RECORDATION NO. 24666 FILED

OCT 2 9 '03 1-31 PM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

October 29, 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 Memorandum of Security Agreement, dated as of October 27, 2003, 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:

Secured Party: Credit Suisse First Boston,
New York Branch
Eleven Madison Avenue
New York, NY 10010

Borrower: Trinity Rail Leasing Trust II
2525 Stemmons Freeway
Dallas, Texas 75207

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

455 railcars within the following series:

AMTX 010001 – AMTX 010260 (inclusive)
NKCR 001256 – NKCR 001319 (inclusive)
TILX 032265 – TILX 032304
TILX 035001 – TILX 035087
TILX 180091 – TILX 180092
TILX 290389 – TILX 302324

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

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/anr
Enclosures

# MEMORANDUM OF SECURITY AGREEMENT

This Memorandum of Security Agreement (this "Memorandum") is executed as of 27th of October, 2003, 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.

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OCT 29 '03 1-31 PM

SURFACE TRANSPORTATION BOARD

[signature page to follow]

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

**ACKNOWLEDGMENT**

STATE OF New York )
)
COUNTY OF Kings )

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 27th day of October, 2003.

Vivienne I. Bent
Notary Public

MY COMMISSION EXPIRES: 10/30/06

*Vivienne I. Bent*
*Notary Public, State of New York*
*No. 01BE6050122*
*Qualified in Kings County*
*Commission Expires October 30, 2006*

**CREDIT SUISSE FIRST BOSTON,**
**NEW YORK BRANCH**

By:_____
Name: Mark Golombeck
Title: Vice President

By:_____
Name: MARK LENGEL
Title: DIRECTOR

**ACKNOWLEDGMENT**

STATE OF New York )
)
COUNTY OF Kings )

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Mark Goldenberg & Mark Lengel, who upon oath, acknowledged himself to be a Vice President & Director 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 28th day of October, 2003.

Vivienne I. Bent
Notary Public

MY COMMISSION EXPIRES: 10/30/06

*Vivienne I. Bent*
*Notary Public, State of New York*
*No. 01BE6050122*
*Qualified in Kings County*
*Commission Expires October 30, 2006*

**TRINITY RAIL LEASING II**
**WAREHOUSE 11th FUNDING PORTFOLIO**

**Exhibit A**

| ID | Asset Mark | Lessee Number | Invoice Date | Car Type |
|---|---|---|---|---|
| 1 | AMTX010001 | 7897 | 3/17/2003 | Freight |
| 2 | AMTX010002 | 7897 | 2/28/2003 | Freight |
| 3 | AMTX010003 | 7897 | 2/28/2003 | Freight |
| 4 | AMTX010004 | 7897 | 2/28/2003 | Freight |
| 5 | AMTX010005 | 7897 | 2/28/2003 | Freight |
| 6 | AMTX010006 | 7897 | 2/28/2003 | Freight |
| 7 | AMTX010007 | 7897 | 2/28/2003 | Freight |
| 8 | AMTX010008 | 7897 | 2/28/2003 | Freight |
| 9 | AMTX010009 | 7897 | 2/28/2003 | Freight |
| 10 | AMTX010010 | 7897 | 2/27/2003 | Freight |
| 11 | AMTX010011 | 7897 | 2/27/2003 | Freight |
| 12 | AMTX010012 | 7897 | 2/27/2003 | Freight |
| 13 | AMTX010013 | 7897 | 2/27/2003 | Freight |
| 14 | AMTX010014 | 7897 | 2/27/2003 | Freight |
| 15 | AMTX010015 | 7897 | 2/27/2003 | Freight |
| 16 | AMTX010016 | 7897 | 2/27/2003 | Freight |
| 17 | AMTX010017 | 7897 | 2/27/2003 | Freight |
| 18 | AMTX010018 | 7897 | 2/27/2003 | Freight |
| 19 | AMTX010019 | 7897 | 2/27/2003 | Freight |
| 20 | AMTX010020 | 7897 | 2/27/2003 | Freight |
| 21 | AMTX010021 | 7897 | 2/27/2003 | Freight |
| 22 | AMTX010022 | 7897 | 2/27/2003 | Freight |
| 23 | AMTX010023 | 7897 | 2/27/2003 | Freight |
| 24 | AMTX010024 | 7897 | 2/27/2003 | Freight |
| 25 | AMTX010025 | 7897 | 2/27/2003 | Freight |
| 26 | AMTX010026 | 7897 | 2/27/2003 | Freight |
| 27 | AMTX010027 | 7897 | 2/27/2003 | Freight |
| 28 | AMTX010028 | 7897 | 2/28/2003 | Freight |
| 29 | AMTX010029 | 7897 | 2/28/2003 | Freight |
| 30 | AMTX010030 | 7897 | 2/28/2003 | Freight |
| 31 | AMTX010031 | 7897 | 2/28/2003 | Freight |
| 32 | AMTX010032 | 7897 | 2/28/2003 | Freight |
| 33 | AMTX010033 | 7897 | 2/28/2003 | Freight |
| 34 | AMTX010034 | 7897 | 2/28/2003 | Freight |
| 35 | AMTX010035 | 7897 | 2/28/2003 | Freight |
| 36 | AMTX010036 | 7897 | 2/28/2003 | Freight |
| 37 | AMTX010037 | 7897 | 2/28/2003 | Freight |
| 38 | AMTX010038 | 7897 | 2/28/2003 | Freight |
| 39 | AMTX010039 | 7897 | 3/10/2003 | Freight |
| 40 | AMTX010040 | 7897 | 3/10/2003 | Freight |
| 41 | AMTX010041 | 7897 | 3/10/2003 | Freight |
| 42 | AMTX010042 | 7897 | 3/10/2003 | Freight |
| 43 | AMTX010043 | 7897 | 3/10/2003 | Freight |
| 44 | AMTX010044 | 7897 | 3/10/2003 | Freight |
| 45 | AMTX010045 | 7897 | 3/10/2003 | Freight |

