

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

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

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

OF COUNSEL
URBAN A. LESTER

October 29, 2002

RECORDATION NO. 24190-A FILED

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

OCT 29 '02 3-23 PM

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 Bill of Sale and Assignment and Assumption Agreement, dated as of October 28, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

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

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

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

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

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

465 railcars bearing ACTX, ARJX, TILX and TIMX reporting marks and road numbers.

Mr. Vernon A. Williams
October 29, 2002
Page Two

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

Bill of Sale and Assignment and Assumption Agreement

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

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

Very truly yours,



Robert W. Alvord

RWA/anr
Enclosures

**BILL OF SALE
AND ASSIGNMENT AND ASSUMPTION AGREEMENT**

OCT 29 '02

3-23 PM

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

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

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

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

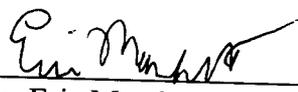
THIS BILL OF SALE AND ASSIGNMENT AND ASSUMPTION AGREEMENT SHALL BE GOVERNED BY THE LAWS OF THE STATE OF NEW YORK, INCLUDING ALL MATTERS OF CONSTRUCTION, VALIDITY AND PERFORMANCE (INCLUDING SECTION 5-1401 AND 5-1402 OF THE NEW YORK GENERAL OBLIGATIONS LAW BUT EXCLUDING TO THE EXTENT PERMITTED BY LAW,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

IN WITNESS WHEREOF, TILC and the Company have caused this instrument to be executed in its name, by a duly authorized officer on the 28th day of October, 2002.

TRINITY INDUSTRIES LEASING COMPANY

By: 
Name: Eric Marchetto
Title: Vice President

TRINITY RAIL LEASING TRUST II

By: 
Name: Eric Marchetto
Title: Vice President

ACKNOWLEDGMENT

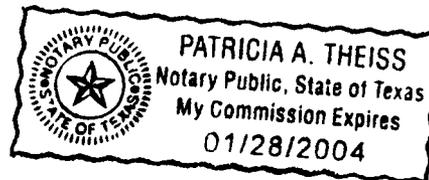
STATE OF Texas)
COUNTY OF Dallas)

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Eric Marchetto, who upon oath, acknowledged himself to be a vice president of TRINITY INDUSTRIES LEASING COMPANY, a corporation, and that s/he as such officer being authorized to do so, executed the foregoing Bill of Sale and Assignment and Assumption Agreement for the purposes therein contained by signing the name of the corporation by her/himself as such officer of Trinity Industries Leasing Company.

WITNESS my hand and official seal this 28th day of October, 2002.

MY COMMISSION EXPIRES: 1/28/04

Notary Public
Patricia A. Theiss



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 Bill of Sale and Assignment and Assumption Agreement for the purposes therein contained by signing the name of the Delaware business trust by her/himself as a such officer Trinity Rail Leasing Trust II.

WITNESS my hand and official seal this 28th day of October, 2002.

MY COMMISSION EXPIRES: 1/28/04

Notary Public
Patricia A. Theiss

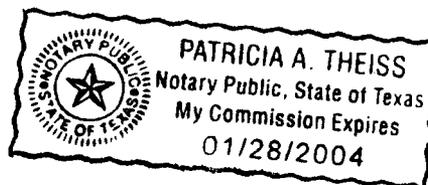


EXHIBIT A

RAILCARS

[see attached]

