

RECORDATION NO. 24495-A FILED

JUN 25 '03 12:29 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

June 25, 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 Bill of Sale and Assignment and Assumption Agreement, dated as of June 23, 2003, 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

Mr. Vernon A. Williams
June 25, 2003
Page Two

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

Railcars within the following series:

ACTX 210035 – ACTX 210038
ALMX 042000 – ALMX 042239
CEMX 011201 – CEMX 011235
NS 471500 – NS 471574
TILX 020086 – TILX 020088
TILX 030036 – TILX 032354
TILX135000 – TILX 135046
TILX150420 – TILX 150459
TILX 290324 – TILX 290339
TIMX 054000 – TIMX 054008
TIMX 201160 – TIMX 201175

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**

JUN 25 '03 12:29 PM

SURFACE TRANSPORTATION BOARD

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. .

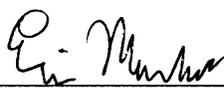
IN WITNESS WHEREOF, TILC and the Company have caused this instrument to be executed in its name, by a duly authorized officer on the 23th day of June, 2003.

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)

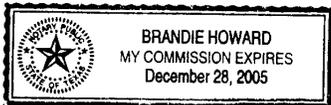
BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Eric Marchetto, who upon oath, acknowledged himself to be the treasurer of TRINITY INDUSTRIES LEASING COMPANY, a corporation, and that s/he as such officer being authorized to do so, executed the foregoing Bill of Sale 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 23th day of June, 2003.

Notary Public

Brandie Howard

MY COMMISSION EXPIRES:



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 the treasurer 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 23th day of June, 2003.

Notary Public

Brandie Howard

MY COMMISSION EXPIRES:

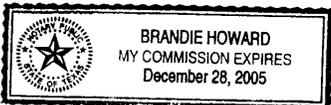


EXHIBIT A
to Memorandum of Security Agreement
RAILCARS

[see attached]

**TRINITY RAIL LEASING II
WAREHOUSE 9th FUNDING PORTFOLIO**

Exhibit A

<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
ACTX210035	3016	3/12/2003	Tank
ACTX210036	3016	3/12/2003	Tank
ACTX210037	3016	3/12/2003	Tank
ACTX210038	3016	3/12/2003	Tank
ALMX042000	2701	4/25/2002	Freight
ALMX042001	2701	4/25/2002	Freight
ALMX042002	2701	4/25/2002	Freight
ALMX042003	2701	4/25/2002	Freight
ALMX042004	2701	4/26/2002	Freight
ALMX042005	2701	5/7/2002	Freight
ALMX042006	2701	5/7/2002	Freight
ALMX042007	2701	5/7/2002	Freight
ALMX042008	2701	5/7/2002	Freight
ALMX042009	2701	5/7/2002	Freight
ALMX042010	2701	5/7/2002	Freight
ALMX042011	2701	5/7/2002	Freight
ALMX042012	2701	5/7/2002	Freight
ALMX042013	2701	5/7/2002	Freight
ALMX042014	2701	5/7/2002	Freight
ALMX042015	2701	5/7/2002	Freight
ALMX042016	2701	5/7/2002	Freight
ALMX042017	2701	5/7/2002	Freight
ALMX042018	2701	5/13/2002	Freight
ALMX042019	2701	5/13/2002	Freight
ALMX042020	2701	5/13/2002	Freight
ALMX042021	2701	5/13/2002	Freight
ALMX042022	2701	5/13/2002	Freight
ALMX042023	2701	5/13/2002	Freight
ALMX042024	2701	5/13/2002	Freight
ALMX042025	2701	5/13/2002	Freight
ALMX042026	2701	5/13/2002	Freight
ALMX042027	2701	5/13/2002	Freight
ALMX042028	2701	5/13/2002	Freight
ALMX042029	2701	5/13/2002	Freight
ALMX042030	2701	5/21/2002	Freight
ALMX042031	2701	5/21/2002	Freight
ALMX042032	2701	5/21/2002	Freight
ALMX042033	2701	5/21/2002	Freight
ALMX042034	2701	5/21/2002	Freight
ALMX042035	2701	5/21/2002	Freight
ALMX042036	2701	5/21/2002	Freight
ALMX042037	2701	5/21/2002	Freight
ALMX042038	2701	5/21/2002	Freight
ALMX042039	2701	5/21/2002	Freight
ALMX042040	2701	5/21/2002	Freight