**TRINITY RAIL LEASING II**
**WAREHOUSE 11th FUNDING PORTFOLIO**

**Exhibit A**

| ID | Asset Mark | Lessee Number | Invoice Date | Car Type |
|---|---|---|---|---|
| 46 | AMTX010046 | 7897 | 3/10/2003 | Freight |
| 47 | AMTX010047 | 7897 | 3/10/2003 | Freight |
| 48 | AMTX010048 | 7897 | 3/10/2003 | Freight |
| 49 | AMTX010049 | 7897 | 3/10/2003 | Freight |
| 50 | AMTX010050 | 7897 | 3/10/2003 | Freight |
| 51 | AMTX010051 | 7897 | 3/10/2003 | Freight |
| 52 | AMTX010052 | 7897 | 3/10/2003 | Freight |
| 53 | AMTX010053 | 7897 | 3/10/2003 | Freight |
| 54 | AMTX010054 | 7897 | 3/10/2003 | Freight |
| 55 | AMTX010055 | 7897 | 3/10/2003 | Freight |
| 56 | AMTX010056 | 7897 | 3/10/2003 | Freight |
| 57 | AMTX010057 | 7897 | 3/10/2003 | Freight |
| 58 | AMTX010058 | 7897 | 3/10/2003 | Freight |
| 59 | AMTX010059 | 7897 | 3/20/2003 | Freight |
| 60 | AMTX010060 | 7897 | 3/10/2003 | Freight |
| 61 | AMTX010061 | 7897 | 3/10/2003 | Freight |
| 62 | AMTX010062 | 7897 | 3/10/2003 | Freight |
| 63 | AMTX010063 | 7897 | 3/10/2003 | Freight |
| 64 | AMTX010064 | 7897 | 3/10/2003 | Freight |
| 65 | AMTX010065 | 7897 | 3/10/2003 | Freight |
| 66 | AMTX010066 | 7897 | 3/10/2003 | Freight |
| 67 | AMTX010067 | 7897 | 3/10/2003 | Freight |
| 68 | AMTX010068 | 7897 | 3/10/2003 | Freight |
| 69 | AMTX010069 | 7897 | 3/12/2003 | Freight |
| 70 | AMTX010070 | 7897 | 3/10/2003 | Freight |
| 71 | AMTX010071 | 7897 | 3/12/2003 | Freight |
| 72 | AMTX010072 | 7897 | 3/12/2003 | Freight |
| 73 | AMTX010073 | 7897 | 3/12/2003 | Freight |
| 74 | AMTX010074 | 7897 | 3/12/2003 | Freight |
| 75 | AMTX010075 | 7897 | 3/12/2003 | Freight |
| 76 | AMTX010076 | 7897 | 3/12/2003 | Freight |
| 77 | AMTX010077 | 7897 | 3/12/2003 | Freight |
| 78 | AMTX010078 | 7897 | 3/12/2003 | Freight |
| 79 | AMTX010079 | 7897 | 3/12/2003 | Freight |
| 80 | AMTX010080 | 7897 | 3/12/2003 | Freight |
| 81 | AMTX010081 | 7897 | 3/12/2003 | Freight |
| 82 | AMTX010082 | 7897 | 3/17/2003 | Freight |
| 83 | AMTX010083 | 7897 | 3/17/2003 | Freight |
| 84 | AMTX010084 | 7897 | 3/17/2003 | Freight |
| 85 | AMTX010085 | 7897 | 3/17/2003 | Freight |
| 86 | AMTX010086 | 7897 | 3/17/2003 | Freight |
| 87 | AMTX010087 | 7897 | 3/17/2003 | Freight |
| 88 | AMTX010088 | 7897 | 3/17/2003 | Freight |
| 89 | AMTX010089 | 7897 | 3/17/2003 | Freight |
| 90 | AMTX010090 | 7897 | 3/17/2003 | Freight |

