      | APAX007093      |
| ALMX011021      | ALMX011071      | ALMX011121      | APAX007041      | APAX007094      |
| ALMX011022      | ALMX011072      | ALMX011122      | APAX007042      | APAX007095      |
| ALMX011023      | ALMX011073      | ALMX011123      | APAX007043      | APAX007096      |
| ALMX011024      | ALMX011074      | ALMX011124      | APAX007044      | APAX007097      |
| ALMX011025      | ALMX011075      | ALMX011125      | APAX007045      | APAX007098      |
| ALMX011026      | ALMX011076      | ALMX011126      | APAX007046      | APAX007099      |
| ALMX011027      | ALMX011077      | ALMX011127      | APAX007047      | ASHX001000      |
| ALMX011028      | ALMX011078      | ALMX011128      | APAX007049      | ASHX001001      |
| ALMX011029      | ALMX011079      | ALMX011129      | APAX007050      | ASHX001002      |
| ALMX011030      | ALMX011080      | ALMX011130      | APAX007051      | ASHX001003      |
| ALMX011031      | ALMX011081      | APAX007000      | APAX007053      | ASHX001004      |
| ALMX011032      | ALMX011082      | APAX007001      | APAX007054      | ASHX001005      |
| ALMX011033      | ALMX011083      | APAX007002      | APAX007055      | ASHX001006      |
| ALMX011034      | ALMX011084      | APAX007003      | APAX007056      | ASHX001007      |
| ALMX011035      | ALMX011085      | APAX007004      | APAX007058      | ASHX001008      |
| ALMX011036      | ALMX011086      | APAX007005      | APAX007059      | ASHX001009      |
| ALMX011037      | ALMX011087      | APAX007006      | APAX007060      | ASHX001010      |
| ALMX011038      | ALMX011088      | APAX007007      | APAX007061      | ASHX001011      |
| ALMX011039      | ALMX011089      | APAX007008      | APAX007062      | ASHX001012      |
| ALMX011040      | ALMX011090      | APAX007009      | APAX007063      | ASHX001013      |
| ALMX011041      | ALMX011091      | APAX007010      | APAX007064      | ASHX001014      |
| ALMX011042      | ALMX011092      | APAX007011      | APAX007065      | ASHX001015      |
| ALMX011043      | ALMX011093      | APAX007012      | APAX007066      | ASHX001016      |
| ALMX011044      | ALMX011094      | APAX007013      | APAX007067      | ASHX001017      |
| ALMX011045      | ALMX011095      | APAX007014      | APAX007068      | ASHX001018      |
| ALMX011046      | ALMX011096      | APAX007015      | APAX007069      | ASHX001019      |
| ALMX011047      | ALMX011097      | APAX007016      | APAX007070      | ASHX001020      |
| ALMX011048      | ALMX011098      | APAX007017      | APAX007071      | ASHX001021      |
| ALMX011049      | ALMX011099      | APAX007018      | APAX007072      | ASHX001022      |

Exhibit A

COLLATERALIZED EQUIPMENT - POOL A

| Car Mark   |
|------------|------------|------------|------------|------------|
| ASHX001023 | ASHX001076 | ASHX001134 | ASHX001196 | IBPX024032 |
| ASHX001024 | ASHX001077 | ASHX001139 | ASHX001197 | IBPX024033 |
| ASHX001025 | ASHX001078 | ASHX001140 | ASHX001198 | IBPX024034 |
| ASHX001026 | ASHX001079 | ASHX001141 | ASHX001200 | IBPX024035 |
| ASHX001027 | ASHX001080 | ASHX001144 | ASHX001201 | IBPX024036 |
| ASHX001028 | ASHX001081 | ASHX001145 | ASHX001203 | IBPX024037 |
| ASHX001029 | ASHX001082 | ASHX001146 | ASHX001205 | IBPX024038 |
| ASHX001030 | ASHX001083 | ASHX001147 | ASHX001206 | IBPX024039 |
| ASHX001031 | ASHX001084 | ASHX001148 | ASHX001211 | IBPX024040 |
| ASHX001032 | ASHX001085 | ASHX001149 | ASHX001212 | IBPX024041 |
| ASHX001033 | ASHX001086 | ASHX001150 | ASHX001214 | IBPX024042 |
| ASHX001034 | ASHX001087 | ASHX001152 | ASHX001216 | IBPX024043 |
| ASHX001035 | ASHX001088 | ASHX001153 | ASHX001217 | IBPX024044 |
| ASHX001037 | ASHX001089 | ASHX001154 | ASHX001221 | IBPX024045 |
| ASHX001038 | ASHX001090 | ASHX001155 | ASHX001222 | IBPX024046 |
| ASHX001039 | ASHX001091 | ASHX001157 | ASHX001223 | IBPX024047 |
| ASHX001040 | ASHX001092 | ASHX001158 | ASHX001224 | IBPX024049 |
| ASHX001041 | ASHX001093 | ASHX001159 | ASHX001225 | IBPX024050 |
| ASHX001042 | ASHX001094 | ASHX001160 | IBPX024000 | IBPX024051 |
| ASHX001043 | ASHX001095 | ASHX001161 | IBPX024001 | IBPX024052 |
| ASHX001044 | ASHX001096 | ASHX001162 | IBPX024002 | IBPX024053 |
| ASHX001045 | ASHX001097 | ASHX001163 | IBPX024003 | IBPX025000 |
| ASHX001046 | ASHX001098 | ASHX001164 | IBPX024004 | IBPX025001 |
| ASHX001047 | ASHX001099 | ASHX001165 | IBPX024005 | IBPX025002 |
| ASHX001048 | ASHX001100 | ASHX001166 | IBPX024006 | IBPX025003 |
| ASHX001049 | ASHX001101 | ASHX001168 | IBPX024007 | IBPX025004 |
| ASHX001050 | ASHX001102 | ASHX001169 | IBPX024008 | IBPX025005 |
| ASHX001051 | ASHX001103 | ASHX001170 | IBPX024009 | IBPX025006 |
| ASHX001052 | ASHX001104 | ASHX001171 | IBPX024010 | IBPX025007 |
| ASHX001054 | ASHX001107 | ASHX001172 | IBPX024011 | IBPX025009 |
| ASHX001055 | ASHX001108 | ASHX001173 | IBPX024012 | IBPX025010 |
| ASHX001056 | ASHX001109 | ASHX001174 | IBPX024013 | IBPX025011 |
| ASHX001057 | ASHX001110 | ASHX001175 | IBPX024014 | IBPX025012 |
| ASHX001058 | ASHX001111 | ASHX001176 | IBPX024015 | IBPX025013 |
| ASHX001059 | ASHX001114 | ASHX001177 | IBPX024016 | IBPX025014 |
| ASHX001060 | ASHX001115 | ASHX001178 | IBPX024017 | IBPX025015 |
| ASHX001061 | ASHX001116 | ASHX001179 | IBPX024018 | IBPX025016 |
| ASHX001062 | ASHX001117 | ASHX001180 | IBPX024019 | IBPX025018 |
| ASHX001064 | ASHX001118 | ASHX001181 | IBPX024020 | IBPX025019 |
| ASHX001065 | ASHX001119 | ASHX001183 | IBPX024021 | IBPX025020 |
| ASHX001066 | ASHX001120 | ASHX001184 | IBPX024022 | IBPX025021 |
| ASHX001067 | ASHX001121 | ASHX001185 | IBPX024023 | IBPX025022 |
| ASHX001068 | ASHX001122 | ASHX001186 | IBPX024024 | IBPX025023 |
| ASHX001069 | ASHX001123 | ASHX001187 | IBPX024025 | IBPX025024 |
| ASHX001070 | ASHX001124 | ASHX001188 | IBPX024026 | IBPX025025 |
| ASHX001071 | ASHX001126 | ASHX001189 | IBPX024027 | IBPX025026 |
| ASHX001072 | ASHX001128 | ASHX001191 | IBPX024028 | IBPX025027 |
| ASHX001073 | ASHX001131 | ASHX001192 | IBPX024029 | IBPX025028 |
| ASHX001074 | ASHX001132 | ASHX001194 | IBPX024030 | IBPX025030 |
| ASHX001075 | ASHX001133 | ASHX001195 | IBPX024031 | IBPX025031 |

