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

OF COUNSEL
URBAN A. LESTER

June 27, 2002

RECORDATION NO. 24016 FILED

JUN 27 '02 2:01 PM

SURFACE TRANSPORTATION BOARD

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

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Security Agreement, dated as of June 27 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 Rail Leasing Trust II
2525 Stemmons Parkway
Dallas, Texas 75207

Agent for the Secured Parties: Credit Suisse First Boston, New York Branch
Eleven Madison Avenue
New York, New York 10010

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

Eight hundred and eighty four (884) railcars bearing the reporting marks and road numbers set forth on Exhibit A attached hereto.

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

Memorandum of Security Agreement.

Also enclosed is a check in the amount of $30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

Robert W. Alvord

RWA/anm
Enclosures

Exhibit A, con'td

Car Mark	Car Mark	Car Mark	Car Mark	Car Mark
DOWX086015	ICLX000206	ICLX000246	PGTX400016	SRIX033611
DOWX086037	ICLX000207	ICLX000247	PGTX400017	SRIX033612
IBPX027000	ICLX000208	ICLX000248	PGTX400018	SRIX033613
IBPX027001	ICLX000209	ICLX000249	PGTX400019	SRIX033614
IBPX027002	ICLX000210	OLNX003400	PGTX400020	SRIX033615
IBPX027003	ICLX000211	OLNX003401	PGTX400021	SRIX033616
IBPX027004	ICLX000212	OLNX003402	PGTX400022	TILX020027
IBPX027005	ICLX000213	OLNX003403	PGTX400023	TILX020028
IBPX027006	ICLX000214	OLNX003404	PGTX400024	TILX020029
IBPX027007	ICLX000215	OLNX003405	PGTX400025	TILX020030
IBPX027008	ICLX000216	OLNX003406	PGTX400026	TILX020031
IBPX027009	ICLX000217	OLNX003407	PGTX400027	TILX020032
IBPX027010	ICLX000218	OLNX003408	PGTX400028	TILX020033
IBPX027011	ICLX000219	OLNX003409	PGTX400029	TILX020034
IBPX027012	ICLX000220	OLNX003410	PGTX400030	TILX020035
IBPX027013	ICLX000221	OLNX003411	PGTX400031	TILX020036
IBPX027014	ICLX000222	OLNX003412	PGTX400032	TILX020037
IBPX027015	ICLX000223	OLNX003413	PGTX400033	TILX020038
IBPX027016	ICLX000224	OLNX003414	PGTX400034	TILX020039
IBPX027017	ICLX000225	OLNX003415	PGTX400035	TILX020040
IBPX027018	ICLX000226	OLNX003416	PGTX400036	TILX020041
IBPX027019	ICLX000227	OLNX003417	PGTX400037	TILX020042
IBPX027020	ICLX000228	OLNX003418	PGTX400038	TILX020043
IBPX027021	ICLX000229	OLNX003419	PGTX400039	TILX020044
IBPX027022	ICLX000230	PGHX300045	PGTX400040	TILX020045
IBPX027023	ICLX000231	PGTX400001	PGTX400041	TILX020046
IBPX027024	ICLX000232	PGTX400002	PGTX400042	TILX020047
IBPX027025	ICLX000233	PGTX400003	PGTX400043	TILX020048
IBPX027026	ICLX000234	PGTX400004	PGTX400044	TILX020049
IBPX027027	ICLX000235	PGTX400005	PGTX400045	TILX020050
IBPX027028	ICLX000236	PGTX400006	SRIX033601	TILX036001
IBPX027029	ICLX000237	PGTX400007	SRIX033602	TILX036002
IBPX027030	ICLX000238	PGTX400008	SRIX033603	TILX036003
IBPX027031	ICLX000239	PGTX400009	SRIX033604	TILX036004
ICLX000200	ICLX000240	PGTX400010	SRIX033605	TILX036005
ICLX000201	ICLX000241	PGTX400011	SRIX033606	TILX036006
ICLX000202	ICLX000242	PGTX400012	SRIX033607	TILX036007
ICLX000203	ICLX000243	PGTX400013	SRIX033608	TILX036008
ICLX000204	ICLX000244	PGTX400014	SRIX033609	TILX036009
ICLX000205	ICLX000245	PGTX400015	SRIX033610	TILX036010