**TRINITY RAIL LEASING II**
**WAREHOUSE 11th FUNDING PORTFOLIO**

**Exhibit A**

| ID | Asset Mark | Lessee Number | Invoice Date | Car Type |
|---|---|---|---|---|
| 91 | AMTX010091 | 7897 | 3/17/2003 | Freight |
| 92 | AMTX010092 | 7897 | 3/17/2003 | Freight |
| 93 | AMTX010093 | 7897 | 3/17/2003 | Freight |
| 94 | AMTX010094 | 7897 | 3/17/2003 | Freight |
| 95 | AMTX010095 | 7897 | 3/17/2003 | Freight |
| 96 | AMTX010096 | 7897 | 3/17/2003 | Freight |
| 97 | AMTX010097 | 7897 | 3/17/2003 | Freight |
| 98 | AMTX010098 | 7897 | 3/17/2003 | Freight |
| 99 | AMTX010099 | 7897 | 3/20/2003 | Freight |
| 100 | AMTX010100 | 7897 | 3/20/2003 | Freight |
| 101 | AMTX010101 | 7897 | 3/20/2003 | Freight |
| 102 | AMTX010102 | 7897 | 3/20/2003 | Freight |
| 103 | AMTX010103 | 7897 | 3/20/2003 | Freight |
| 104 | AMTX010104 | 7897 | 3/20/2003 | Freight |
| 105 | AMTX010105 | 7897 | 3/20/2003 | Freight |
| 106 | AMTX010106 | 7897 | 3/20/2003 | Freight |
| 107 | AMTX010107 | 7897 | 3/20/2003 | Freight |
| 108 | AMTX010108 | 7897 | 3/20/2003 | Freight |
| 109 | AMTX010109 | 7897 | 3/20/2003 | Freight |
| 110 | AMTX010110 | 7897 | 3/20/2003 | Freight |
| 111 | AMTX010111 | 7897 | 3/20/2003 | Freight |
| 112 | AMTX010112 | 7897 | 3/20/2003 | Freight |
| 113 | AMTX010113 | 7897 | 3/20/2003 | Freight |
| 114 | AMTX010114 | 7897 | 3/20/2003 | Freight |
| 115 | AMTX010115 | 7897 | 3/20/2003 | Freight |
| 116 | AMTX010116 | 7897 | 3/28/2003 | Freight |
| 117 | AMTX010117 | 7897 | 3/28/2003 | Freight |
| 118 | AMTX010118 | 7897 | 3/28/2003 | Freight |
| 119 | AMTX010119 | 7897 | 3/28/2003 | Freight |
| 120 | AMTX010120 | 7897 | 3/28/2003 | Freight |
| 121 | AMTX010121 | 7897 | 3/28/2003 | Freight |
| 122 | AMTX010122 | 7897 | 3/28/2003 | Freight |
| 123 | AMTX010123 | 7897 | 3/28/2003 | Freight |
| 124 | AMTX010124 | 7897 | 3/28/2003 | Freight |
| 125 | AMTX010125 | 7897 | 3/28/2003 | Freight |
| 126 | AMTX010126 | 7897 | 3/28/2003 | Freight |
| 127 | AMTX010127 | 7897 | 3/28/2003 | Freight |
| 128 | AMTX010128 | 7897 | 3/28/2003 | Freight |
| 129 | AMTX010129 | 7897 | 3/28/2003 | Freight |
| 130 | AMTX010130 | 7897 | 3/28/2003 | Freight |
| 131 | AMTX010131 | 7897 | 5/2/2003 | Freight |
| 132 | AMTX010132 | 7897 | 3/28/2003 | Freight |
| 133 | AMTX010133 | 7897 | 3/28/2003 | Freight |
| 134 | AMTX010134 | 7897 | 3/28/2003 | Freight |
| 135 | AMTX010135 | 7897 | 3/28/2003 | Freight |