Exhibit A

COLLATERALIZED EQUIPMENT - POOL A

| <u>Car Mark</u> |
|-----------------|-----------------|-----------------|-----------------|-----------------|
| IBPX025032      | IBPX025083      | NKCR001250      | NKCR001313      | RGCX000813      |
| IBPX025033      | IBPX025085      | NKCR001251      | NKCR001314      | RGCX000814      |
| IBPX025034      | IBPX025086      | NKCR001252      | NKCR001315      | RGCX000815      |
| IBPX025035      | IBPX025087      | NKCR001253      | NKCR001316      | RGCX000816      |
| IBPX025036      | IBPX025088      | NKCR001254      | NKCR001317      | RGCX000817      |
| IBPX025037      | IBPX025089      | NKCR001255      | NKCR001318      | RGCX000818      |
| IBPX025038      | IBPX025090      | NKCR001256      | NKCR001319      | RGCX000819      |
| IBPX025039      | MLLX097579      | NKCR001257      | RGCX000770      | RGCX000821      |
| IBPX025040      | MLLX097580      | NKCR001258      | RGCX000771      | RGCX000822      |
| IBPX025041      | MLLX097581      | NKCR001259      | RGCX000772      | RGCX000823      |
| IBPX025042      | MLLX097582      | NKCR001260      | RGCX000773      | RGCX000824      |
| IBPX025043      | MLLX097583      | NKCR001261      | RGCX000774      | RGCX000825      |
| IBPX025044      | MLLX097584      | NKCR001275      | RGCX000775      | RGCX000826      |
| IBPX025045      | MLLX097585      | NKCR001276      | RGCX000776      | RGCX000827      |
| IBPX025046      | MLLX097586      | NKCR001277      | RGCX000777      | RGCX000828      |
| IBPX025047      | MLLX097587      | NKCR001278      | RGCX000778      | RGCX000829      |
| IBPX025048      | MLLX097588      | NKCR001279      | RGCX000779      | RGCX000830      |
| IBPX025049      | MLLX097589      | NKCR001280      | RGCX000780      | RGCX000831      |
| IBPX025050      | MLLX097590      | NKCR001281      | RGCX000781      | RGCX000832      |
| IBPX025051      | MLLX097592      | NKCR001282      | RGCX000782      | RGCX000833      |
| IBPX025052      | NKCR001000      | NKCR001283      | RGCX000783      | RGCX000834      |
| IBPX025053      | NKCR001001      | NKCR001284      | RGCX000784      | RGCX000835      |
| IBPX025054      | NKCR001002      | NKCR001285      | RGCX000785      | RGCX000836      |
| IBPX025055      | NKCR001003      | NKCR001286      | RGCX000786      | RGCX000837      |
| IBPX025057      | NKCR001004      | NKCR001287      | RGCX000787      | RGCX000838      |
| IBPX025058      | NKCR001225      | NKCR001288      | RGCX000788      | RGCX000839      |
| IBPX025059      | NKCR001226      | NKCR001289      | RGCX000789      | RGCX000840      |
| IBPX025060      | NKCR001227      | NKCR001290      | RGCX000790      | RGCX000841      |
| IBPX025061      | NKCR001228      | NKCR001291      | RGCX000791      | RGCX000842      |
| IBPX025062      | NKCR001229      | NKCR001292      | RGCX000792      | RGCX000843      |
| IBPX025063      | NKCR001230      | NKCR001293      | RGCX000793      | RGCX000844      |
| IBPX025064      | NKCR001231      | NKCR001294      | RGCX000794      | RGCX000845      |
| IBPX025065      | NKCR001232      | NKCR001295      | RGCX000795      | RGCX000846      |
| IBPX025066      | NKCR001233      | NKCR001296      | RGCX000796      | RGCX000847      |
| IBPX025067      | NKCR001234      | NKCR001297      | RGCX000797      | RGCX000849      |
| IBPX025068      | NKCR001235      | NKCR001298      | RGCX000798      | RGCX000850      |
| IBPX025069      | NKCR001236      | NKCR001299      | RGCX000799      | RGCX000852      |
| IBPX025070      | NKCR001237      | NKCR001300      | RGCX000800      | RGCX000853      |
| IBPX025071      | NKCR001238      | NKCR001301      | RGCX000801      | RGCX000854      |
| IBPX025072      | NKCR001239      | NKCR001302      | RGCX000802      | RGCX000855      |
| IBPX025073      | NKCR001240      | NKCR001303      | RGCX000803      | RGCX000856      |
| IBPX025074      | NKCR001241      | NKCR001304      | RGCX000804      | RGCX000857      |
| IBPX025075      | NKCR001242      | NKCR001305      | RGCX000805      | RGCX000858      |
| IBPX025076      | NKCR001243      | NKCR001306      | RGCX000806      | RGCX000859      |
| IBPX025077      | NKCR001244      | NKCR001307      | RGCX000807      | RGCX000860      |
| IBPX025078      | NKCR001245      | NKCR001308      | RGCX000808      | RGCX000861      |
| IBPX025079      | NKCR001246      | NKCR001309      | RGCX000809      | RGCX000862      |
| IBPX025080      | NKCR001247      | NKCR001310      | RGCX000810      | RGCX000863      |
| IBPX025081      | NKCR001248      | NKCR001311      | RGCX000811      | RGCX000864      |
| IBPX025082      | NKCR001249      | NKCR001312      | RGCX000812      | RGCX000865      |

