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

24469-D FILED  
JUN 06 '03 12-24 PM  
SURFACE TRANSPORTATION BOARD  
OF COUNSEL  
URBAN A. LESTER

June 5, 2003

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

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Assignment of Lease, dated as of June 5, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Bill of Sale and Assignment and Assumption Agreement which was previously filed with the Board under Recordation Number 24469-A and the Memorandum of Lease which is being filed with the Board under Recordation Number 24469-B.

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

Assignor:	Trinity Rail Leasing Trust II (as assignee of Trinity Industries Leasing Company) 2525 Stemmons Freeway Dallas, Texas 75207
Assignee:	CIT Group/Equipment Financing, Inc. 1211 Avenue of the Americas New York, New York 10036

Mr. Vernon A. Williams  
June 5, 2003  
Page 2

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

47 railcars: TILX 635403, TILX 635405, TILX 635406, TILX 635408 – TILX 635411, TILX 635417, TILX 635418, TILX 635425 – TILX 635427, TILX 635429 – TILX 635443, TILX 635445 – TILX 635453, TILX 635463, TILX 635466, TILX 635468 – TILX 635473 and TILX 635475 – TILX 635477.

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

Assignment of Lease.

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

NOTE: Other railcars covered by the enclosed document are included in the Bill of Sale and Assignment and Assumption Agreement previously filed with the Board under Recordation Number 24376-A.

REGISTRATION NO. 24469-D FILED

JUN 06 '03 12:24 PM

Assignment of Lease

**SURFACE TRANSPORTATION BOARD**

FOR VALUE RECEIVED, Trinity Rail Leasing Trust II ("Assignor") hereby assigns to The CIT Group Equipment Financing, Inc. ("Assignee"), all its right, title and interest, as lessor, under the agreements and documents identified on Schedule 2 attached hereto (the "Lease") to the extent that the Lease relates to the railcars described on Schedule 1 attached hereto (the "Railcars"). Assignee hereby accepts the foregoing assignment and assumes the obligations of the lessor under the Lease arising from and after this date, to the extent the Lease relates to the Railcars.

In furtherance of the within assignment, Assignor hereby constitutes and appoints Assignee, and its successors and assigns, the true and lawful attorneys of Assignor, with full power of substitution, in the name of Assignor but on behalf of and for the benefit of and at the expense of Assignee, to collect for the account of Assignee all items sold, transferred or assigned to Assignee pursuant hereto; to institute and prosecute, in the name of Assignor or otherwise, but at the expense of Assignee all proceedings that Assignee may deem proper in order to collect, assert or enforce any claim, right or title of any kind in or to the items sold, transferred or assigned; to defend and compromise at the expense of Assignee any and all actions, suits or proceedings as to all such acts and things in relation thereto at the expense of Assignee as Assignee shall deem advisable. Assignor hereby acknowledges that this appointment is coupled with an interest and is irrevocable by Assignor in any manner or for any reason.

This document may be recorded by Assignee with the Surface Transportation Board and the Office of the Registrar General of Canada in accordance with their respective applicable law and regulations.

*[Signature page follows]*

IN WITNESS WHEREOF, Assignor and Assignee have executed this Assignment  
as of the 5<sup>th</sup> day of June, 2003.

SELLER:

TRINITY RAIL LEASING TRUST II

By:   
Eric Marchetto  
Vice President

BUYER:

THE CIT GROUP/EQUIPMENT  
FINANCING, INC.

By: \_\_\_\_\_  
Stephen Z. Serepca  
Senior Vice President

(LSCP Assignment of Lease)

IN WITNESS WHEREOF, Assignor and Assignee have executed this Assignment  
as of the 5<sup>th</sup> day of June, 2003.

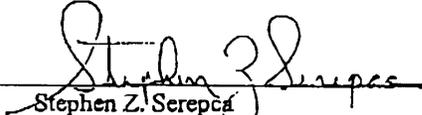
SELLER:

BUYER:

TRINITY RAIL LEASING TRUST II

THE CIT GROUP/EQUIPMENT  
FINANCING, INC.

By: \_\_\_\_\_  
Eric Marchetto  
Vice President

By:   
Stephen Z. Serepca  
Senior Vice President

(LSCP Assignment of Lease)



STATE OF TEXAS           §  
                                  §       SS:  
COUNTY OF DALLAS       §

On this \_\_\_\_ day of June, 2003, before me personally appeared Eric Marchetto, to me personally known, who being by me duly sworn, says that he is Vice President of Trinity Rail Leasing Trust II, and that the foregoing Assignment of Lease was signed on behalf of said statutory trust by authority of its Board of Managing Trustees. Further, he acknowledged that the execution of the foregoing Assignment of Lease was the free act and deed of said statutory trust.