**TRINITY RAIL LEASING II**
**WAREHOUSE 11th FUNDING PORTFOLIO**

**Exhibit A**

| ID | Asset Mark | Lessee Number | Invoice Date | Car Type |
|---|---|---|---|---|
| 136 | AMTX010136 | 7897 | 3/28/2003 | Freight |
| 137 | AMTX010137 | 7897 | 3/28/2003 | Freight |
| 138 | AMTX010138 | 7897 | 3/28/2003 | Freight |
| 139 | AMTX010139 | 7897 | 3/28/2003 | Freight |
| 140 | AMTX010140 | 7897 | 3/28/2003 | Freight |
| 141 | AMTX010141 | 7897 | 3/28/2003 | Freight |
| 142 | AMTX010142 | 7897 | 3/28/2003 | Freight |
| 143 | AMTX010143 | 7897 | 3/28/2003 | Freight |
| 144 | AMTX010144 | 7897 | 5/14/2003 | Freight |
| 145 | AMTX010145 | 7897 | 3/28/2003 | Freight |
| 146 | AMTX010146 | 7897 | 3/28/2003 | Freight |
| 147 | AMTX010147 | 7897 | 3/28/2003 | Freight |
| 148 | AMTX010148 | 7897 | 3/28/2003 | Freight |
| 149 | AMTX010149 | 7897 | 3/28/2003 | Freight |
| 150 | AMTX010150 | 7897 | 3/28/2003 | Freight |
| 151 | AMTX010151 | 7897 | 3/28/2003 | Freight |
| 152 | AMTX010152 | 7897 | 3/28/2003 | Freight |
| 153 | AMTX010153 | 7897 | 3/28/2003 | Freight |
| 154 | AMTX010154 | 7897 | 3/31/2003 | Freight |
| 155 | AMTX010155 | 7897 | 3/31/2003 | Freight |
| 156 | AMTX010156 | 7897 | 3/31/2003 | Freight |
| 157 | AMTX010157 | 7897 | 3/31/2003 | Freight |
| 158 | AMTX010158 | 7897 | 3/31/2003 | Freight |
| 159 | AMTX010159 | 7897 | 3/31/2003 | Freight |
| 160 | AMTX010160 | 7897 | 3/31/2003 | Freight |
| 161 | AMTX010161 | 7897 | 3/31/2003 | Freight |
| 162 | AMTX010162 | 7897 | 3/31/2003 | Freight |
| 163 | AMTX010163 | 7897 | 3/31/2003 | Freight |
| 164 | AMTX010164 | 7897 | 3/31/2003 | Freight |
| 165 | AMTX010165 | 7897 | 4/8/2003 | Freight |
| 166 | AMTX010166 | 7897 | 4/8/2003 | Freight |
| 167 | AMTX010167 | 7897 | 4/8/2003 | Freight |
| 168 | AMTX010168 | 7897 | 4/8/2003 | Freight |
| 169 | AMTX010169 | 7897 | 4/8/2003 | Freight |
| 170 | AMTX010170 | 7897 | 4/8/2003 | Freight |
| 171 | AMTX010171 | 7897 | 4/8/2003 | Freight |
| 172 | AMTX010172 | 7897 | 4/8/2003 | Freight |
| 173 | AMTX010173 | 7897 | 4/8/2003 | Freight |
| 174 | AMTX010174 | 7897 | 4/8/2003 | Freight |
| 175 | AMTX010175 | 7897 | 4/8/2003 | Freight |
| 176 | AMTX010176 | 7897 | 4/8/2003 | Freight |
| 177 | AMTX010177 | 7897 | 4/8/2003 | Freight |
| 178 | AMTX010178 | 7897 | 4/8/2003 | Freight |
| 179 | AMTX010179 | 7897 | 4/8/2003 | Freight |
| 180 | AMTX010180 | 7897 | 4/11/2003 | Freight |

**TRINITY RAIL LEASING II**
**WAREHOUSE 11th FUNDING PORTFOLIO**

**Exhibit A**

| ID | Asset Mark | Lessee Number | Invoice Date | Car Type |
|---|---|---|---|---|
| 181 | AMTX010181 | 7897 | 4/11/2003 | Freight |
| 182 | AMTX010182 | 7897 | 4/11/2003 | Freight |
| 183 | AMTX010183 | 7897 | 4/11/2003 | Freight |
| 184 | AMTX010184 | 7897 | 4/11/2003 | Freight |
| 185 | AMTX010185 | 7897 | 4/11/2003 | Freight |
| 186 | AMTX010186 | 7897 | 4/11/2003 | Freight |
| 187 | AMTX010187 | 7897 | 4/11/2003 | Freight |
| 188 | AMTX010188 | 7897 | 4/11/2003 | Freight |
| 189 | AMTX010189 | 7897 | 4/11/2003 | Freight |
| 190 | AMTX010190 | 7897 | 4/11/2003 | Freight |
| 191 | AMTX010191 | 7897 | 4/11/2003 | Freight |
| 192 | AMTX010192 | 7897 | 4/11/2003 | Freight |
| 193 | AMTX010193 | 7897 | 4/11/2003 | Freight |
| 194 | AMTX010194 | 7897 | 4/11/2003 | Freight |
| 195 | AMTX010195 | 7897 | 4/11/2003 | Freight |
| 196 | AMTX010196 | 7897 | 4/11/2003 | Freight |
| 197 | AMTX010197 | 7897 | 4/11/2003 | Freight |
| 198 | AMTX010198 | 7897 | 4/11/2003 | Freight |
| 199 | AMTX010199 | 7897 | 4/11/2003 | Freight |
| 200 | AMTX010200 | 7897 | 4/11/2003 | Freight |
| 201 | AMTX010201 | 7897 | 4/11/2003 | Freight |
| 202 | AMTX010202 | 7897 | 4/11/2003 | Freight |
| 203 | AMTX010203 | 7897 | 4/11/2003 | Freight |
| 204 | AMTX010204 | 7897 | 4/11/2003 | Freight |
| 205 | AMTX010205 | 7897 | 4/16/2003 | Freight |
| 206 | AMTX010206 | 7897 | 4/16/2003 | Freight |
| 207 | AMTX010207 | 7897 | 4/16/2003 | Freight |
| 208 | AMTX010208 | 7897 | 4/16/2003 | Freight |
| 209 | AMTX010209 | 7897 | 4/16/2003 | Freight |
| 210 | AMTX010210 | 7897 | 4/16/2003 | Freight |
| 211 | AMTX010211 | 7897 | 4/16/2003 | Freight |
| 212 | AMTX010212 | 7897 | 4/16/2003 | Freight |
| 213 | AMTX010213 | 7897 | 4/16/2003 | Freight |
| 214 | AMTX010214 | 7897 | 4/16/2003 | Freight |
| 215 | AMTX010215 | 7897 | 4/18/2003 | Freight |
| 216 | AMTX010216 | 7897 | 4/18/2003 | Freight |
| 217 | AMTX010217 | 7897 | 4/18/2003 | Freight |
| 218 | AMTX010218 | 7897 | 4/18/2003 | Freight |
| 219 | AMTX010219 | 7897 | 4/18/2003 | Freight |
| 220 | AMTX010220 | 7897 | 4/18/2003 | Freight |
| 221 | AMTX010221 | 7897 | 4/18/2003 | Freight |
| 222 | AMTX010222 | 7897 | 4/18/2003 | Freight |
| 223 | AMTX010223 | 7897 | 4/18/2003 | Freight |
| 224 | AMTX010224 | 7897 | 4/18/2003 | Freight |
| 225 | AMTX010225 | 7897 | 4/18/2003 | Freight |