Exhibit A

COLLATERALIZED EQUIPMENT - POOL A

| <u>Car Mark</u> |
|-----------------|-----------------|-----------------|-----------------|-----------------|
| RGCX020376      | TILX058201      | TILX150059      | TILX190322      | TILX260624      |
| SCJX058022      | TILX058230      | TILX150061      | TILX190323      | TILX260625      |
| TILX001004      | TILX058246      | TILX150063      | TILX190324      | TILX260626      |
| TILX005001      | TILX100339      | TILX150064      | TILX190325      | TILX260627      |
| TILX005004      | TILX100340      | TILX150065      | TILX190326      | TILX260628      |
| TILX005008      | TILX100341      | TILX150066      | TILX190327      | TILX260629      |
| TILX005010      | TILX100342      | TILX150067      | TILX190328      | TILX260630      |
| TILX005032      | TILX100343      | TILX150068      | TILX202003      | TILX260637      |
| TILX005042      | TILX100344      | TILX150069      | TILX260332      | TILX260638      |
| TILX005102      | TILX100345      | TILX150070      | TILX260334      | TILX260639      |
| TILX005231      | TILX100346      | TILX150071      | TILX260336      | TILX260640      |
| TILX005232      | TILX100347      | TILX150072      | TILX260337      | TILX260641      |
| TILX005233      | TILX100348      | TILX150073      | TILX260340      | TILX260642      |
| TILX005234      | TILX100349      | TILX150074      | TILX260341      | TILX260643      |
| TILX005235      | TILX100350      | TILX150075      | TILX260342      | TILX260644      |
| TILX005236      | TILX100351      | TILX150076      | TILX260344      | TILX260645      |
| TILX005237      | TILX100352      | TILX150077      | TILX260345      | TILX260646      |
| TILX005238      | TILX100353      | TILX150078      | TILX260346      | TILX260647      |
| TILX005239      | TILX100354      | TILX150079      | TILX260347      | TILX260648      |
| TILX005240      | TILX100355      | TILX150080      | TILX260348      | TILX260649      |
| TILX005241      | TILX100356      | TILX150081      | TILX260349      | TILX260650      |
| TILX005242      | TILX100357      | TILX150082      | TILX260352      | TILX260651      |
| TILX005244      | TILX100358      | TILX160106      | TILX260354      | TILX260652      |
| TILX005245      | TILX100359      | TILX160107      | TILX260356      | TILX260653      |
| TILX005246      | TILX100361      | TILX160108      | TILX260358      | TILX260654      |
| TILX005248      | TILX100362      | TILX160109      | TILX260359      | TILX260707      |
| TILX005249      | TILX100363      | TILX160110      | TILX260360      | TILX260708      |
| TILX005250      | TILX100364      | TILX160111      | TILX260363      | TILX260797      |
| TILX005251      | TILX100365      | TILX160113      | TILX260364      | TILX260798      |
| TILX005252      | TILX100366      | TILX160114      | TILX260367      | TILX260799      |
| TILX005254      | TILX100367      | TILX160115      | TILX260369      | TILX260800      |
| TILX005255      | TILX100368      | TILX160116      | TILX260371      | TILX290025      |
| TILX005256      | TILX100369      | TILX160117      | TILX260375      | TILX290026      |
| TILX005258      | TILX100370      | TILX160118      | TILX260378      | TILX290027      |
| TILX005259      | TILX100371      | TILX160119      | TILX260381      | TILX290028      |
| TILX005260      | TILX100372      | TILX160120      | TILX260395      | TILX290029      |
| TILX005269      | TILX100373      | TILX160121      | TILX260608      | TILX290030      |
| TILX005371      | TILX100374      | TILX160122      | TILX260609      | TILX290031      |
| TILX005372      | TILX110065      | TILX160124      | TILX260610      | TILX290032      |
| TILX005373      | TILX110066      | TILX160125      | TILX260612      | TILX290033      |
| TILX005375      | TILX110067      | TILX160126      | TILX260613      | TILX290034      |
| TILX006200      | TILX110068      | TILX160127      | TILX260614      | TILX290035      |
| TILX006218      | TILX110069      | TILX160128      | TILX260615      | TILX290036      |
| TILX058013      | TILX150040      | TILX160129      | TILX260616      | TILX290037      |
| TILX058014      | TILX150051      | TILX160130      | TILX260617      | TILX290038      |
| TILX058015      | TILX150052      | TILX170184      | TILX260619      | TILX290039      |
| TILX058079      | TILX150055      | TILX170186      | TILX260620      | TILX290040      |
| TILX058189      | TILX150056      | TILX170187      | TILX260621      | TILX290041      |
| TILX058193      | TILX150057      | TILX170189      | TILX260622      | TILX290042      |
| TILX058196      | TILX150058      | TILX190083      | TILX260623      | TILX290043      |