TRINITY RAIL LEASING II
WAREHOUSE 9th FUNDING PORTFOLIO

Exhibit A

<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
ALMX042041	2701	5/21/2002	Freight
ALMX042042	2701	5/21/2002	Freight
ALMX042043	2701	5/21/2002	Freight
ALMX042044	2701	5/21/2002	Freight
ALMX042045	2701	5/21/2002	Freight
ALMX042046	2701	5/21/2002	Freight
ALMX042047	2701	5/21/2002	Freight
ALMX042048	2701	5/28/2002	Freight
ALMX042049	2701	5/28/2002	Freight
ALMX042050	2701	5/28/2002	Freight
ALMX042051	2701	5/28/2002	Freight
ALMX042052	2701	5/28/2002	Freight
ALMX042053	2701	5/28/2002	Freight
ALMX042054	2701	5/28/2002	Freight
ALMX042055	2701	5/28/2002	Freight
ALMX042056	2701	5/28/2002	Freight
ALMX042057	2701	5/28/2002	Freight
ALMX042058	2701	5/28/2002	Freight
ALMX042059	2701	5/28/2002	Freight
ALMX042060	2701	5/28/2002	Freight
ALMX042061	2701	5/28/2002	Freight
ALMX042062	2701	5/28/2002	Freight
ALMX042063	2701	5/31/2002	Freight
ALMX042064	2701	5/31/2002	Freight
ALMX042065	2701	5/31/2002	Freight
ALMX042066	2701	5/31/2002	Freight
ALMX042067	2701	5/31/2002	Freight
ALMX042068	2701	5/31/2002	Freight
ALMX042069	2701	5/31/2002	Freight
ALMX042070	2701	5/31/2002	Freight
ALMX042071	2701	5/31/2002	Freight
ALMX042072	2701	6/28/2002	Freight
ALMX042073	2701	6/28/2002	Freight
ALMX042074	2701	6/28/2002	Freight
ALMX042075	2701	6/19/2002	Freight
ALMX042076	2701	6/19/2002	Freight
ALMX042077	2701	6/19/2002	Freight
ALMX042078	2701	6/19/2002	Freight
ALMX042079	2701	6/19/2002	Freight
ALMX042080	2701	6/19/2002	Freight
ALMX042081	2701	6/19/2002	Freight
ALMX042082	2701	6/19/2002	Freight
ALMX042083	2701	6/19/2002	Freight
ALMX042084	2701	6/19/2002	Freight
ALMX042085	2701	6/19/2002	Freight