Exhibit A, con'td

Car Mark	Car Mark	Car Mark	Car Mark	Car Mark
TILX036011	TILX036051	TILX110070	TILX200150	TILX201096
TILX036012	TILX036052	TILX110071	TILX200151	TILX201097
TILX036013	TILX036053	TILX110072	TILX200152	TILX201098
TILX036014	TILX036054	TILX110073	TILX200153	TILX201099
TILX036015	TILX036055	TILX110074	TILX200154	TILX201100
TILX036016	TILX036056	TILX110075	TILX200155	TILX201101
TILX036017	TILX036057	TILX110076	TILX200156	TILX201102
TILX036018	TILX036058	TILX110077	TILX200157	TILX201103
TILX036019	TILX036059	TILX110078	TILX200158	TILX201104
TILX036020	TILX036060	TILX110079	TILX200159	TILX201105
TILX036021	TILX036061	TILX110080	TILX200160	TILX201106
TILX036022	TILX036062	TILX110081	TILX200161	TILX201107
TILX036023	TILX036063	TILX110082	TILX200162	TILX201108
TILX036024	TILX036064	TILX110083	TILX200163	TILX250193
TILX036025	TILX036065	TILX110084	TILX200164	TILX250194
TILX036026	TILX036066	TILX110085	TILX200165	TILX250195
TILX036027	TILX036067	TILX110086	TILX200166	TILX250196
TILX036028	TILX036068	TILX110087	TILX200167	TILX250197
TILX036029	TILX036069	TILX110088	TILX200168	TILX250198
TILX036030	TILX036070	TILX110089	TILX200169	TILX250199
TILX036031	TILX036071	TILX190441	TILX200170	TILX250200
TILX036032	TILX036072	TILX190442	TILX200171	TILX250201
TILX036033	TILX036073	TILX190443	TILX200172	TILX250202
TILX036034	TILX036074	TILX190444	TILX200173	TILX250203
TILX036035	TILX036075	TILX190445	TILX201079	TILX250204
TILX036036	TILX036076	TILX190446	TILX201080	TILX250205
TILX036037	TILX036077	TILX190447	TILX201081	TILX250206
TILX036038	TILX036078	TILX190448	TILX201082	TILX250207
TILX036039	TILX036079	TILX190449	TILX201083	TILX250210
TILX036040	TILX036080	TILX190450	TILX201084	TILX250214
TILX036041	TILX036081	TILX190451	TILX201085	TILX250216
TILX036042	TILX036082	TILX190452	TILX201086	TILX250217
TILX036043	TILX036083	TILX190453	TILX201088	TILX250220
TILX036044	TILX036084	TILX190454	TILX201089	TILX250223
TILX036045	TILX036085	TILX190455	TILX201090	TILX250226
TILX036046	TILX036086	TILX190456	TILX201091	TILX290050
TILX036047	TILX036087	TILX190457	TILX201092	TILX290051
TILX036048	TILX036088	TILX190458	TILX201093	TILX290052
TILX036049	TILX036089	TILX190459	TILX201094	TILX290053
TILX036050	TILX036090	TILX190460	TILX201095	TILX290054