Exhibit A

COLLATERALIZED EQUIPMENT - POOL A

| <u>Car Mark</u> |
|-----------------|-----------------|-----------------|-----------------|-----------------|
| TILX290044      | TILX311121      | TILX516224      |                 |                 |
| TILX290045      | TILX311126      | TILX516225      |                 |                 |
| TILX290046      | TILX311132      | TILX516226      |                 |                 |
| TILX290047      | TILX311133      | TILX516227      |                 |                 |
| TILX290048      | TILX311136      | TILX516228      |                 |                 |
| TILX290049      | TILX311140      | TILX516229      |                 |                 |
| TILX300731      | TILX311141      | TILX516230      |                 |                 |
| TILX300732      | TILX311144      | TILX516231      |                 |                 |
| TILX300733      | TILX311151      | TILX516232      |                 |                 |
| TILX300734      | TILX311153      | TILX516233      |                 |                 |
| TILX300735      | TILX311154      | TILX516234      |                 |                 |
| TILX300736      | TILX311155      | TILX516235      |                 |                 |
| TILX300737      | TILX311158      | TILX516236      |                 |                 |
| TILX300738      | TILX311161      | TILX620000      |                 |                 |
| TILX300739      | TILX311162      | TILX620001      |                 |                 |
| TILX300740      | TILX311165      | TILX620002      |                 |                 |
| TILX300741      | TILX311167      | TILX620004      |                 |                 |
| TILX300742      | TILX311169      | TILX620005      |                 |                 |
| TILX300743      | TILX311170      | TILX620007      |                 |                 |
| TILX300744      | TILX311171      | TILX620008      |                 |                 |
| TILX300745      | TILX311173      | TILX620010      |                 |                 |
| TILX300746      | TILX311174      | TILX620011      |                 |                 |
| TILX300747      | TILX311176      | TILX620012      |                 |                 |
| TILX300748      | TILX311178      | TILX620013      |                 |                 |
| TILX300749      | TILX311179      | TILX620014      |                 |                 |
| TILX300750      | TILX311180      | TILX620015      |                 |                 |
| TILX300751      | TILX311181      | TILX620018      |                 |                 |
| TILX300752      | TILX311183      | TILX620021      |                 |                 |
| TILX300753      | TILX400160      | TILX620023      |                 |                 |
| TILX300754      | TILX400161      | TILX620024      |                 |                 |
| TILX300755      | TILX400162      | TILX620026      |                 |                 |
| TILX300756      | TILX400163      | TILX620027      |                 |                 |
| TILX300757      | TILX400164      | TILX620029      |                 |                 |
| TILX300758      | TILX400334      | TILX620030      |                 |                 |
| TILX300760      | TILX400344      | TILX620032      |                 |                 |
| TILX300761      | TILX400345      | TILX620033      |                 |                 |
| TILX300762      | TILX400363      | TILX620035      |                 |                 |
| TILX300763      | TILX400369      | TILX620036      |                 |                 |
| TILX300764      | TILX400370      | TILX620039      |                 |                 |
| TILX300765      | TILX400377      | TILX620041      |                 |                 |
| TILX301711      | TILX400380      | TILX620042      |                 |                 |
| TILX301712      | TILX400381      | TILX620043      |                 |                 |
| TILX311101      | TILX400383      | TILX620044      |                 |                 |
| TILX311103      | TILX400384      | TILX620045      |                 |                 |
| TILX311104      | TILX400387      | TILX620046      |                 |                 |
| TILX311105      | TILX400389      | TILX620047      |                 |                 |
| TILX311107      | TILX400390      | TILX620049      |                 |                 |
| TILX311111      | TILX400391      | TIMX001020      |                 |                 |
| TILX311115      | TILX516222      |                 |                 |                 |
| TILX311119      | TILX516223      |                 |                 |                 |

POOL A  
Schedule of Lessees and Riders

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<u>Lessee Number</u>	<u>Rider Number</u>	<u>Lessee Number</u>	<u>Rider Number</u>	<u>Lessee Number</u>	<u>Rider Number</u>
000104	012	003700	007	007885	002
000104	905	004448	002	007885	003
000106	025	004859	002	007885	004
000107	017	004981	001	007885	006
000112	006	005590	002	007989	004
000112	007	006023	001	008393	001
000332	001	006099	001	008419	002
000333	001	006300	004	008425	003
000781	009	006493	001	009994	001
000807	002	006493	002	009995	001
000850	001	006493	003		
000963	003	006493	004		
001056	001	006497	001		
001062	002	006551	001		
001090	029	007335	006		
001091	001	007342	001		
001210	008	007490	001		
002105	001	007490	002		
003700	001	007820	002		
003700	006	007820	003		

**MEMORANDUM OF [A] TRUST INDENTURE AND SECURITY AGREEMENT AND  
[A] TRUST INDENTURE SUPPLEMENT NO. 1**

This Memorandum of [A] Trust Indenture and Security Agreement and [A] Trust Indenture Supplement No. 1 (this "Memorandum") is made and entered into by and among Trinity Industries Leasing Company, a Delaware corporation (the "Company"), Trinity Industries, Inc., a Delaware corporation (the "Guarantor") and The Bank of New York, as Trustee under the Security Agreement (as defined below) (hereinafter referred to as "Trustee") respecting that certain [A] Trust Indenture and Security Agreement dated as of February 15, 2002, among the Company, the Guarantor and the Trustee (the "Security Agreement") and the [A] Trust Indenture Supplement No. 1 dated as of February 15, 2002, among the Company, the Guarantor and the Trustee.

Pursuant to the provisions of the Security Agreement, the Company, the Guarantor and Trustee hereby affirm and acknowledge that:

1. The Company has agreed to execute and deliver to the Trustee an equipment note and the Trustee has agreed to accept such an equipment note from the Company and, as security therefor, grant the Trustee a first priority security interest in (i) certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto and (ii) certain leases with respect to such equipment identified by the lessee numbers and rider numbers as listed on Exhibit B attached hereto, subject to the terms defined in the Security Agreement.

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

RECORDATION NO. 23866 FILED

FEB 15 '02

11:03 AM

SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Memorandum to be duly executed in its corporate name by its officers, thereunto duly authorized, as of February \_\_, 2002.

COMPANY:

TRUSTEE:

TRINITY INDUSTRIES LEASING  
COMPANY

THE BANK OF NEW YORK

By: *Eric Marchetto*

By: \_\_\_\_\_

Name: ERIC MARCHETTO

Name: \_\_\_\_\_

Title: v.i.

Title: \_\_\_\_\_

GUARANTOR:

TRINITY INDUSTRIES, INC.

By: *John L. Adams*

Name: JOHN L. Adams

Title: EXECUTIVE VICE PRESIDENT

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Memorandum to be duly executed in its corporate name by its officers, thereunto duly authorized, as of February \_\_, 2002.

COMPANY:

TRINITY INDUSTRIES LEASING  
COMPANY

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

TRUSTEE:

THE BANK OF NEW YORK

By:  \_\_\_\_\_

Name: REMO J. REALE  
VICE PRESIDENT

Title: \_\_\_\_\_

GUARANTOR:

TRINITY INDUSTRIES, INC.

By: \_\_\_\_\_

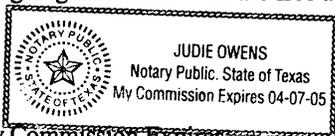
Name: \_\_\_\_\_

Title: \_\_\_\_\_

STATE OF Texas )  
COUNTY OF Dallas )

SS:

On this 13<sup>th</sup> day of February, 2002, before me personally appeared ERIC MARCHELLO, to me personally known, who being duly sworn, stated that he/she is VICE PRESIDENT of Trinity Industries Leasing Company, that said instrument was signed on behalf of said corporation by authority of its board of directors or other governing body, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



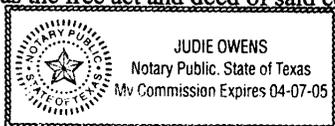
My Commission Expires.