\_\_\_\_\_  
Notary Public

[Notarial Seal]

My commission expires.

STATE OF NEW YORK       §  
                                  §       SS:  
COUNTY OF NEW YORK    §

On this 5<sup>th</sup> day of June, 2003, before me personally appeared Stephen Z. Serepca, to me personally known, who being by me duly sworn, says that he is a Senior Vice President of THE CIT GROUP/EQUIPMENT FINANCING, INC. and that the foregoing Assignment of Lease was signed on behalf of said corporation by authority of its Board of Directors. Further, he acknowledged that the execution of the foregoing Assignment of Lease was the free act and deed of said corporation.

  
\_\_\_\_\_  
Notary Public

[Notarial Seal]

My commission expires.

BARBARA GARNER  
Notary Public, State of New York  
No. 01045065133  
~~Qualified in Nassau County~~  
Certificate filed in New York County  
Commission Expires Sept. 3, 2006

(LSCP Assignment of Lease)

**Schedule 1**  
**The Railcars**

**6,351 of Covered Quadruple Hopper Cars**  
**equipped with trough hatches and gravity discharge gates**

LSCP, L.P.			
<u>Car</u> <u>Count</u>	<u>Car</u> <u>Mark</u>	<u>Car</u> <u>Number</u>	<u>Date</u> <u>Built</u>
1	TILX	635383	Feb-03
2	TILX	635385	Feb-03
3	TILX	635386	Feb-03
4	TILX	635403	Mar-03
5	TILX	635405	Mar-03
6	TILX	635406	Mar-03
7	TILX	635408	Mar-03
8	TILX	635409	Mar-03
9	TILX	635410	Mar-03
10	TILX	635411	Mar-03
11	TILX	635417	Mar-03
12	TILX	635418	Mar-03
13	TILX	635425	Apr-03
14	TILX	635426	Apr-03
15	TILX	635427	Apr-03
16	TILX	635429	Mar-03
17	TILX	635430	Mar-03
18	TILX	635431	Mar-03
19	TILX	635432	Mar-03
20	TILX	635433	Mar-03
21	TILX	635434	Mar-03
22	TILX	635435	Mar-03
23	TILX	635436	Mar-03
24	TILX	635437	Mar-03
25	TILX	635438	Mar-03
26	TILX	635439	Mar-03
27	TILX	635440	Mar-03
28	TILX	635441	Mar-03
29	TILX	635442	Mar-03
30	TILX	635443	Mar-03
31	TILX	635445	Apr-03
32	TILX	635446	Apr-03
33	TILX	635447	Apr-03
34	TILX	635448	Apr-03
35	TILX	635449	Apr-03
36	TILX	635450	Apr-03
37	TILX	635451	Apr-03
38	TILX	635452	Apr-03
39	TILX	635453	Apr-03
40	TILX	635463	Apr-03
41	TILX	635466	Apr-03

**Schedule 1**

**The Railcars**

**6,351 of Covered Quadruple Hopper Cars**  
**equipped with trough hatches and gravity discharge gates**

LSCP, L.P.			
<u>Car</u> <u>Count</u>	<u>Car</u> <u>Mark</u>	<u>Car</u> <u>Number</u>	<u>Date</u> <u>Built</u>
42	TILX	635468	Apr-03
43	TILX	635469	Apr-03
44	TILX	635470	Apr-03
45	TILX	635471	Apr-03
46	TILX	635472	Apr-03
47	TILX	635473	Apr-03
48	TILX	635475	Apr-03
49	TILX	635476	Apr-03
50	TILX	635477	Apr-03

**Schedule 2**

**The Leases**

<b>Lessee</b>	LSCP, L.P. dba Little Sioux Corn Processors, LP
<b>Documents Comprising Lease</b>	Railroad Car Lease Agreement dated September 20, 2002 Rider No. 1 dated September 20, 2002
<b>Rolling stock subject to Lease</b>	Fifty(50) 6,351 c.f. covered quadruple hopper cars equipped with trough hatches and gravity discharge gates  TILX 635383, 635385, 635386, 635403, 635405, 635406, 635408-635411, 635417, 635418, 635425-635427, 635429-635443, 635445-635453, 635463, 635466, 635468-635473, 635475-635477

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 6/5/03

  
\_\_\_\_\_  
Robert W. Alvord