**TRINITY RAIL LEASING II**
**WAREHOUSE 11th FUNDING PORTFOLIO**

**Exhibit A**

| ID | Asset Mark | Lessee Number | Invoice Date | Car Type |
|---|---|---|---|---|
| 226 | AMTX010226 | 7897 | 4/18/2003 | Freight |
| 227 | AMTX010227 | 7897 | 4/18/2003 | Freight |
| 228 | AMTX010228 | 7897 | 4/18/2003 | Freight |
| 229 | AMTX010229 | 7897 | 4/18/2003 | Freight |
| 230 | AMTX010230 | 7897 | 4/18/2003 | Freight |
| 231 | AMTX010231 | 7897 | 4/18/2003 | Freight |
| 232 | AMTX010232 | 7897 | 4/18/2003 | Freight |
| 233 | AMTX010233 | 7897 | 4/18/2003 | Freight |
| 234 | AMTX010234 | 7897 | 4/18/2003 | Freight |
| 235 | AMTX010235 | 7897 | 4/23/2003 | Freight |
| 236 | AMTX010236 | 7897 | 4/23/2003 | Freight |
| 237 | AMTX010237 | 7897 | 4/23/2003 | Freight |
| 238 | AMTX010238 | 7897 | 4/23/2003 | Freight |
| 239 | AMTX010239 | 7897 | 4/23/2003 | Freight |
| 240 | AMTX010240 | 7897 | 4/25/2003 | Freight |
| 241 | AMTX010241 | 7897 | 4/23/2003 | Freight |
| 242 | AMTX010242 | 7897 | 4/25/2003 | Freight |
| 243 | AMTX010243 | 7897 | 5/2/2003 | Freight |
| 244 | AMTX010244 | 7897 | 5/2/2003 | Freight |
| 245 | AMTX010245 | 7897 | 5/14/2003 | Freight |
| 246 | AMTX010246 | 7897 | 4/23/2003 | Freight |
| 247 | AMTX010247 | 7897 | 5/14/2003 | Freight |
| 248 | AMTX010248 | 7897 | 4/23/2003 | Freight |
| 249 | AMTX010249 | 7897 | 4/23/2003 | Freight |
| 250 | AMTX010250 | 7897 | 5/2/2003 | Freight |
| 251 | AMTX010251 | 7897 | 4/23/2003 | Freight |
| 252 | AMTX010252 | 7897 | 4/25/2003 | Freight |
| 253 | AMTX010253 | 7897 | 4/25/2003 | Freight |
| 254 | AMTX010254 | 7897 | 5/14/2003 | Freight |
| 255 | AMTX010255 | 7897 | 4/25/2003 | Freight |
| 256 | AMTX010256 | 7897 | 5/14/2003 | Freight |
| 257 | AMTX010257 | 7897 | 5/14/2003 | Freight |
| 258 | AMTX010258 | 7897 | 5/14/2003 | Freight |
| 259 | AMTX010259 | 7897 | 5/14/2003 | Freight |
| 260 | AMTX010260 | 7897 | 5/14/2003 | Freight |
| 261 | NKCR001256 | 781 | 3/30/2001 | Freight |
| 262 | NKCR001257 | 781 | 3/30/2001 | Freight |
| 263 | NKCR001258 | 781 | 3/30/2001 | Freight |
| 264 | NKCR001259 | 781 | 3/30/2001 | Freight |
| 265 | NKCR001260 | 781 | 3/30/2001 | Freight |
| 266 | NKCR001261 | 781 | 3/30/2001 | Freight |
| 267 | NKCR001262 | 781 | 4/30/2001 | Freight |
| 268 | NKCR001263 | 781 | 4/30/2001 | Freight |
| 269 | NKCR001264 | 781 | 4/30/2001 | Freight |
| 270 | NKCR001265 | 781 | 5/31/2001 | Freight |