RAILCARS

<u>Car Mark</u>	<u>Car Number</u>						
ACTX	210021	ARJX	260967	TILX	190426	TILX	200230
ACTX	210022	ARJX	260971	TILX	190429	TILX	200231
ACTX	210023	ARJX	260990	TILX	190432	TILX	200232
ACTX	210024	ARJX	260991	TILX	190433	TILX	200233
ACTX	210025	ARJX	260992	TILX	190434	TILX	200234
ACTX	210026	ARJX	260993	TILX	190439	TILX	200235
ACTX	210027	ARJX	260996	TILX	200194	TILX	200236
ACTX	210028	TILX	110105	TILX	200195	TILX	200237
ACTX	210029	TILX	110106	TILX	200196	TILX	200238
ACTX	210030	TILX	110090	TILX	200197	TILX	200239
ACTX	210031	TILX	110091	TILX	200198	TILX	250324
ACTX	210032	TILX	110092	TILX	200199	TILX	250325
ACTX	210033	TILX	110093	TILX	200200	TILX	250326
ACTX	210034	TILX	110094	TILX	200201	TILX	250327
ARJX	210035	TILX	110095	TILX	200202	TILX	250328
ARJX	210036	TILX	110096	TILX	200203	TILX	250329
ARJX	210037	TILX	110097	TILX	200204	TILX	250330
ARJX	210038	TILX	110098	TILX	200205	TILX	250331
ARJX	210039	TILX	110099	TILX	200206	TILX	250332
ARJX	210040	TILX	110100	TILX	200207	TILX	250333
ARJX	210041	TILX	110101	TILX	200208	TILX	250334
ARJX	210042	TILX	110102	TILX	200209	TILX	250335
ARJX	210043	TILX	110103	TILX	200210	TILX	250336
ARJX	210044	TILX	110104	TILX	200211	TILX	250337
ARJX	260949	TILX	190398	TILX	200212	TILX	250338
ARJX	260950	TILX	190402	TILX	200213	TILX	250339
ARJX	260951	TILX	190403	TILX	200214	TILX	250340
ARJX	260952	TILX	190404	TILX	200215	TILX	250341
ARJX	260953	TILX	190405	TILX	200216	TILX	250342
ARJX	260954	TILX	190406	TILX	200217	TILX	250343
ARJX	260955	TILX	190407	TILX	200218	TILX	250344
ARJX	260956	TILX	190408	TILX	200219	TILX	250345
ARJX	260957	TILX	190409	TILX	200220	TILX	250346
ARJX	260958	TILX	190410	TILX	200221	TILX	250347
ARJX	260959	TILX	190411	TILX	200222	TILX	250348
ARJX	260960	TILX	190412	TILX	200223	TILX	250349
ARJX	260961	TILX	190413	TILX	200224	TILX	250350
ARJX	260962	TILX	190417	TILX	200225	TILX	250351
ARJX	260963	TILX	190422	TILX	200226	TILX	260925
ARJX	260964	TILX	190423	TILX	200227	TILX	260926
ARJX	260965	TILX	190424	TILX	200228	TILX	260927
ARJX	260966	TILX	190425	TILX	200229	TILX	260928

RAILCARS

<u>Car Mark</u>	<u>Car Number</u>						
TILX	260929	TILX	301957	TILX	302087	TILX	302154
TILX	260930	TILX	301958	TILX	302088	TILX	302155
TILX	260931	TILX	301959	TILX	302089	TILX	302156
TILX	260932	TILX	301960	TILX	302090	TILX	302157
TILX	260933	TILX	301961	TILX	302091	TILX	302158
TILX	260934	TILX	301962	TILX	302092	TILX	302159
TILX	260935	TILX	301963	TILX	302093	TILX	302160
TILX	260936	TILX	301964	TILX	302094	TILX	302161
TILX	260937	TILX	301965	TILX	302095	TILX	302162
TILX	260938	TILX	302054	TILX	302096	TILX	302163
TILX	260939	TILX	302055	TILX	302097	TILX	302164
TILX	260940	TILX	302056	TILX	302098	TILX	302165
TILX	260941	TILX	302057	TILX	302099	TILX	302166
TILX	260942	TILX	302058	TILX	302100	TILX	302167
TILX	260943	TILX	302059	TILX	302101	TILX	302168
TILX	260944	TILX	302060	TILX	302102	TILX	302169
TILX	260945	TILX	302061	TILX	302103	TILX	302170
TILX	260946	TILX	302062	TILX	302104	TILX	302171
TILX	260947	TILX	302063	TILX	302105	TILX	302172
TILX	260948	TILX	302064	TILX	302106	TILX	302173
TILX	261096	TILX	302065	TILX	302107	TILX	302174
TILX	261097	TILX	302066	TILX	302108	TILX	302175
TILX	261098	TILX	302067	TILX	302109	TILX	302176
TILX	301938	TILX	302068	TILX	302110	TILX	302177
TILX	301939	TILX	302069	TILX	302111	TILX	302178
TILX	301940	TILX	302070	TILX	302112	TILX	302179
TILX	301941	TILX	302071	TILX	302113	TILX	302180
TILX	301942	TILX	302072	TILX	302114	TILX	302181
TILX	301943	TILX	302073	TILX	302115	TILX	302182
TILX	301944	TILX	302074	TILX	302116	TILX	302183
TILX	301945	TILX	302075	TILX	302117	TILX	302184
TILX	301946	TILX	302076	TILX	302118	TILX	302185
TILX	301947	TILX	302077	TILX	302119	TILX	302186
TILX	301948	TILX	302078	TILX	302120	TILX	302187
TILX	301949	TILX	302079	TILX	302121	TILX	302188
TILX	301950	TILX	302080	TILX	302122	TILX	302189
TILX	301951	TILX	302081	TILX	302123	TILX	302190
TILX	301952	TILX	302082	TILX	302124	TILX	302191
TILX	301953	TILX	302083	TILX	302125	TILX	302192
TILX	301954	TILX	302084	TILX	302126	TILX	302193
TILX	301955	TILX	302085	TILX	302127	TILX	302194
TILX	301956	TILX	302086	TILX	302128	TILX	302195