Exhibit A, con'td

Car Mark	Car Mark	Car Mark	Car Mark	Car Mark
TILX290055	TILX290099	TILX290142	TILX302052	TILX320157
TILX290056	TILX290100	TILX290143	TILX302053	TILX320158
TILX290057	TILX290101	TILX290144	TILX320001	TILX320159
TILX290058	TILX290102	TILX290145	TILX320003	TILX320160
TILX290059	TILX290103	TILX290146	TILX320004	TILX320161
TILX290060	TILX290104	TILX290147	TILX320010	TILX320162
TILX290061	TILX290105	TILX290148	TILX320012	TILX320163
TILX290062	TILX290106	TILX290149	TILX320021	TILX320164
TILX290063	TILX290107	TILX290150	TILX320031	TILX320165
TILX290064	TILX290108	TILX290151	TILX320034	TILX320166
TILX290065	TILX290109	TILX290152	TILX320044	TILX320167
TILX290066	TILX290110	TILX290153	TILX320068	TILX320168
TILX290067	TILX290111	TILX290154	TILX320069	TILX320169
TILX290068	TILX290112	TILX290155	TILX320070	TILX320170
TILX290069	TILX290113	TILX290156	TILX320071	TILX320171
TILX290070	TILX290114	TILX290157	TILX320072	TILX320172
TILX290071	TILX290116	TILX290158	TILX320073	TILX320173
TILX290073	TILX290117	TILX302029	TILX320074	TILX320174
TILX290074	TILX290118	TILX302030	TILX320075	TILX320175
TILX290075	TILX290119	TILX302031	TILX320136	TILX620150
TILX290076	TILX290120	TILX302032	TILX320137	TILX620151
TILX290077	TILX290122	TILX302033	TILX320138	TILX620152
TILX290078	TILX290123	TILX302034	TILX320139	TILX620153
TILX290079	TILX290124	TILX302035	TILX320140	TILX620154
TILX290080	TILX290125	TILX302036	TILX320141	TILX620155
TILX290081	TILX290127	TILX302037	TILX320142	TILX620156
TILX290082	TILX290128	TILX302038	TILX320143	TILX620157
TILX290084	TILX290129	TILX302039	TILX320144	TILX620158
TILX290085	TILX290130	TILX302040	TILX320145	TILX620159
TILX290086	TILX290131	TILX302041	TILX320146	TILX620160
TILX290088	TILX290132	TILX302042	TILX320147	TILX620161
TILX290089	TILX290133	TILX302043	TILX320148	TILX620162
TILX290090	TILX290134	TILX302044	TILX320149	TILX620163
TILX290091	TILX290135	TILX302045	TILX320150	TILX620164
TILX290092	TILX290136	TILX302046	TILX320151	TILX620165
TILX290093	TILX290137	TILX302047	TILX320152	TILX620166
TILX290094	TILX290138	TILX302048	TILX320153	TILX620167
TILX290095	TILX290139	TILX302049	TILX320154	TILX620168
TILX290097	TILX290140	TILX302050	TILX320155	TILX620169
TILX290098	TILX290141	TILX302051	TILX320156	TILX620170