Judie Owens  
Notary Public

STATE OF Texas )  
COUNTY OF Dallas )

SS:

On this 13<sup>th</sup> day of February, 2002, before me personally appeared JOHN L. ADAMS, to me personally known, who being duly sworn, stated that he/she is EXE. VICE PRESIDENT of Trinity Industries, Inc., that said instrument was signed on behalf of said corporation by authority of its board of directors or other governing body, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



My Commission Expires:

Judie Owens  
Notary Public



**EXHIBIT A**

**TRINITY INDUSTRIES LEASING COMPANY  
COLLATERALIZED EQUIPMENT - POOL A**

| <u>Car Mark</u> |
|-----------------|-----------------|-----------------|-----------------|-----------------|
| ADMX049185      | ALMX011050      | ALMX011100      | APAX007019      | APAX007073      |
| ALMX011001      | ALMX011051      | ALMX011101      | APAX007020      | APAX007074      |
| ALMX011002      | ALMX011052      | ALMX011102      | APAX007021      | APAX007075      |
| ALMX011003      | ALMX011053      | ALMX011103      | APAX007022      | APAX007076      |
| ALMX011004      | ALMX011054      | ALMX011104      | APAX007023      | APAX007077      |
| ALMX011005      | ALMX011055      | ALMX011105      | APAX007024      | APAX007078      |
| ALMX011006      | ALMX011056      | ALMX011106      | APAX007025      | APAX007079      |
| ALMX011007      | ALMX011057      | ALMX011107      | APAX007026      | APAX007080      |
| ALMX011008      | ALMX011058      | ALMX011108      | APAX007027      | APAX007081      |
| ALMX011009      | ALMX011059      | ALMX011109      | APAX007028      | APAX007082      |
| ALMX011010      | ALMX011060      | ALMX011110      | APAX007030      | APAX007083      |
| ALMX011011      | ALMX011061      | ALMX011111      | APAX007031      | APAX007084      |
| ALMX011012      | ALMX011062      | ALMX011112      | APAX007032      | APAX007085      |
| ALMX011013      | ALMX011063      | ALMX011113      | APAX007033      | APAX007086      |
| ALMX011014      | ALMX011064      | ALMX011114      | APAX007034      | APAX007087      |
| ALMX011015      | ALMX011065      | ALMX011115      | APAX007035      | APAX007088      |
| ALMX011016      | ALMX011066      | ALMX011116      | APAX007036      | APAX007089      |
| ALMX011017      | ALMX011067      | ALMX011117      | APAX007037      | APAX007090      |
| ALMX011018      | ALMX011068      | ALMX011118      | APAX007038      | APAX007091      |
| ALMX011019      | ALMX011069      | ALMX011119      | APAX007039      | APAX007092      |
| ALMX011020      | ALMX011070      | ALMX011120      | APAX007040      | APAX007093      |
| ALMX011021      | ALMX011071      | ALMX011121      | APAX007041      | APAX007094      |
| ALMX011022      | ALMX011072      | ALMX011122      | APAX007042      | APAX007095      |
| ALMX011023      | ALMX011073      | ALMX011123      | APAX007043      | APAX007096      |
| ALMX011024      | ALMX011074      | ALMX011124      | APAX007044      | APAX007097      |
| ALMX011025      | ALMX011075      | ALMX011125      | APAX007045      | APAX007098      |
| ALMX011026      | ALMX011076      | ALMX011126      | APAX007046      | APAX007099      |
| ALMX011027      | ALMX011077      | ALMX011127      | APAX007047      | ASHX001000      |
| ALMX011028      | ALMX011078      | ALMX011128      | APAX007049      | ASHX001001      |
| ALMX011029      | ALMX011079      | ALMX011129      | APAX007050      | ASHX001002      |
| ALMX011030      | ALMX011080      | ALMX011130      | APAX007051      | ASHX001003      |
| ALMX011031      | ALMX011081      | APAX007000      | APAX007053      | ASHX001004      |
| ALMX011032      | ALMX011082      | APAX007001      | APAX007054      | ASHX001005      |
| ALMX011033      | ALMX011083      | APAX007002      | APAX007055      | ASHX001006      |
| ALMX011034      | ALMX011084      | APAX007003      | APAX007056      | ASHX001007      |
| ALMX011035      | ALMX011085      | APAX007004      | APAX007058      | ASHX001008      |
| ALMX011036      | ALMX011086      | APAX007005      | APAX007059      | ASHX001009      |
| ALMX011037      | ALMX011087      | APAX007006      | APAX007060      | ASHX001010      |
| ALMX011038      | ALMX011088      | APAX007007      | APAX007061      | ASHX001011      |
| ALMX011039      | ALMX011089      | APAX007008      | APAX007062      | ASHX001012      |
| ALMX011040      | ALMX011090      | APAX007009      | APAX007063      | ASHX001013      |
| ALMX011041      | ALMX011091      | APAX007010      | APAX007064      | ASHX001014      |
| ALMX011042      | ALMX011092      | APAX007011      | APAX007065      | ASHX001015      |
| ALMX011043      | ALMX011093      | APAX007012      | APAX007066      | ASHX001016      |
| ALMX011044      | ALMX011094      | APAX007013      | APAX007067      | ASHX001017      |
| ALMX011045      | ALMX011095      | APAX007014      | APAX007068      | ASHX001018      |
| ALMX011046      | ALMX011096      | APAX007015      | APAX007069      | ASHX001019      |
| ALMX011047      | ALMX011097      | APAX007016      | APAX007070      | ASHX001020      |
| ALMX011048      | ALMX011098      | APAX007017      | APAX007071      | ASHX001021      |
| ALMX011049      | ALMX011099      | APAX007018      | APAX007072      | ASHX001022      |