**TRINITY RAIL LEASING II
WAREHOUSE 9th FUNDING PORTFOLIO**

Exhibit A

<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
ALMX042086	2701	6/19/2002	Freight
ALMX042087	2701	6/19/2002	Freight
ALMX042088	2701	6/19/2002	Freight
ALMX042089	2701	6/19/2002	Freight
ALMX042090	2701	6/19/2002	Freight
ALMX042091	2701	6/19/2002	Freight
ALMX042092	2701	6/19/2002	Freight
ALMX042093	2701	6/19/2002	Freight
ALMX042094	2701	6/19/2002	Freight
ALMX042095	2701	6/19/2002	Freight
ALMX042096	2701	6/19/2002	Freight
ALMX042097	2701	6/19/2002	Freight
ALMX042098	2701	6/19/2002	Freight
ALMX042099	2701	6/19/2002	Freight
ALMX042100	2701	6/19/2002	Freight
ALMX042101	2701	6/19/2002	Freight
ALMX042102	2701	6/19/2002	Freight
ALMX042103	2701	6/19/2002	Freight
ALMX042104	2701	6/19/2002	Freight
ALMX042105	2701	6/19/2002	Freight
ALMX042106	2701	6/19/2002	Freight
ALMX042107	2701	6/19/2002	Freight
ALMX042108	2701	6/24/2002	Freight
ALMX042109	2701	6/24/2002	Freight
ALMX042110	2701	6/24/2002	Freight
ALMX042111	2701	6/24/2002	Freight
ALMX042112	2701	6/24/2002	Freight
ALMX042113	2701	6/24/2002	Freight
ALMX042114	2701	6/24/2002	Freight
ALMX042115	2701	6/24/2002	Freight
ALMX042116	2701	6/24/2002	Freight
ALMX042117	2701	6/24/2002	Freight
ALMX042118	2701	6/24/2002	Freight
ALMX042119	2701	6/24/2002	Freight
ALMX042120	2701	6/27/2002	Freight
ALMX042121	2701	6/27/2002	Freight
ALMX042122	2701	6/27/2002	Freight
ALMX042123	2701	6/27/2002	Freight
ALMX042124	2701	6/27/2002	Freight
ALMX042125	2701	6/27/2002	Freight
ALMX042126	2701	6/27/2002	Freight
ALMX042127	2701	6/27/2002	Freight
ALMX042128	2701	6/27/2002	Freight
ALMX042129	2701	6/28/2002	Freight
ALMX042130	2701	6/28/2002	Freight

TRINITY RAIL LEASING II
WAREHOUSE 9th FUNDING PORTFOLIO

Exhibit A

<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
ALMX042131	2701	6/28/2002	Freight
ALMX042132	2701	7/9/2002	Freight
ALMX042133	2701	7/9/2002	Freight
ALMX042134	2701	7/9/2002	Freight
ALMX042135	2701	7/9/2002	Freight
ALMX042136	2701	7/9/2002	Freight
ALMX042137	2701	7/9/2002	Freight
ALMX042138	2701	7/9/2002	Freight
ALMX042139	2701	7/9/2002	Freight
ALMX042140	2701	7/9/2002	Freight
ALMX042141	2701	7/9/2002	Freight
ALMX042142	2701	7/9/2002	Freight
ALMX042143	2701	7/9/2002	Freight
ALMX042144	2701	7/9/2002	Freight
ALMX042145	2701	7/9/2002	Freight
ALMX042146	2701	7/9/2002	Freight
ALMX042147	2701	7/16/2002	Freight
ALMX042148	2701	7/16/2002	Freight
ALMX042149	2701	7/16/2002	Freight
ALMX042150	2701	7/16/2002	Freight
ALMX042151	2701	7/16/2002	Freight
ALMX042152	2701	7/16/2002	Freight
ALMX042153	2701	7/16/2002	Freight
ALMX042154	2701	7/16/2002	Freight
ALMX042155	2701	7/16/2002	Freight
ALMX042156	2701	7/16/2002	Freight
ALMX042157	2701	7/16/2002	Freight
ALMX042158	2701	7/16/2002	Freight
ALMX042159	2701	7/16/2002	Freight
ALMX042160	2701	7/16/2002	Freight
ALMX042161	2701	7/16/2002	Freight
ALMX042162	2701	7/22/2002	Freight
ALMX042163	2701	7/22/2002	Freight
ALMX042164	2701	7/22/2002	Freight
ALMX042165	2701	7/22/2002	Freight
ALMX042166	2701	7/22/2002	Freight
ALMX042167	2701	7/22/2002	Freight
ALMX042168	2701	7/22/2002	Freight
ALMX042169	2701	7/22/2002	Freight
ALMX042170	2701	7/22/2002	Freight
ALMX042171	2701	7/22/2002	Freight
ALMX042172	2701	7/22/2002	Freight
ALMX042173	2701	7/22/2002	Freight
ALMX042174	2701	7/25/2002	Freight
ALMX042175	2701	7/25/2002	Freight