Exhibit A, con'td

Car Mark	Car Mark	Car Mark	Car Mark	Car Mark
TILX620171	TILX620211	TILX620269	TILX620309	TILX620349
TILX620172	TILX620212	TILX620270	TILX620310	TILX620350
TILX620173	TILX620213	TILX620271	TILX620311	TILX620351
TILX620174	TILX620214	TILX620272	TILX620312	TILX620352
TILX620175	TILX620215	TILX620273	TILX620313	TILX620353
TILX620176	TILX620216	TILX620274	TILX620314	TILX620354
TILX620177	TILX620217	TILX620275	TILX620315	TILX620355
TILX620178	TILX620218	TILX620276	TILX620316	TILX620356
TILX620179	TILX620219	TILX620277	TILX620317	TILX620357
TILX620180	TILX620220	TILX620278	TILX620318	TILX620358
TILX620181	TILX620221	TILX620279	TILX620319	TILX620359
TILX620182	TILX620222	TILX620280	TILX620320	TILX620360
TILX620183	TILX620223	TILX620281	TILX620321	TILX620361
TILX620184	TILX620224	TILX620282	TILX620322	TILX620362
TILX620185	TILX620243	TILX620283	TILX620323	TILX620363
TILX620186	TILX620244	TILX620284	TILX620324	TILX620364
TILX620187	TILX620245	TILX620285	TILX620325	TILX620365
TILX620188	TILX620246	TILX620286	TILX620326	TILX620366
TILX620189	TILX620247	TILX620287	TILX620327	TILX620367
TILX620190	TILX620248	TILX620288	TILX620328	TILX620368
TILX620191	TILX620249	TILX620289	TILX620329	TILX620369
TILX620192	TILX620250	TILX620290	TILX620330	TILX620370
TILX620193	TILX620251	TILX620291	TILX620331	TILX620371
TILX620194	TILX620252	TILX620292	TILX620332	TILX620372
TILX620195	TILX620253	TILX620293	TILX620333	TILX620373
TILX620196	TILX620254	TILX620294	TILX620334	TILX620374
TILX620197	TILX620255	TILX620295	TILX620335	TILX620375
TILX620198	TILX620256	TILX620296	TILX620336	TILX620376
TILX620199	TILX620257	TILX620297	TILX620337	TILX620377
TILX620200	TILX620258	TILX620298	TILX620338	TILX620378
TILX620201	TILX620259	TILX620299	TILX620339	TILX620379
TILX620202	TILX620260	TILX620300	TILX620340	TILX620380
TILX620203	TILX620261	TILX620301	TILX620341	TILX620381
TILX620204	TILX620262	TILX620302	TILX620342	TILX620382
TILX620205	TILX620263	TILX620303	TILX620343	TILX620383
TILX620206	TILX620264	TILX620304	TILX620344	TILX620384
TILX620207	TILX620265	TILX620305	TILX620345	TILX620385
TILX620208	TILX620266	TILX620306	TILX620346	TILX620386
TILX620209	TILX620267	TILX620307	TILX620347	TILX620387
TILX620210	TILX620268	TILX620308	TILX620348	TILX620388

Exhibit A, con'td

Car Mark	Car Mark	Car Mark	Car Mark	Car Mark
TILX620389	TIMX032034	TIMX250244		
TILX620390	TIMX032035	TIMX250245		
TILX620391	TIMX032036	TIMX250246		
TILX620392	TIMX032037	TIMX250247		
TILX620393	TIMX032038			
TILX620394	TIMX032039			
TIMX032000	TIMX250208			
TIMX032001	TIMX250209			
TIMX032002	TIMX250211			
TIMX032003	TIMX250212			
TIMX032004	TIMX250213			
TIMX032005	TIMX250214			
TIMX032006	TIMX250215			
TIMX032007	TIMX250216			
TIMX032008	TIMX250217			
TIMX032009	TIMX250218			
TIMX032010	TIMX250219			
TIMX032011	TIMX250220			
TIMX032012	TIMX250221			
TIMX032013	TIMX250222			
TIMX032014	TIMX250223			
TIMX032015	TIMX250224			
TIMX032016	TIMX250225			
TIMX032017	TIMX250226			
TIMX032018	TIMX250227			
TIMX032019	TIMX250228			
TIMX032020	TIMX250229			
TIMX032021	TIMX250230			
TIMX032022	TIMX250231			
TIMX032023	TIMX250232			
TIMX032024	TIMX250233			
TIMX032025	TIMX250234			
TIMX032026	TIMX250235			
TIMX032027	TIMX250236			
TIMX032028	TIMX250237			
TIMX032029	TIMX250239			
TIMX032030	TIMX250240			
TIMX032031	TIMX250241			
TIMX032032	TIMX250242			
TIMX032033	TIMX250243			

MEMORANDUM OF SECURITY AGREEMENT

This Memorandum of Security Agreement (this "Memorandum") is executed as of June 27, 2002, by and between TRINITY RAIL LEASING TRUST II, a Delaware business trust (the "Borrower") and CREDIT SUISSE FIRST BOSTON, NEW YORK BRANCH, as Agent for the Secured Parties (as defined in the Security Agreement, as defined below).

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

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

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

[signature page to follow]

24016
JUN 27 '02 2:01PM
SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

TRINITY RAIL LEASING TRUST II

By: _____

Name: Eric Marchetto

Title: Vice President

CREDIT SUISSE FIRST BOSTON,
NEW YORK BRANCH

By:_____
Name: Mark Golombeck
Title: Vice President

By:_____
Name: Mark Lengel
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 a vice president of TRINITY RAIL LEASING TRUST II, a Delaware business trust, and that s/he as such officer being authorized to do so, executed the foregoing Memorandum of Security Agreement for the purposes therein contained by signing the name of the Delaware business trust by her/himself as a such officer Trinity Rail Leasing Trust II.