**COLLATERALIZED EQUIPMENT - POOL A**

| <u>Car Mark</u> |
|-----------------|-----------------|-----------------|-----------------|-----------------|
| ASHX001023      | ASHX001076      | ASHX001134      | ASHX001196      | IBPX024032      |
| ASHX001024      | ASHX001077      | ASHX001139      | ASHX001197      | IBPX024033      |
| ASHX001025      | ASHX001078      | ASHX001140      | ASHX001198      | IBPX024034      |
| ASHX001026      | ASHX001079      | ASHX001141      | ASHX001200      | IBPX024035      |
| ASHX001027      | ASHX001080      | ASHX001144      | ASHX001201      | IBPX024036      |
| ASHX001028      | ASHX001081      | ASHX001145      | ASHX001203      | IBPX024037      |
| ASHX001029      | ASHX001082      | ASHX001146      | ASHX001205      | IBPX024038      |
| ASHX001030      | ASHX001083      | ASHX001147      | ASHX001206      | IBPX024039      |
| ASHX001031      | ASHX001084      | ASHX001148      | ASHX001211      | IBPX024040      |
| ASHX001032      | ASHX001085      | ASHX001149      | ASHX001212      | IBPX024041      |
| ASHX001033      | ASHX001086      | ASHX001150      | ASHX001214      | IBPX024042      |
| ASHX001034      | ASHX001087      | ASHX001152      | ASHX001216      | IBPX024043      |
| ASHX001035      | ASHX001088      | ASHX001153      | ASHX001217      | IBPX024044      |
| ASHX001037      | ASHX001089      | ASHX001154      | ASHX001221      | IBPX024045      |
| ASHX001038      | ASHX001090      | ASHX001155      | ASHX001222      | IBPX024046      |
| ASHX001039      | ASHX001091      | ASHX001157      | ASHX001223      | IBPX024047      |
| ASHX001040      | ASHX001092      | ASHX001158      | ASHX001224      | IBPX024049      |
| ASHX001041      | ASHX001093      | ASHX001159      | ASHX001225      | IBPX024050      |
| ASHX001042      | ASHX001094      | ASHX001160      | IBPX024000      | IBPX024051      |
| ASHX001043      | ASHX001095      | ASHX001161      | IBPX024001      | IBPX024052      |
| ASHX001044      | ASHX001096      | ASHX001162      | IBPX024002      | IBPX024053      |
| ASHX001045      | ASHX001097      | ASHX001163      | IBPX024003      | IBPX025000      |
| ASHX001046      | ASHX001098      | ASHX001164      | IBPX024004      | IBPX025001      |
| ASHX001047      | ASHX001099      | ASHX001165      | IBPX024005      | IBPX025002      |
| ASHX001048      | ASHX001100      | ASHX001166      | IBPX024006      | IBPX025003      |
| ASHX001049      | ASHX001101      | ASHX001168      | IBPX024007      | IBPX025004      |
| ASHX001050      | ASHX001102      | ASHX001169      | IBPX024008      | IBPX025005      |
| ASHX001051      | ASHX001103      | ASHX001170      | IBPX024009      | IBPX025006      |
| ASHX001052      | ASHX001104      | ASHX001171      | IBPX024010      | IBPX025007      |
| ASHX001054      | ASHX001107      | ASHX001172      | IBPX024011      | IBPX025009      |
| ASHX001055      | ASHX001108      | ASHX001173      | IBPX024012      | IBPX025010      |
| ASHX001056      | ASHX001109      | ASHX001174      | IBPX024013      | IBPX025011      |
| ASHX001057      | ASHX001110      | ASHX001175      | IBPX024014      | IBPX025012      |
| ASHX001058      | ASHX001111      | ASHX001176      | IBPX024015      | IBPX025013      |
| ASHX001059      | ASHX001114      | ASHX001177      | IBPX024016      | IBPX025014      |
| ASHX001060      | ASHX001115      | ASHX001178      | IBPX024017      | IBPX025015      |
| ASHX001061      | ASHX001116      | ASHX001179      | IBPX024018      | IBPX025016      |
| ASHX001062      | ASHX001117      | ASHX001180      | IBPX024019      | IBPX025018      |
| ASHX001064      | ASHX001118      | ASHX001181      | IBPX024020      | IBPX025019      |
| ASHX001065      | ASHX001119      | ASHX001183      | IBPX024021      | IBPX025020      |
| ASHX001066      | ASHX001120      | ASHX001184      | IBPX024022      | IBPX025021      |
| ASHX001067      | ASHX001121      | ASHX001185      | IBPX024023      | IBPX025022      |
| ASHX001068      | ASHX001122      | ASHX001186      | IBPX024024      | IBPX025023      |
| ASHX001069      | ASHX001123      | ASHX001187      | IBPX024025      | IBPX025024      |
| ASHX001070      | ASHX001124      | ASHX001188      | IBPX024026      | IBPX025025      |
| ASHX001071      | ASHX001126      | ASHX001189      | IBPX024027      | IBPX025026      |
| ASHX001072      | ASHX001128      | ASHX001191      | IBPX024028      | IBPX025027      |
| ASHX001073      | ASHX001131      | ASHX001192      | IBPX024029      | IBPX025028      |
| ASHX001074      | ASHX001132      | ASHX001194      | IBPX024030      | IBPX025030      |
| ASHX001075      | ASHX001133      | ASHX001195      | IBPX024031      | IBPX025031      |