**TRINITY RAIL LEASING II**
**WAREHOUSE 11th FUNDING PORTFOLIO**

**Exhibit A**

| ID | Asset Mark | Lessee Number | Invoice Date | Car Type |
|---|---|---|---|---|
| 271 | NKCR001266 | 781 | 5/31/2001 | Freight |
| 272 | NKCR001267 | 781 | 5/31/2001 | Freight |
| 273 | NKCR001268 | 781 | 5/31/2001 | Freight |
| 274 | NKCR001269 | 781 | 6/29/2001 | Freight |
| 275 | NKCR001270 | 781 | 6/29/2001 | Freight |
| 276 | NKCR001271 | 781 | 6/29/2001 | Freight |
| 277 | NKCR001272 | 781 | 6/29/2001 | Freight |
| 278 | NKCR001273 | 781 | 6/29/2001 | Freight |
| 279 | NKCR001274 | 781 | 7/27/2001 | Freight |
| 280 | NKCR001275 | 781 | 3/30/2001 | Freight |
| 281 | NKCR001276 | 781 | 3/30/2001 | Freight |
| 282 | NKCR001277 | 781 | 3/30/2001 | Freight |
| 283 | NKCR001278 | 781 | 3/30/2001 | Freight |
| 284 | NKCR001279 | 781 | 3/30/2001 | Freight |
| 285 | NKCR001280 | 781 | 3/30/2001 | Freight |
| 286 | NKCR001281 | 781 | 3/30/2001 | Freight |
| 287 | NKCR001282 | 781 | 3/30/2001 | Freight |
| 288 | NKCR001283 | 781 | 3/30/2001 | Freight |
| 289 | NKCR001284 | 781 | 3/30/2001 | Freight |
| 290 | NKCR001285 | 781 | 3/30/2001 | Freight |
| 291 | NKCR001286 | 781 | 3/30/2001 | Freight |
| 292 | NKCR001287 | 781 | 3/30/2001 | Freight |
| 293 | NKCR001288 | 781 | 3/30/2001 | Freight |
| 294 | NKCR001289 | 781 | 3/30/2001 | Freight |
| 295 | NKCR001290 | 781 | 3/30/2001 | Freight |
| 296 | NKCR001291 | 781 | 3/30/2001 | Freight |
| 297 | NKCR001292 | 781 | 3/30/2001 | Freight |
| 298 | NKCR001293 | 781 | 3/30/2001 | Freight |
| 299 | NKCR001294 | 781 | 3/30/2001 | Freight |
| 300 | NKCR001295 | 781 | 3/30/2001 | Freight |
| 301 | NKCR001296 | 781 | 3/30/2001 | Freight |
| 302 | NKCR001297 | 781 | 3/30/2001 | Freight |
| 303 | NKCR001298 | 781 | 3/30/2001 | Freight |
| 304 | NKCR001299 | 781 | 3/30/2001 | Freight |
| 305 | NKCR001300 | 781 | 3/30/2001 | Freight |
| 306 | NKCR001301 | 781 | 3/30/2001 | Freight |
| 307 | NKCR001302 | 781 | 3/30/2001 | Freight |
| 308 | NKCR001303 | 781 | 3/30/2001 | Freight |
| 309 | NKCR001304 | 781 | 3/30/2001 | Freight |
| 310 | NKCR001305 | 781 | 3/30/2001 | Freight |
| 311 | NKCR001306 | 781 | 3/30/2001 | Freight |
| 312 | NKCR001307 | 781 | 3/30/2001 | Freight |
| 313 | NKCR001308 | 781 | 3/30/2001 | Freight |
| 314 | NKCR001309 | 781 | 3/30/2001 | Freight |
| 315 | NKCR001310 | 781 | 3/30/2001 | Freight |

**TRINITY RAIL LEASING II**
**WAREHOUSE 11th FUNDING PORTFOLIO**

**Exhibit A**

| ID | Asset Mark | Lessee Number | Invoice Date | Car Type |
|---|---|---|---|---|
| 316 | NKCR001311 | 781 | 3/30/2001 | Freight |
| 317 | NKCR001312 | 781 | 3/30/2001 | Freight |
| 318 | NKCR001313 | 781 | 3/30/2001 | Freight |
| 319 | NKCR001314 | 781 | 3/30/2001 | Freight |
| 320 | NKCR001315 | 781 | 3/30/2001 | Freight |
| 321 | NKCR001316 | 781 | 3/30/2001 | Freight |
| 322 | NKCR001317 | 781 | 3/30/2001 | Freight |
| 323 | NKCR001318 | 781 | 3/30/2001 | Freight |
| 324 | NKCR001319 | 781 | 3/30/2001 | Freight |
| 325 | TILX032265 | 4475 | 3/31/2003 | Freight |
| 326 | TILX032266 | 4475 | 3/31/2003 | Freight |
| 327 | TILX032267 | 4475 | 3/31/2003 | Freight |
| 328 | TILX032268 | 4475 | 3/31/2003 | Freight |
| 329 | TILX032269 | 4475 | 3/31/2003 | Freight |
| 330 | TILX032270 | 4475 | 3/31/2003 | Freight |
| 331 | TILX032271 | 4475 | 3/31/2003 | Freight |
| 332 | TILX032273 | 4475 | 3/31/2003 | Freight |
| 333 | TILX032274 | 4475 | 3/31/2003 | Freight |
| 334 | TILX032275 | 4475 | 3/31/2003 | Freight |
| 335 | TILX032277 | 4475 | 3/31/2003 | Freight |
| 336 | TILX032280 | 4475 | 3/31/2003 | Freight |
| 337 | TILX032282 | 4475 | 3/31/2003 | Freight |
| 338 | TILX032283 | 4475 | 3/31/2003 | Freight |
| 339 | TILX032285 | 4475 | 3/31/2003 | Freight |
| 340 | TILX032286 | 4475 | 3/31/2003 | Freight |
| 341 | TILX032300 | 4475 | 4/23/2003 | Freight |
| 342 | TILX032302 | 4475 | 4/23/2003 | Freight |
| 343 | TILX032303 | 4475 | 4/23/2003 | Freight |
| 344 | TILX032304 | 4475 | 4/23/2003 | Freight |
| 345 | TILX035001 | 25550 | 7/30/2003 | Freight |
| 346 | TILX035002 | 25550 | 7/29/2003 | Freight |
| 347 | TILX035003 | 25550 | 7/29/2003 | Freight |
| 348 | TILX035004 | 25550 | 7/29/2003 | Freight |
| 349 | TILX035005 | 25550 | 7/29/2003 | Freight |
| 350 | TILX035006 | 25550 | 7/29/2003 | Freight |
| 351 | TILX035007 | 25550 | 7/29/2003 | Freight |
| 352 | TILX035008 | 25550 | 7/29/2003 | Freight |
| 353 | TILX035009 | 25550 | 7/29/2003 | Freight |
| 354 | TILX035010 | 25550 | 7/29/2003 | Freight |
| 355 | TILX035011 | 25550 | 7/29/2003 | Freight |
| 356 | TILX035012 | 25550 | 7/29/2003 | Freight |
| 357 | TILX035013 | 25550 | 7/29/2003 | Freight |
| 358 | TILX035014 | 25550 | 7/29/2003 | Freight |
| 359 | TILX035015 | 25550 | 7/29/2003 | Freight |
| 360 | TILX035016 | 25550 | 7/29/2003 | Freight |