WITNESS my hand and official seal this 25th day of June, 2002.

Notary Public

MY COMMISSION EXPIRES: 1/28/04

Patricia A. Theiss

PATRICIA A. THEISS
Notary Public, State of Texas
My Commission Expires
01/28/2004

ACKNOWLEDGMENT

STATE OF New York)
)
COUNTY OF Kings)

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

WITNESS my hand and official seal this 26th day of June, 2002.

Vivienne I. Bent
Notary Public

MY COMMISSION EXPIRES:

Vivienne I. Bent
Notary Public, State of New York
No. 01BE6050122
Qualified in Kings County
Commission Expires October 30, 2002

EXHIBIT A

to Memorandum of Security Agreement

RAILCARS

[see attached]

Exhibit A, con'td

Car Mark	Car Mark	Car Mark	Car Mark	Car Mark
DOWX086015	ICLX000206	ICLX000246	PGTX400016	SRIX033611
DOWX086037	ICLX000207	ICLX000247	PGTX400017	SRIX033612
IBPX027000	ICLX000208	ICLX000248	PGTX400018	SRIX033613
IBPX027001	ICLX000209	ICLX000249	PGTX400019	SRIX033614
IBPX027002	ICLX000210	OLNX003400	PGTX400020	SRIX033615
IBPX027003	ICLX000211	OLNX003401	PGTX400021	SRIX033616
IBPX027004	ICLX000212	OLNX003402	PGTX400022	TILX020027
IBPX027005	ICLX000213	OLNX003403	PGTX400023	TILX020028
IBPX027006	ICLX000214	OLNX003404	PGTX400024	TILX020029
IBPX027007	ICLX000215	OLNX003405	PGTX400025	TILX020030
IBPX027008	ICLX000216	OLNX003406	PGTX400026	TILX020031
IBPX027009	ICLX000217	OLNX003407	PGTX400027	TILX020032
IBPX027010	ICLX000218	OLNX003408	PGTX400028	TILX020033
IBPX027011	ICLX000219	OLNX003409	PGTX400029	TILX020034
IBPX027012	ICLX000220	OLNX003410	PGTX400030	TILX020035
IBPX027013	ICLX000221	OLNX003411	PGTX400031	TILX020036
IBPX027014	ICLX000222	OLNX003412	PGTX400032	TILX020037
IBPX027015	ICLX000223	OLNX003413	PGTX400033	TILX020038
IBPX027016	ICLX000224	OLNX003414	PGTX400034	TILX020039
IBPX027017	ICLX000225	OLNX003415	PGTX400035	TILX020040
IBPX027018	ICLX000226	OLNX003416	PGTX400036	TILX020041
IBPX027019	ICLX000227	OLNX003417	PGTX400037	TILX020042
IBPX027020	ICLX000228	OLNX003418	PGTX400038	TILX020043
IBPX027021	ICLX000229	OLNX003419	PGTX400039	TILX020044
IBPX027022	ICLX000230	PGHX300045	PGTX400040	TILX020045
IBPX027023	ICLX000231	PGTX400001	PGTX400041	TILX020046
IBPX027024	ICLX000232	PGTX400002	PGTX400042	TILX020047
IBPX027025	ICLX000233	PGTX400003	PGTX400043	TILX020048
IBPX027026	ICLX000234	PGTX400004	PGTX400044	TILX020049
IBPX027027	ICLX000235	PGTX400005	PGTX400045	TILX020050
IBPX027028	ICLX000236	PGTX400006	SRIX033601	TILX036001
IBPX027029	ICLX000237	PGTX400007	SRIX033602	TILX036002
IBPX027030	ICLX000238	PGTX400008	SRIX033603	TILX036003
IBPX027031	ICLX000239	PGTX400009	SRIX033604	TILX036004
ICLX000200	ICLX000240	PGTX400010	SRIX033605	TILX036005
ICLX000201	ICLX000241	PGTX400011	SRIX033606	TILX036006
ICLX000202	ICLX000242	PGTX400012	SRIX033607	TILX036007
ICLX000203	ICLX000243	PGTX400013	SRIX033608	TILX036008
ICLX000204	ICLX000244	PGTX400014	SRIX033609	TILX036009
ICLX000205	ICLX000245	PGTX400015	SRIX033610	TILX036010