**TRINITY RAIL LEASING II
WAREHOUSE 9th FUNDING PORTFOLIO**

Exhibit A

<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
ALMX042176	2701	7/25/2002	Freight
ALMX042177	2701	7/25/2002	Freight
ALMX042178	2701	7/25/2002	Freight
ALMX042179	2701	7/25/2002	Freight
ALMX042180	2701	7/25/2002	Freight
ALMX042181	2701	7/25/2002	Freight
ALMX042182	2701	7/25/2002	Freight
ALMX042183	2701	7/29/2002	Freight
ALMX042184	2701	7/29/2002	Freight
ALMX042185	2701	7/29/2002	Freight
ALMX042186	2701	7/29/2002	Freight
ALMX042187	2701	7/29/2002	Freight
ALMX042188	2701	7/29/2002	Freight
ALMX042189	2701	7/31/2002	Freight
ALMX042190	2701	7/31/2002	Freight
ALMX042191	2701	7/31/2002	Freight
ALMX042192	2701	7/31/2002	Freight
ALMX042193	2701	7/31/2002	Freight
ALMX042194	2701	7/31/2002	Freight
ALMX042195	2701	7/31/2002	Freight
ALMX042196	2701	7/31/2002	Freight
ALMX042197	2701	7/31/2002	Freight
ALMX042198	2701	8/8/2002	Freight
ALMX042199	2701	8/8/2002	Freight
ALMX042200	2701	8/8/2002	Freight
ALMX042201	2701	8/8/2002	Freight
ALMX042202	2701	8/8/2002	Freight
ALMX042203	2701	8/8/2002	Freight
ALMX042204	2701	8/8/2002	Freight
ALMX042205	2701	8/8/2002	Freight
ALMX042206	2701	8/8/2002	Freight
ALMX042207	2701	8/8/2002	Freight
ALMX042208	2701	8/8/2002	Freight
ALMX042209	2701	8/8/2002	Freight
ALMX042210	2701	8/8/2002	Freight
ALMX042211	2701	8/8/2002	Freight
ALMX042212	2701	8/8/2002	Freight
ALMX042213	2701	8/12/2002	Freight
ALMX042214	2701	8/12/2002	Freight
ALMX042215	2701	8/12/2002	Freight
ALMX042216	2701	8/12/2002	Freight
ALMX042217	2701	8/12/2002	Freight
ALMX042218	2701	8/12/2002	Freight
ALMX042219	2701	8/15/2002	Freight
ALMX042220	2701	8/15/2002	Freight

**TRINITY RAIL LEASING II
WAREHOUSE 9th FUNDING PORTFOLIO**

Exhibit A

<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
ALMX042221	2701	8/15/2002	Freight
ALMX042222	2701	8/15/2002	Freight
ALMX042223	2701	8/15/2002	Freight
ALMX042224	2701	8/15/2002	Freight
ALMX042225	2701	8/15/2002	Freight
ALMX042226	2701	8/15/2002	Freight
ALMX042227	2701	8/15/2002	Freight
ALMX042228	2701	8/21/2002	Freight
ALMX042229	2701	8/21/2002	Freight
ALMX042230	2701	8/21/2002	Freight
ALMX042231	2701	8/21/2002	Freight
ALMX042232	2701	8/21/2002	Freight
ALMX042233	2701	8/21/2002	Freight
ALMX042234	2701	8/21/2002	Freight
ALMX042235	2701	8/21/2002	Freight
ALMX042236	2701	8/21/2002	Freight
ALMX042237	2701	8/21/2002	Freight
ALMX042238	2701	8/21/2002	Freight
ALMX042239	2701	8/21/2002	Freight
CEMX011201	895	5/22/2003	Freight
CEMX011202	895	5/22/2003	Freight
CEMX011203	895	5/22/2003	Freight
CEMX011204	895	5/22/2003	Freight
CEMX011205	895	5/22/2003	Freight
CEMX011206	895	5/22/2003	Freight
CEMX011207	895	5/22/2003	Freight
CEMX011208	895	5/22/2003	Freight
CEMX011209	895	5/22/2003	Freight
CEMX011210	895	5/30/2003	Freight
CEMX011211	895	5/30/2003	Freight
CEMX011212	895	5/30/2003	Freight
CEMX011213	895	5/30/2003	Freight
CEMX011214	895	5/30/2003	Freight
CEMX011215	895	5/30/2003	Freight
CEMX011216	895	5/30/2003	Freight
CEMX011217	895	5/30/2003	Freight
CEMX011218	895	5/30/2003	Freight
CEMX011219	895	5/30/2003	Freight
CEMX011220	895	5/30/2003	Freight
CEMX011221	895	5/30/2003	Freight
CEMX011222	895	5/30/2003	Freight
CEMX011223	895	5/30/2003	Freight
CEMX011224	895	5/30/2003	Freight
CEMX011225	895	5/30/2003	Freight
CEMX011227	895	5/30/2003	Freight