RAILCARS

<u>Car Mark</u>	<u>Car Number</u>						
TILX	302196	TILX	302258	TIMX	291030	TIMX	291072
TILX	302197	TILX	302259	TIMX	291031	TIMX	291073
TILX	302198	TILX	400593	TIMX	291032	TIMX	291074
TILX	302199	TILX	400594	TIMX	291033		
TILX	302200	TILX	400595	TIMX	291034		
TILX	302201	TILX	400596	TIMX	291035		
TILX	302202	TILX	400597	TIMX	291036		
TILX	302203	TILX	400598	TIMX	291037		
TILX	302224	TILX	400599	TIMX	291038		
TILX	302225	TILX	400600	TIMX	291039		
TILX	302226	TILX	400601	TIMX	291040		
TILX	302227	TILX	400602	TIMX	291041		
TILX	302228	TIMX	291000	TIMX	291042		
TILX	302229	TIMX	291001	TIMX	291043		
TILX	302230	TIMX	291002	TIMX	291044		
TILX	302231	TIMX	291003	TIMX	291045		
TILX	302232	TIMX	291004	TIMX	291046		
TILX	302233	TIMX	291005	TIMX	291047		
TILX	302234	TIMX	291006	TIMX	291048		
TILX	302235	TIMX	291007	TIMX	291049		
TILX	302236	TIMX	291008	TIMX	291050		
TILX	302237	TIMX	291009	TIMX	291051		
TILX	302238	TIMX	291010	TIMX	291052		
TILX	302239	TIMX	291011	TIMX	291053		
TILX	302240	TIMX	291012	TIMX	291054		
TILX	302241	TIMX	291013	TIMX	291055		
TILX	302242	TIMX	291014	TIMX	291056		
TILX	302243	TIMX	291015	TIMX	291057		
TILX	302244	TIMX	291016	TIMX	291058		
TILX	302245	TIMX	291017	TIMX	291059		
TILX	302246	TIMX	291018	TIMX	291060		
TILX	302247	TIMX	291019	TIMX	291061		
TILX	302248	TIMX	291020	TIMX	291062		
TILX	302249	TIMX	291021	TIMX	291063		
TILX	302250	TIMX	291022	TIMX	291064		
TILX	302251	TIMX	291023	TIMX	291065		
TILX	302252	TIMX	291024	TIMX	291066		
TILX	302253	TIMX	291025	TIMX	291067		
TILX	302254	TIMX	291026	TIMX	291068		
TILX	302255	TIMX	291027	TIMX	291069		
TILX	302256	TIMX	291028	TIMX	291070		
TILX	302257	TIMX	291029	TIMX	291071		

EXHIBIT B

LEASES

[see attached]

LEASES

<u>Lessees</u>	<u>Riders</u>
333	1
333	2
502	1
796	3
796	4
832	5
3016	1
3601	1
5550	1
5015	8
6552	1
7440	1
8385	2
8385	3
4859	5
8384	3