Exhibit A, con'td

Car Mark	Car Mark	Car Mark	Car Mark	Car Mark
TILX036011	TILX036051	TILX110070	TILX200150	TILX201096
TILX036012	TILX036052	TILX110071	TILX200151	TILX201097
TILX036013	TILX036053	TILX110072	TILX200152	TILX201098
TILX036014	TILX036054	TILX110073	TILX200153	TILX201099
TILX036015	TILX036055	TILX110074	TILX200154	TILX201100
TILX036016	TILX036056	TILX110075	TILX200155	TILX201101
TILX036017	TILX036057	TILX110076	TILX200156	TILX201102
TILX036018	TILX036058	TILX110077	TILX200157	TILX201103
TILX036019	TILX036059	TILX110078	TILX200158	TILX201104
TILX036020	TILX036060	TILX110079	TILX200159	TILX201105
TILX036021	TILX036061	TILX110080	TILX200160	TILX201106
TILX036022	TILX036062	TILX110081	TILX200161	TILX201107
TILX036023	TILX036063	TILX110082	TILX200162	TILX201108
TILX036024	TILX036064	TILX110083	TILX200163	TILX250193
TILX036025	TILX036065	TILX110084	TILX200164	TILX250194
TILX036026	TILX036066	TILX110085	TILX200165	TILX250195
TILX036027	TILX036067	TILX110086	TILX200166	TILX250196
TILX036028	TILX036068	TILX110087	TILX200167	TILX250197
TILX036029	TILX036069	TILX110088	TILX200168	TILX250198
TILX036030	TILX036070	TILX110089	TILX200169	TILX250199
TILX036031	TILX036071	TILX190441	TILX200170	TILX250200
TILX036032	TILX036072	TILX190442	TILX200171	TILX250201
TILX036033	TILX036073	TILX190443	TILX200172	TILX250202
TILX036034	TILX036074	TILX190444	TILX200173	TILX250203
TILX036035	TILX036075	TILX190445	TILX201079	TILX250204
TILX036036	TILX036076	TILX190446	TILX201080	TILX250205
TILX036037	TILX036077	TILX190447	TILX201081	TILX250206
TILX036038	TILX036078	TILX190448	TILX201082	TILX250207
TILX036039	TILX036079	TILX190449	TILX201083	TILX250210
TILX036040	TILX036080	TILX190450	TILX201084	TILX250214
TILX036041	TILX036081	TILX190451	TILX201085	TILX250216
TILX036042	TILX036082	TILX190452	TILX201086	TILX250217
TILX036043	TILX036083	TILX190453	TILX201088	TILX250220
TILX036044	TILX036084	TILX190454	TILX201089	TILX250223
TILX036045	TILX036085	TILX190455	TILX201090	TILX250226
TILX036046	TILX036086	TILX190456	TILX201091	TILX290050
TILX036047	TILX036087	TILX190457	TILX201092	TILX290051
TILX036048	TILX036088	TILX190458	TILX201093	TILX290052
TILX036049	TILX036089	TILX190459	TILX201094	TILX290053
TILX036050	TILX036090	TILX190460	TILX201095	TILX290054