**TRINITY RAIL LEASING II
WAREHOUSE 9th FUNDING PORTFOLIO**

Exhibit A

<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
CEMX011228	895	5/30/2003	Freight
CEMX011229	895	5/30/2003	Freight
CEMX011230	895	5/30/2003	Freight
CEMX011231	895	5/30/2003	Freight
CEMX011232	895	5/30/2003	Freight
CEMX011234	895	5/30/2003	Freight
CEMX011235	895	5/30/2003	Freight
NS 471500	5201	3/31/2003	Freight
NS 471501	5201	3/31/2003	Freight
NS 471502	5201	3/31/2003	Freight
NS 471503	5201	3/31/2003	Freight
NS 471504	5201	3/31/2003	Freight
NS 471505	5201	3/31/2003	Freight
NS 471506	5201	3/31/2003	Freight
NS 471507	5201	4/11/2003	Freight
NS 471508	5201	3/31/2003	Freight
NS 471509	5201	4/11/2003	Freight
NS 471510	5201	3/31/2003	Freight
NS 471511	5201	3/31/2003	Freight
NS 471512	5201	4/11/2003	Freight
NS 471513	5201	4/11/2003	Freight
NS 471514	5201	4/11/2003	Freight
NS 471515	5201	4/11/2003	Freight
NS 471516	5201	4/11/2003	Freight
NS 471517	5201	4/16/2003	Freight
NS 471518	5201	4/11/2003	Freight
NS 471519	5201	4/16/2003	Freight
NS 471520	5201	4/16/2003	Freight
NS 471521	5201	4/16/2003	Freight
NS 471522	5201	4/16/2003	Freight
NS 471523	5201	4/16/2003	Freight
NS 471524	5201	4/16/2003	Freight
NS 471525	5201	4/16/2003	Freight
NS 471526	5201	4/16/2003	Freight
NS 471527	5201	4/16/2003	Freight
NS 471528	5201	4/16/2003	Freight
NS 471529	5201	4/16/2003	Freight
NS 471530	5201	4/16/2003	Freight
NS 471531	5201	4/16/2003	Freight
NS 471532	5201	4/16/2003	Freight
NS 471533	5201	4/23/2003	Freight
NS 471534	5201	4/23/2003	Freight
NS 471535	5201	4/23/2003	Freight
NS 471536	5201	4/23/2003	Freight
NS 471537	5201	4/23/2003	Freight