**TRINITY RAIL LEASING II**
**WAREHOUSE 11th FUNDING PORTFOLIO**

**Exhibit A**

| ID | Asset Mark | Lessee Number | Invoice Date | Car Type |
|---|---|---|---|---|
| 361 | TILX035017 | 25550 | 7/29/2003 | Freight |
| 362 | TILX035018 | 25550 | 7/29/2003 | Freight |
| 363 | TILX035019 | 25550 | 7/29/2003 | Freight |
| 364 | TILX035020 | 25550 | 7/29/2003 | Freight |
| 365 | TILX035021 | 25550 | 7/31/2003 | Freight |
| 366 | TILX035022 | 25550 | 7/31/2003 | Freight |
| 367 | TILX035023 | 25550 | 7/31/2003 | Freight |
| 368 | TILX035024 | 25550 | 8/18/2003 | Freight |
| 369 | TILX035025 | 25550 | 7/31/2003 | Freight |
| 370 | TILX035026 | 25550 | 7/31/2003 | Freight |
| 371 | TILX035027 | 25550 | 8/18/2003 | Freight |
| 372 | TILX035028 | 25550 | 8/18/2003 | Freight |
| 373 | TILX035029 | 25550 | 8/18/2003 | Freight |
| 374 | TILX035030 | 25550 | 8/18/2003 | Freight |
| 375 | TILX035031 | 25550 | 8/18/2003 | Freight |
| 376 | TILX035032 | 25550 | 8/18/2003 | Freight |
| 377 | TILX035033 | 25550 | 8/18/2003 | Freight |
| 378 | TILX035034 | 25550 | 8/18/2003 | Freight |
| 379 | TILX035035 | 25550 | 8/18/2003 | Freight |
| 380 | TILX035036 | 25550 | 8/18/2003 | Freight |
| 381 | TILX035037 | 25550 | 8/18/2003 | Freight |
| 382 | TILX035038 | 25550 | 8/18/2003 | Freight |
| 383 | TILX035039 | 25550 | 8/29/2003 | Freight |
| 384 | TILX035040 | 25550 | 8/18/2003 | Freight |
| 385 | TILX035041 | 25550 | 8/18/2003 | Freight |
| 386 | TILX035042 | 25550 | 8/29/2003 | Freight |
| 387 | TILX035043 | 25550 | 8/29/2003 | Freight |
| 388 | TILX035044 | 25550 | 8/29/2003 | Freight |
| 389 | TILX035045 | 25550 | 8/29/2003 | Freight |
| 390 | TILX035046 | 25550 | 8/29/2003 | Freight |
| 391 | TILX035047 | 25550 | 8/29/2003 | Freight |
| 392 | TILX035048 | 25550 | 8/29/2003 | Freight |
| 393 | TILX035049 | 25550 | 8/29/2003 | Freight |
| 394 | TILX035050 | 25550 | 8/29/2003 | Freight |
| 395 | TILX035051 | 25550 | 8/29/2003 | Freight |
| 396 | TILX035052 | 25550 | 8/29/2003 | Freight |
| 397 | TILX035053 | 25550 | 8/29/2003 | Freight |
| 398 | TILX035054 | 25550 | 8/29/2003 | Freight |
| 399 | TILX035055 | 25550 | 8/29/2003 | Freight |
| 400 | TILX035056 | 25550 | 8/29/2003 | Freight |
| 401 | TILX035057 | 25550 | 8/29/2003 | Freight |
| 402 | TILX035058 | 25550 | 8/29/2003 | Freight |
| 403 | TILX035059 | 25550 | 8/29/2003 | Freight |
| 404 | TILX035060 | 25550 | 8/29/2003 | Freight |
| 405 | TILX035061 | 25550 | 8/29/2003 | Freight |