Exhibit A, con'td

Car Mark	Car Mark	Car Mark	Car Mark	Car Mark
TILX290055	TILX290099	TILX290142	TILX302052	TILX320157
TILX290056	TILX290100	TILX290143	TILX302053	TILX320158
TILX290057	TILX290101	TILX290144	TILX320001	TILX320159
TILX290058	TILX290102	TILX290145	TILX320003	TILX320160
TILX290059	TILX290103	TILX290146	TILX320004	TILX320161
TILX290060	TILX290104	TILX290147	TILX320010	TILX320162
TILX290061	TILX290105	TILX290148	TILX320012	TILX320163
TILX290062	TILX290106	TILX290149	TILX320021	TILX320164
TILX290063	TILX290107	TILX290150	TILX320031	TILX320165
TILX290064	TILX290108	TILX290151	TILX320034	TILX320166
TILX290065	TILX290109	TILX290152	TILX320044	TILX320167
TILX290066	TILX290110	TILX290153	TILX320068	TILX320168
TILX290067	TILX290111	TILX290154	TILX320069	TILX320169
TILX290068	TILX290112	TILX290155	TILX320070	TILX320170
TILX290069	TILX290113	TILX290156	TILX320071	TILX320171
TILX290070	TILX290114	TILX290157	TILX320072	TILX320172
TILX290071	TILX290116	TILX290158	TILX320073	TILX320173
TILX290073	TILX290117	TILX302029	TILX320074	TILX320174
TILX290074	TILX290118	TILX302030	TILX320075	TILX320175
TILX290075	TILX290119	TILX302031	TILX320136	TILX620150
TILX290076	TILX290120	TILX302032	TILX320137	TILX620151
TILX290077	TILX290122	TILX302033	TILX320138	TILX620152
TILX290078	TILX290123	TILX302034	TILX320139	TILX620153
TILX290079	TILX290124	TILX302035	TILX320140	TILX620154
TILX290080	TILX290125	TILX302036	TILX320141	TILX620155
TILX290081	TILX290127	TILX302037	TILX320142	TILX620156
TILX290082	TILX290128	TILX302038	TILX320143	TILX620157
TILX290084	TILX290129	TILX302039	TILX320144	TILX620158
TILX290085	TILX290130	TILX302040	TILX320145	TILX620159
TILX290086	TILX290131	TILX302041	TILX320146	TILX620160
TILX290088	TILX290132	TILX302042	TILX320147	TILX620161
TILX290089	TILX290133	TILX302043	TILX320148	TILX620162
TILX290090	TILX290134	TILX302044	TILX320149	TILX620163
TILX290091	TILX290135	TILX302045	TILX320150	TILX620164
TILX290092	TILX290136	TILX302046	TILX320151	TILX620165
TILX290093	TILX290137	TILX302047	TILX320152	TILX620166
TILX290094	TILX290138	TILX302048	TILX320153	TILX620167
TILX290095	TILX290139	TILX302049	TILX320154	TILX620168
TILX290097	TILX290140	TILX302050	TILX320155	TILX620169
TILX290098	TILX290141	TILX302051	TILX320156	TILX620170