**TRINITY RAIL LEASING II
WAREHOUSE 9th FUNDING PORTFOLIO**

Exhibit A

<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
NS 471538	5201	4/23/2003	Freight
NS 471539	5201	4/23/2003	Freight
NS 471540	5201	4/23/2003	Freight
NS 471541	5201	4/23/2003	Freight
NS 471542	5201	4/23/2003	Freight
NS 471543	5201	4/25/2003	Freight
NS 471544	5201	4/25/2003	Freight
NS 471545	5201	4/25/2003	Freight
NS 471546	5201	4/25/2003	Freight
NS 471547	5201	4/25/2003	Freight
NS 471548	5201	4/25/2003	Freight
NS 471549	5201	4/25/2003	Freight
NS 471550	5201	4/25/2003	Freight
NS 471551	5201	4/25/2003	Freight
NS 471552	5201	4/25/2003	Freight
NS 471553	5201	4/25/2003	Freight
NS 471554	5201	4/25/2003	Freight
NS 471555	5201	4/25/2003	Freight
NS 471556	5201	4/25/2003	Freight
NS 471557	5201	4/25/2003	Freight
NS 471558	5201	4/25/2003	Freight
NS 471559	5201	5/14/2003	Freight
NS 471560	5201	4/25/2003	Freight
NS 471561	5201	4/25/2003	Freight
NS 471562	5201	4/25/2003	Freight
NS 471563	5201	4/25/2003	Freight
NS 471564	5201	5/14/2003	Freight
NS 471565	5201	5/14/2003	Freight
NS 471566	5201	5/14/2003	Freight
NS 471567	5201	5/14/2003	Freight
NS 471568	5201	5/14/2003	Freight
NS 471569	5201	5/14/2003	Freight
NS 471570	5201	5/14/2003	Freight
NS 471571	5201	5/14/2003	Freight
NS 471572	5201	5/14/2003	Freight
NS 471573	5201	5/14/2003	Freight
NS 471574	5201	5/14/2003	Freight
TILX020086	555	5/31/2003	Tank
TILX020088	555	5/31/2003	Tank
TILX030036	24161	5/22/2003	Freight
TILX030037	24161	5/22/2003	Freight
TILX030038	24161	5/22/2003	Freight
TILX030039	24161	5/22/2003	Freight
TILX030040	24161	5/22/2003	Freight
TILX030041	24161	5/22/2003	Freight

**TRINITY RAIL LEASING II
WAREHOUSE 9th FUNDING PORTFOLIO**

Exhibit A

<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
TILX030042	24161	5/22/2003	Freight
TILX030043	24161	5/22/2003	Freight
TILX030044	24161	5/22/2003	Freight
TILX030045	24161	5/22/2003	Freight
TILX030046	24161	5/22/2003	Freight
TILX030047	24161	5/22/2003	Freight
TILX030048	24161	5/22/2003	Freight
TILX030049	24161	5/22/2003	Freight
TILX030050	24161	5/22/2003	Freight
TILX030051	24161	5/22/2003	Freight
TILX030052	24161	5/22/2003	Freight
TILX030053	24161	5/22/2003	Freight
TILX030054	24161	5/22/2003	Freight
TILX030055	24161	5/22/2003	Freight
TILX030056	24161	5/22/2003	Freight
TILX030057	24161	5/22/2003	Freight
TILX030058	24161	5/22/2003	Freight
TILX030059	24161	5/22/2003	Freight
TILX030060	24161	5/22/2003	Freight
TILX030061	24161	5/22/2003	Freight
TILX030062	24161	5/22/2003	Freight
TILX030063	24161	5/22/2003	Freight
TILX030064	24161	5/22/2003	Freight
TILX030065	24161	5/22/2003	Freight
TILX032305	24161	4/16/2003	Freight
TILX032306	24161	4/16/2003	Freight
TILX032307	24161	4/16/2003	Freight
TILX032308	24161	4/16/2003	Freight
TILX032309	24161	4/16/2003	Freight
TILX032310	24161	4/16/2003	Freight
TILX032311	24161	4/16/2003	Freight
TILX032312	24161	4/16/2003	Freight
TILX032313	24161	4/16/2003	Freight
TILX032314	24161	4/16/2003	Freight
TILX032315	24161	4/16/2003	Freight
TILX032316	24161	4/16/2003	Freight
TILX032317	24161	4/16/2003	Freight
TILX032318	24161	4/16/2003	Freight
TILX032319	24161	4/16/2003	Freight
TILX032320	24161	4/16/2003	Freight
TILX032321	24161	4/23/2003	Freight
TILX032322	24161	4/23/2003	Freight
TILX032323	24161	4/16/2003	Freight
TILX032324	24161	4/23/2003	Freight
TILX032325	24161	4/23/2003	Freight