**COLLATERALIZED EQUIPMENT - POOL A**

| <u>Car Mark</u> |
|-----------------|-----------------|-----------------|-----------------|-----------------|
| IBPX025032      | IBPX025083      | NKCR001250      | NKCR001313      | RGCX000813      |
| IBPX025033      | IBPX025085      | NKCR001251      | NKCR001314      | RGCX000814      |
| IBPX025034      | IBPX025086      | NKCR001252      | NKCR001315      | RGCX000815      |
| IBPX025035      | IBPX025087      | NKCR001253      | NKCR001316      | RGCX000816      |
| IBPX025036      | IBPX025088      | NKCR001254      | NKCR001317      | RGCX000817      |
| IBPX025037      | IBPX025089      | NKCR001255      | NKCR001318      | RGCX000818      |
| IBPX025038      | IBPX025090      | NKCR001256      | NKCR001319      | RGCX000819      |
| IBPX025039      | MLLX097579      | NKCR001257      | RGCX000770      | RGCX000821      |
| IBPX025040      | MLLX097580      | NKCR001258      | RGCX000771      | RGCX000822      |
| IBPX025041      | MLLX097581      | NKCR001259      | RGCX000772      | RGCX000823      |
| IBPX025042      | MLLX097582      | NKCR001260      | RGCX000773      | RGCX000824      |
| IBPX025043      | MLLX097583      | NKCR001261      | RGCX000774      | RGCX000825      |
| IBPX025044      | MLLX097584      | NKCR001275      | RGCX000775      | RGCX000826      |
| IBPX025045      | MLLX097585      | NKCR001276      | RGCX000776      | RGCX000827      |
| IBPX025046      | MLLX097586      | NKCR001277      | RGCX000777      | RGCX000828      |
| IBPX025047      | MLLX097587      | NKCR001278      | RGCX000778      | RGCX000829      |
| IBPX025048      | MLLX097588      | NKCR001279      | RGCX000779      | RGCX000830      |
| IBPX025049      | MLLX097589      | NKCR001280      | RGCX000780      | RGCX000831      |
| IBPX025050      | MLLX097590      | NKCR001281      | RGCX000781      | RGCX000832      |
| IBPX025051      | MLLX097592      | NKCR001282      | RGCX000782      | RGCX000833      |
| IBPX025052      | NKCR001000      | NKCR001283      | RGCX000783      | RGCX000834      |
| IBPX025053      | NKCR001001      | NKCR001284      | RGCX000784      | RGCX000835      |
| IBPX025054      | NKCR001002      | NKCR001285      | RGCX000785      | RGCX000836      |
| IBPX025055      | NKCR001003      | NKCR001286      | RGCX000786      | RGCX000837      |
| IBPX025057      | NKCR001004      | NKCR001287      | RGCX000787      | RGCX000838      |
| IBPX025058      | NKCR001225      | NKCR001288      | RGCX000788      | RGCX000839      |
| IBPX025059      | NKCR001226      | NKCR001289      | RGCX000789      | RGCX000840      |
| IBPX025060      | NKCR001227      | NKCR001290      | RGCX000790      | RGCX000841      |
| IBPX025061      | NKCR001228      | NKCR001291      | RGCX000791      | RGCX000842      |
| IBPX025062      | NKCR001229      | NKCR001292      | RGCX000792      | RGCX000843      |
| IBPX025063      | NKCR001230      | NKCR001293      | RGCX000793      | RGCX000844      |
| IBPX025064      | NKCR001231      | NKCR001294      | RGCX000794      | RGCX000845      |
| IBPX025065      | NKCR001232      | NKCR001295      | RGCX000795      | RGCX000846      |
| IBPX025066      | NKCR001233      | NKCR001296      | RGCX000796      | RGCX000847      |
| IBPX025067      | NKCR001234      | NKCR001297      | RGCX000797      | RGCX000849      |
| IBPX025068      | NKCR001235      | NKCR001298      | RGCX000798      | RGCX000850      |
| IBPX025069      | NKCR001236      | NKCR001299      | RGCX000799      | RGCX000852      |
| IBPX025070      | NKCR001237      | NKCR001300      | RGCX000800      | RGCX000853      |
| IBPX025071      | NKCR001238      | NKCR001301      | RGCX000801      | RGCX000854      |
| IBPX025072      | NKCR001239      | NKCR001302      | RGCX000802      | RGCX000855      |
| IBPX025073      | NKCR001240      | NKCR001303      | RGCX000803      | RGCX000856      |
| IBPX025074      | NKCR001241      | NKCR001304      | RGCX000804      | RGCX000857      |
| IBPX025075      | NKCR001242      | NKCR001305      | RGCX000805      | RGCX000858      |
| IBPX025076      | NKCR001243      | NKCR001306      | RGCX000806      | RGCX000859      |
| IBPX025077      | NKCR001244      | NKCR001307      | RGCX000807      | RGCX000860      |
| IBPX025078      | NKCR001245      | NKCR001308      | RGCX000808      | RGCX000861      |
| IBPX025079      | NKCR001246      | NKCR001309      | RGCX000809      | RGCX000862      |
| IBPX025080      | NKCR001247      | NKCR001310      | RGCX000810      | RGCX000863      |
| IBPX025081      | NKCR001248      | NKCR001311      | RGCX000811      | RGCX000864      |
| IBPX025082      | NKCR001249      | NKCR001312      | RGCX000812      | RGCX000865      |

**COLLATERALIZED EQUIPMENT - POOL A**

| <u>Car Mark</u> |
|-----------------|-----------------|-----------------|-----------------|-----------------|
| RGCX020376      | TILX058201      | TILX150059      | TILX190322      | TILX260624      |
| SCJX058022      | TILX058230      | TILX150061      | TILX190323      | TILX260625      |
| TILX001004      | TILX058246      | TILX150063      | TILX190324      | TILX260626      |
| TILX005001      | TILX100339      | TILX150064      | TILX190325      | TILX260627      |
| TILX005004      | TILX100340      | TILX150065      | TILX190326      | TILX260628      |
| TILX005008      | TILX100341      | TILX150066      | TILX190327      | TILX260629      |
| TILX005010      | TILX100342      | TILX150067      | TILX190328      | TILX260630      |
| TILX005032      | TILX100343      | TILX150068      | TILX202003      | TILX260637      |
| TILX005042      | TILX100344      | TILX150069      | TILX260332      | TILX260638      |
| TILX005102      | TILX100345      | TILX150070      | TILX260334      | TILX260639      |
| TILX005231      | TILX100346      | TILX150071      | TILX260336      | TILX260640      |
| TILX005232      | TILX100347      | TILX150072      | TILX260337      | TILX260641      |
| TILX005233      | TILX100348      | TILX150073      | TILX260340      | TILX260642      |
| TILX005234      | TILX100349      | TILX150074      | TILX260341      | TILX260643      |
| TILX005235      | TILX100350      | TILX150075      | TILX260342      | TILX260644      |
| TILX005236      | TILX100351      | TILX150076      | TILX260344      | TILX260645      |
| TILX005237      | TILX100352      | TILX150077      | TILX260345      | TILX260646      |
| TILX005238      | TILX100353      | TILX150078      | TILX260346      | TILX260647      |
| TILX005239      | TILX100354      | TILX150079      | TILX260347      | TILX260648      |
| TILX005240      | TILX100355      | TILX150080      | TILX260348      | TILX260649      |
| TILX005241      | TILX100356      | TILX150081      | TILX260349      | TILX260650      |
| TILX005242      | TILX100357      | TILX150082      | TILX260352      | TILX260651      |
| TILX005244      | TILX100358      | TILX160106      | TILX260354      | TILX260652      |
| TILX005245      | TILX100359      | TILX160107      | TILX260356      | TILX260653      |
| TILX005246      | TILX100361      | TILX160108      | TILX260358      | TILX260654      |
| TILX005248      | TILX100362      | TILX160109      | TILX260359      | TILX260707      |
| TILX005249      | TILX100363      | TILX160110      | TILX260360      | TILX260708      |
| TILX005250      | TILX100364      | TILX160111      | TILX260363      | TILX260797      |
| TILX005251      | TILX100365      | TILX160113      | TILX260364      | TILX260798      |
| TILX005252      | TILX100366      | TILX160114      | TILX260367      | TILX260799      |
| TILX005254      | TILX100367      | TILX160115      | TILX260369      | TILX260800      |
| TILX005255      | TILX100368      | TILX160116      | TILX260371      | TILX290025      |
| TILX005256      | TILX100369      | TILX160117      | TILX260375      | TILX290026      |
| TILX005258      | TILX100370      | TILX160118      | TILX260378      | TILX290027      |
| TILX005259      | TILX100371      | TILX160119      | TILX260381      | TILX290028      |
| TILX005260      | TILX100372      | TILX160120      | TILX260395      | TILX290029      |
| TILX005269      | TILX100373      | TILX160121      | TILX260608      | TILX290030      |
| TILX005371      | TILX100374      | TILX160122      | TILX260609      | TILX290031      |
| TILX005372      | TILX110065      | TILX160124      | TILX260610      | TILX290032      |
| TILX005373      | TILX110066      | TILX160125      | TILX260612      | TILX290033      |
| TILX005375      | TILX110067      | TILX160126      | TILX260613      | TILX290034      |
| TILX006200      | TILX110068      | TILX160127      | TILX260614      | TILX290035      |
| TILX006218      | TILX110069      | TILX160128      | TILX260615      | TILX290036      |
| TILX058013      | TILX150040      | TILX160129      | TILX260616      | TILX290037      |
| TILX058014      | TILX150051      | TILX160130      | TILX260617      | TILX290038      |
| TILX058015      | TILX150052      | TILX170184      | TILX260619      | TILX290039      |
| TILX058079      | TILX150055      | TILX170186      | TILX260620      | TILX290040      |
| TILX058189      | TILX150056      | TILX170187      | TILX260621      | TILX290041      |
| TILX058193      | TILX150057      | TILX170189      | TILX260622      | TILX290042      |
| TILX058196      | TILX150058      | TILX190083      | TILX260623      | TILX290043      |