Exhibit A, con'td

Car Mark	Car Mark	Car Mark	Car Mark	Car Mark
TILX620171	TILX620211	TILX620269	TILX620309	TILX620349
TILX620172	TILX620212	TILX620270	TILX620310	TILX620350
TILX620173	TILX620213	TILX620271	TILX620311	TILX620351
TILX620174	TILX620214	TILX620272	TILX620312	TILX620352
TILX620175	TILX620215	TILX620273	TILX620313	TILX620353
TILX620176	TILX620216	TILX620274	TILX620314	TILX620354
TILX620177	TILX620217	TILX620275	TILX620315	TILX620355
TILX620178	TILX620218	TILX620276	TILX620316	TILX620356
TILX620179	TILX620219	TILX620277	TILX620317	TILX620357
TILX620180	TILX620220	TILX620278	TILX620318	TILX620358
TILX620181	TILX620221	TILX620279	TILX620319	TILX620359
TILX620182	TILX620222	TILX620280	TILX620320	TILX620360
TILX620183	TILX620223	TILX620281	TILX620321	TILX620361
TILX620184	TILX620224	TILX620282	TILX620322	TILX620362
TILX620185	TILX620243	TILX620283	TILX620323	TILX620363
TILX620186	TILX620244	TILX620284	TILX620324	TILX620364
TILX620187	TILX620245	TILX620285	TILX620325	TILX620365
TILX620188	TILX620246	TILX620286	TILX620326	TILX620366
TILX620189	TILX620247	TILX620287	TILX620327	TILX620367
TILX620190	TILX620248	TILX620288	TILX620328	TILX620368
TILX620191	TILX620249	TILX620289	TILX620329	TILX620369
TILX620192	TILX620250	TILX620290	TILX620330	TILX620370
TILX620193	TILX620251	TILX620291	TILX620331	TILX620371
TILX620194	TILX620252	TILX620292	TILX620332	TILX620372
TILX620195	TILX620253	TILX620293	TILX620333	TILX620373
TILX620196	TILX620254	TILX620294	TILX620334	TILX620374
TILX620197	TILX620255	TILX620295	TILX620335	TILX620375
TILX620198	TILX620256	TILX620296	TILX620336	TILX620376
TILX620199	TILX620257	TILX620297	TILX620337	TILX620377
TILX620200	TILX620258	TILX620298	TILX620338	TILX620378
TILX620201	TILX620259	TILX620299	TILX620339	TILX620379
TILX620202	TILX620260	TILX620300	TILX620340	TILX620380
TILX620203	TILX620261	TILX620301	TILX620341	TILX620381
TILX620204	TILX620262	TILX620302	TILX620342	TILX620382
TILX620205	TILX620263	TILX620303	TILX620343	TILX620383
TILX620206	TILX620264	TILX620304	TILX620344	TILX620384
TILX620207	TILX620265	TILX620305	TILX620345	TILX620385
TILX620208	TILX620266	TILX620306	TILX620346	TILX620386
TILX620209	TILX620267	TILX620307	TILX620347	TILX620387
TILX620210	TILX620268	TILX620308	TILX620348	TILX620388

Exhibit A, con'td

Car Mark	Car Mark	Car Mark	Car Mark	Car Mark
TILX620389	TIMX032034	TIMX250244		
TILX620390	TIMX032035	TIMX250245		
TILX620391	TIMX032036	TIMX250246		
TILX620392	TIMX032037	TIMX250247		
TILX620393	TIMX032038			
TILX620394	TIMX032039			
TIMX032000	TIMX250208			
TIMX032001	TIMX250209			
TIMX032002	TIMX250211			
TIMX032003	TIMX250212			
TIMX032004	TIMX250213			
TIMX032005	TIMX250214			
TIMX032006	TIMX250215			
TIMX032007	TIMX250216			
TIMX032008	TIMX250217			
TIMX032009	TIMX250218			
TIMX032010	TIMX250219			
TIMX032011	TIMX250220			
TIMX032012	TIMX250221			
TIMX032013	TIMX250222			
TIMX032014	TIMX250223			
TIMX032015	TIMX250224			
TIMX032016	TIMX250225			
TIMX032017	TIMX250226			
TIMX032018	TIMX250227			
TIMX032019	TIMX250228			
TIMX032020	TIMX250229			
TIMX032021	TIMX250230			
TIMX032022	TIMX250231			
TIMX032023	TIMX250232			
TIMX032024	TIMX250233			
TIMX032025	TIMX250234			
TIMX032026	TIMX250235			
TIMX032027	TIMX250236			
TIMX032028	TIMX250237			
TIMX032029	TIMX250239			
TIMX032030	TIMX250240			
TIMX032031	TIMX250241			
TIMX032032	TIMX250242			
TIMX032033	TIMX250243			

EXHIBIT B

to Memorandum of Security Agreement

LEASES

[see attached]

Exhibit B, cont'd

Lessee Number	Rider Number
1090	1
125	1
555	3
830	38
895	1
2845	1
1160	14
1755	4
1768	2
1768	4
3700	8
3599	1
3600	1
4864	1
112	3
5712	4
5712	5
5800	7
6318	902
6320	5
6321	6
7394	1
7398	3
7798	1