**TRINITY RAIL LEASING II
WAREHOUSE 9th FUNDING PORTFOLIO**

Exhibit A

<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
TILX032326	24161	4/23/2003	Freight
TILX032327	24161	4/23/2003	Freight
TILX032328	24161	4/23/2003	Freight
TILX032329	24161	4/23/2003	Freight
TILX032330	24161	4/23/2003	Freight
TILX032331	24161	4/25/2003	Freight
TILX032332	24161	4/23/2003	Freight
TILX032333	24161	5/14/2003	Freight
TILX032334	24161	4/25/2003	Freight
TILX032335	24161	5/14/2003	Freight
TILX032336	24161	5/14/2003	Freight
TILX032337	24161	5/14/2003	Freight
TILX032338	24161	5/14/2003	Freight
TILX032339	24161	5/14/2003	Freight
TILX032340	24161	5/14/2003	Freight
TILX032341	24161	5/14/2003	Freight
TILX032342	24161	5/14/2003	Freight
TILX032343	24161	5/14/2003	Freight
TILX032344	24161	5/14/2003	Freight
TILX032345	24161	5/14/2003	Freight
TILX032346	24161	5/14/2003	Freight
TILX032347	24161	5/14/2003	Freight
TILX032348	24161	5/14/2003	Freight
TILX032349	24161	5/14/2003	Freight
TILX032350	24161	5/14/2003	Freight
TILX032351	24161	5/14/2003	Freight
TILX032352	24161	5/14/2003	Freight
TILX032353	24161	5/14/2003	Freight
TILX032354	24161	5/22/2003	Freight
TILX135000	7810	1/27/2003	Tank
TILX135001	7810	1/27/2003	Tank
TILX135002	7810	1/27/2003	Tank
TILX135003	7810	1/27/2003	Tank
TILX135004	7810	1/27/2003	Tank
TILX135005	7810	1/27/2003	Tank
TILX135006	7810	1/27/2003	Tank
TILX135007	7810	1/29/2003	Tank
TILX135008	7810	1/29/2003	Tank
TILX135009	7810	1/29/2003	Tank
TILX135010	7810	1/27/2003	Tank
TILX135011	7810	1/27/2003	Tank
TILX135012	7810	1/27/2003	Tank
TILX135013	7810	1/29/2003	Tank
TILX135014	7810	1/29/2003	Tank
TILX135015	7810	1/27/2003	Tank

**TRINITY RAIL LEASING II
WAREHOUSE 9th FUNDING PORTFOLIO**

Exhibit A

<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
TILX135016	7810	1/29/2003	Tank
TILX135017	7810	2/7/2003	Tank
TILX135018	7810	2/7/2003	Tank
TILX135019	7810	2/7/2003	Tank
TILX135020	7810	2/7/2003	Tank
TILX135021	7810	2/7/2003	Tank
TILX135022	7810	2/7/2003	Tank
TILX135023	7810	2/12/2003	Tank
TILX135024	7810	2/12/2003	Tank
TILX135025	7810	2/12/2003	Tank
TILX135026	7810	2/12/2003	Tank
TILX135027	7810	2/12/2003	Tank
TILX135028	7810	2/12/2003	Tank
TILX135029	7810	2/18/2003	Tank
TILX135030	7810	2/18/2003	Tank
TILX135031	7810	2/18/2003	Tank
TILX135032	7810	2/18/2003	Tank
TILX135033	7810	2/18/2003	Tank
TILX135034	7810	2/20/2003	Tank
TILX135035	7810	1/27/2003	Tank
TILX135036	7810	1/27/2003	Tank
TILX135037	7810	1/27/2003	Tank
TILX135038	7810	1/29/2003	Tank
TILX135039	7810	1/27/2003	Tank
TILX135040	7810	1/30/2003	Tank
TILX135041	7810	1/27/2003	Tank
TILX135042	7810	1/27/2003	Tank
TILX135043	7810	1/29/2003	Tank
TILX135044	7810	1/29/2003	Tank
TILX135045	7810	1/29/2003	Tank
TILX135046	7810	1/29/2003	Tank
TILX150420	831	3/31/2003	Tank
TILX150428	831	3/31/2003	Tank
TILX150429	831	3/31/2003	Tank
TILX150430	3650	4/21/2003	Tank
TILX150431	3650	4/21/2003	Tank
TILX150432	3650	4/21/2003	Tank
TILX150433	3650	4/21/2003	Tank
TILX150434	3650	4/21/2003	Tank
TILX150435	3650	4/21/2003	Tank
TILX150436	3650	4/21/2003	Tank
TILX150437	3650	4/21/2003	Tank
TILX150438	3650	4/21/2003	Tank
TILX150439	3650	4/21/2003	Tank
TILX150440	3650	4/21/2003	Tank