**TRINITY RAIL LEASING II**
**WAREHOUSE 11th FUNDING PORTFOLIO**

**Exhibit A**

| ID | Asset Mark | Lessee Number | Invoice Date | Car Type |
|---|---|---|---|---|
| 406 | TILX035062 | 25550 | 8/29/2003 | Freight |
| 407 | TILX035063 | 25550 | 8/29/2003 | Freight |
| 408 | TILX035064 | 25550 | 8/29/2003 | Freight |
| 409 | TILX035065 | 25550 | 8/29/2003 | Freight |
| 410 | TILX035066 | 25550 | 8/29/2003 | Freight |
| 411 | TILX035067 | 25550 | 8/29/2003 | Freight |
| 412 | TILX035068 | 25550 | 8/29/2003 | Freight |
| 413 | TILX035069 | 25550 | 8/29/2003 | Freight |
| 414 | TILX035070 | 25550 | 8/29/2003 | Freight |
| 415 | TILX035071 | 25550 | 8/29/2003 | Freight |
| 416 | TILX035072 | 25550 | 8/29/2003 | Freight |
| 417 | TILX035074 | 25550 | 8/31/2003 | Freight |
| 418 | TILX035075 | 25550 | 8/29/2003 | Freight |
| 419 | TILX035076 | 25550 | 8/31/2003 | Freight |
| 420 | TILX035077 | 25550 | 8/31/2003 | Freight |
| 421 | TILX035078 | 25550 | 8/31/2003 | Freight |
| 422 | TILX035079 | 25550 | 8/31/2003 | Freight |
| 423 | TILX035082 | 25550 | 8/31/2003 | Freight |
| 424 | TILX035083 | 25550 | 8/31/2003 | Freight |
| 425 | TILX035084 | 25550 | 8/31/2003 | Freight |
| 426 | TILX035087 | 25550 | 8/31/2003 | Freight |
| 427 | TILX180090 | 1113 | 11/30/2001 | Tank |
| 428 | TILX180091 | 1113 | 11/30/2001 | Tank |
| 429 | TILX290389 | 4985 | 3/10/2003 | Tank |
| 430 | TILX290399 | 4985 | 3/10/2003 | Tank |
| 431 | TILX290402 | 4985 | 3/10/2003 | Tank |
| 432 | TILX290405 | 4985 | 3/12/2003 | Tank |
| 433 | TILX290406 | 4985 | 3/12/2003 | Tank |
| 434 | TILX290407 | 4985 | 3/12/2003 | Tank |
| 435 | TILX302031 | 6303 | 8/18/2003 | Tank |
| 436 | TILX302300 | 6303 | 8/31/2003 | Tank |
| 437 | TILX302302 | 6303 | 8/18/2003 | Tank |
| 438 | TILX302303 | 6303 | 8/31/2003 | Tank |
| 439 | TILX302304 | 6303 | 8/18/2003 | Tank |
| 440 | TILX302305 | 6303 | 8/18/2003 | Tank |
| 441 | TILX302306 | 6303 | 8/18/2003 | Tank |
| 442 | TILX302307 | 6303 | 8/18/2003 | Tank |
| 443 | TILX302308 | 6303 | 8/29/2003 | Tank |
| 444 | TILX302309 | 6303 | 8/18/2003 | Tank |
| 445 | TILX302310 | 6303 | 8/18/2003 | Tank |
| 446 | TILX302311 | 6303 | 8/29/2003 | Tank |
| 447 | TILX302312 | 6303 | 8/18/2003 | Tank |
| 448 | TILX302313 | 6303 | 8/29/2003 | Tank |
| 449 | TILX302316 | 6303 | 8/29/2003 | Tank |
| 450 | TILX302317 | 6303 | 8/29/2003 | Tank |

**TRINITY RAIL LEASING II**
**WAREHOUSE 11th FUNDING PORTFOLIO**

**Exhibit A**

| ID | Asset Mark | Lessee Number | Invoice Date | Car Type |
|---|---|---|---|---|
| 451 | TILX302318 | 6303 | 8/29/2003 | Tank |
| 452 | TILX302319 | 6303 | 8/29/2003 | Tank |
| 453 | TILX302320 | 6303 | 8/29/2003 | Tank |
| 454 | TILX302322 | 6303 | 8/29/2003 | Tank |
| 455 | TILX302324 | 6303 | 8/29/2003 | Tank |

**TRINITY RAIL LEASING II**
**WAREHOUSE 11th FUNDING PORTFOLIO**

**Exhibit B**

| Lessee Number | Lessee | Rider Number |
|---|---|---|
| 781 | BNSF | 9 |
| 1113 | CLARIANT CORP. | 1 |
| 25550 | COMMERCIAL METALS CO | 1 |
| 4475 | LONE STAR INDUSTRIES, INC | 1 |
| 4985 | MUREX, INC. | 3 |
| 6303 | PREMCOR REFINING GROUP INC | 6 |
| 7897 | TUCO INC. | 2 |
| 7897 | TUCO INC. | 3 |