

RECORDATION NO. 24495-C FILED

AUG 12 03

10-34 AM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

August 11, 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 July 17, 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 was previously filed with the Board under Recordation Number 24495.

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
August 11, 2003
Page Two

A description of the railroad equipment covered by the enclosed document is:
Railcars bearing TILX reporting marks and road numbers attached to the document.

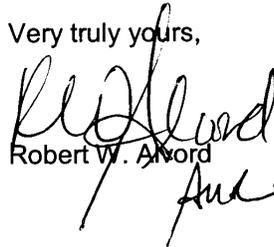
A short summary of the document to appear in the index follows:

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. Anord

RWA/anr
Enclosures

AUG 12 '03

10-34 AM

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

CHI:1081656.1

IN WITNESS WHEREOF, TILC and the Company have caused this instrument to be

IN WITNESS WHEREOF, TILC and the Company have caused this instrument to be executed in its name, by a duly authorized officer on the 17th day of July, 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 17th day of July, 2003.

Brandie Howard
Notary Public

MY COMMISSION EXPIRES: 12-28-05



ACKNOWLEDGMENT

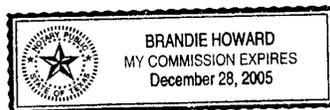
STATE OF Texas)
COUNTY OF Dallas)

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 17th day of July, 2003.

Brandie Howard
Notary Public

MY COMMISSION EXPIRES: 12-28-05



**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>
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
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

**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>
TILX135045	7810	1/29/2003	Tank
TILX135046	7810	1/29/2003	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

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

Exhibit B

Lessee Number

7810
8386

Lessee

TRANSAMMONIA, INC.
WILLIAMS ETHANOL SERVICES