**TRINITY RAIL LEASING II
WAREHOUSE 9th FUNDING PORTFOLIO**

Exhibit A

<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
TILX150441	3650	4/21/2003	Tank
TILX150442	3650	5/2/2003	Tank
TILX150443	3650	5/2/2003	Tank
TILX150444	3650	5/8/2003	Tank
TILX150445	3650	5/2/2003	Tank
TILX150446	3650	4/21/2003	Tank
TILX150447	3650	5/2/2003	Tank
TILX150448	3650	5/2/2003	Tank
TILX150449	3650	5/2/2003	Tank
TILX150450	3650	4/21/2003	Tank
TILX150451	3650	5/8/2003	Tank
TILX150452	3650	5/2/2003	Tank
TILX150453	3650	5/2/2003	Tank
TILX150454	3650	5/2/2003	Tank
TILX150455	3650	5/2/2003	Tank
TILX150456	3650	5/8/2003	Tank
TILX150457	3650	5/8/2003	Tank
TILX150458	3650	5/22/2003	Tank
TILX150459	3650	5/22/2003	Tank
TILX290324	8386	3/12/2003	Tank
TILX290328	8386	3/12/2003	Tank
TILX290330	8386	3/12/2003	Tank
TILX290332	8386	3/31/2003	Tank
TILX290333	8386	3/31/2003	Tank
TILX290334	8386	3/31/2003	Tank
TILX290335	8386	3/31/2003	Tank
TILX290336	8386	3/31/2003	Tank
TILX290337	8386	3/31/2003	Tank
TILX290339	8386	3/31/2003	Tank
TIMX054000	830	3/12/1998	Freight
TIMX054001	830	3/12/1998	Freight
TIMX054002	830	3/12/1998	Freight
TIMX054003	830	8/29/1996	Freight
TIMX054004	830	3/12/1998	Freight
TIMX054005	830	3/12/1998	Freight
TIMX054006	830	3/12/1998	Freight
TIMX054007	830	3/12/1998	Freight
TIMX054008	830	3/12/1998	Freight
TIMX201160	125	5/2/2003	Tank
TIMX201161	125	5/2/2003	Tank
TIMX201163	125	5/2/2003	Tank
TIMX201164	125	5/2/2003	Tank
TIMX201165	125	5/8/2003	Tank
TIMX201166	125	5/22/2003	Tank
TIMX201167	125	5/2/2003	Tank

TRINITY RAIL LEASING II
WAREHOUSE 9th FUNDING PORTFOLIO

Exhibit A

<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
TIMX201168	125	5/2/2003	Tank
TIMX201169	125	5/8/2003	Tank
TIMX201170	125	5/22/2003	Tank
TIMX201171	125	5/12/2003	Tank
TIMX201172	125	5/22/2003	Tank
TIMX201173	125	5/28/2003	Tank
TIMX201174	125	5/28/2003	Tank
TIMX201175	125	5/28/2003	Tank

EXHIBIT B
to Memorandum of Security Agreement
LEASES

[see attached]

TRINITY RAIL LEASING II
WAREHOUSE 9th FUNDING PORTFOLIO

Exhibit B

<u>Lessee Number</u>	<u>Lessee</u>
125	AIR LIQUIDE AMERICA CORP
555	BOC GASES
830	CARGILL, INC.
831	CARGILL, INC.
895	CEMEX USA
3016	HONEYWELL
3650	INTERNATIONAL CHEMICAL CO
5201	NORFOLK SOUTHERN
2701	GEORGIA POWER COMPANY
24161	TEXAS INDUSTRIES