**COLLATERALIZED EQUIPMENT - POOL A**

| <u>Car Mark</u> |
|-----------------|-----------------|-----------------|-----------------|-----------------|
| TILX290044      | TILX311121      | TILX516224      |                 |                 |
| TILX290045      | TILX311126      | TILX516225      |                 |                 |
| TILX290046      | TILX311132      | TILX516226      |                 |                 |
| TILX290047      | TILX311133      | TILX516227      |                 |                 |
| TILX290048      | TILX311136      | TILX516228      |                 |                 |
| TILX290049      | TILX311140      | TILX516229      |                 |                 |
| TILX300731      | TILX311141      | TILX516230      |                 |                 |
| TILX300732      | TILX311144      | TILX516231      |                 |                 |
| TILX300733      | TILX311151      | TILX516232      |                 |                 |
| TILX300734      | TILX311153      | TILX516233      |                 |                 |
| TILX300735      | TILX311154      | TILX516234      |                 |                 |
| TILX300736      | TILX311155      | TILX516235      |                 |                 |
| TILX300737      | TILX311158      | TILX516236      |                 |                 |
| TILX300738      | TILX311161      | TILX620000      |                 |                 |
| TILX300739      | TILX311162      | TILX620001      |                 |                 |
| TILX300740      | TILX311165      | TILX620002      |                 |                 |
| TILX300741      | TILX311167      | TILX620004      |                 |                 |
| TILX300742      | TILX311169      | TILX620005      |                 |                 |
| TILX300743      | TILX311170      | TILX620007      |                 |                 |
| TILX300744      | TILX311171      | TILX620008      |                 |                 |
| TILX300745      | TILX311173      | TILX620010      |                 |                 |
| TILX300746      | TILX311174      | TILX620011      |                 |                 |
| TILX300747      | TILX311176      | TILX620012      |                 |                 |
| TILX300748      | TILX311178      | TILX620013      |                 |                 |
| TILX300749      | TILX311179      | TILX620014      |                 |                 |
| TILX300750      | TILX311180      | TILX620015      |                 |                 |
| TILX300751      | TILX311181      | TILX620018      |                 |                 |
| TILX300752      | TILX311183      | TILX620021      |                 |                 |
| TILX300753      | TILX400160      | TILX620023      |                 |                 |
| TILX300754      | TILX400161      | TILX620024      |                 |                 |
| TILX300755      | TILX400162      | TILX620026      |                 |                 |
| TILX300756      | TILX400163      | TILX620027      |                 |                 |
| TILX300757      | TILX400164      | TILX620029      |                 |                 |
| TILX300758      | TILX400334      | TILX620030      |                 |                 |
| TILX300760      | TILX400344      | TILX620032      |                 |                 |
| TILX300761      | TILX400345      | TILX620033      |                 |                 |
| TILX300762      | TILX400363      | TILX620035      |                 |                 |
| TILX300763      | TILX400369      | TILX620036      |                 |                 |
| TILX300764      | TILX400370      | TILX620039      |                 |                 |
| TILX300765      | TILX400377      | TILX620041      |                 |                 |
| TILX301711      | TILX400380      | TILX620042      |                 |                 |
| TILX301712      | TILX400381      | TILX620043      |                 |                 |
| TILX311101      | TILX400383      | TILX620044      |                 |                 |
| TILX311103      | TILX400384      | TILX620045      |                 |                 |
| TILX311104      | TILX400387      | TILX620046      |                 |                 |
| TILX311105      | TILX400389      | TILX620047      |                 |                 |
| TILX311107      | TILX400390      | TILX620049      |                 |                 |
| TILX311111      | TILX400391      | TIMX001020      |                 |                 |
| TILX311115      | TILX516222      |                 |                 |                 |
| TILX311119      | TILX516223      |                 |                 |                 |

**EXHIBIT B**

POOL A  
Schedule of Lessees and Riders

<u>Lessee Number</u>	<u>Rider Number</u>	<u>Lessee Number</u>	<u>Rider Number</u>	<u>Lessee Number</u>	<u>Rider Number</u>
000104	012	003700	007	007885	002
000104	905	004448	002	007885	003
000106	025	004859	002	007885	004
000107	017	004981	001	007885	006
000112	006	005590	002	007989	004
000112	007	006023	001	008393	001
000332	001	006099	001	008419	002
000333	001	006300	004	008425	003
000781	009	006493	001	009994	001
000807	002	006493	002	009995	001
000850	001	006493	003		
000963	003	006493	004		
001056	001	006497	001		
001062	002	006551	001		
001090	029	007335	006		
001091	001	007342	001		
001210	008	007490	001		
002105	001	007490	002		
003700	001	007820	002		
003700	006	007820	003		