

RECORDATION NO. 24905 FILED

APR 09 '04

9-43 AM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
—
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

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

OF COUNSEL
URBAN A. LESTER

April 9, 2004

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 an Assignment of Lease, dated as of December 23, 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:

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

Assignee: The CIT Group/Equipment Financing, Inc.
1211 Avenue of the Americas
New York, NY 10036

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

25 covered hoppers CEFX 635743 through CFEY 635767, inclusive.

Mr. Vernon A. Williams
April 9, 2004
Page Two

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

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,

A handwritten signature in black ink, appearing to read "Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO. 24905 FILED

APR 09 '04

9-43 AM

Assignment of Lease

SURFACE TRANSPORTATION BOARD

FOR VALUE RECEIVED, Trinity Industries Leasing Company ("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 or the Office of the Registrar General of Canada in accordance with applicable law and regulations.

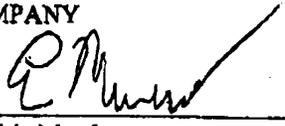
[Signature page follows]

(US Commodities Assignment of Lease)

IN WITNESS WHEREOF, Assignor and Assignee have executed this Assignment as of the 23rd day of December, 2003.

ASSIGNOR:

TRINITY INDUSTRIES LEASING
COMPANY

By: 

Eric Marchetto
Vice President-Capital Markets

ASSIGNEE:

THE CIT GROUP/EQUIPMENT
FINANCING, INC.

By: _____

Nancy A. Nardella
Vice President

(US Commodities Assignment of Lease)

IN WITNESS WHEREOF, Assignor and Assignee have executed this Assignment as of the 23rd day of December, 2003.

ASSIGNOR:

TRINITY INDUSTRIES LEASING
COMPANY

By: _____

Eric Marchetto
Vice President-Capital Markets

ASSIGNEE:

THE CIT GROUP/EQUIPMENT
FINANCING, INC.

By: Nancy A. Nardella

Nancy A. Nardella
Vice President

(US Commodities Assignment of Lease)

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

On this 23 day of December, 2003, before me personally appeared Nancy A. Nardella, to me personally known, who being by me duly sworn, says that she is Vice President of THE CIT GROUP/EQUIPMENT FINANCING, INC. and that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors. Further, she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Barbara Garner
Notary Public

[Notarial Seal]

My commission expires:

BARBARA GARNER
Notary Public, State of New York
No. 01GA6066133
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires Sept. 3, 2006

STATE OF TEXAS §
§ SS:
COUNTY OF DALLAS §

On this ____ day of December, 2003, before me personally appeared Eric Marchetto, to me personally known, who being by me duly sworn, says that he is Vice President-Capital Markets of Trinity Industries Leasing Company, and that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors. Further, he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:

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

On this ___ day of December, 2003, before me personally appeared Nancy A. Nardella, to me personally known, who being by me duly sworn, says that she is Vice President of THE CIT GROUP/EQUIPMENT FINANCING, INC, and that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors. Further, she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

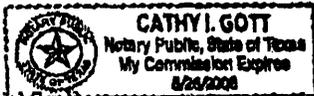
Notary Public

[Notarial Seal]

My commission expires.

STATE OF TEXAS §
§ SS:
COUNTY OF DALLAS §

On this 22 day of December, 2003, before me personally appeared Eric Marchetto, to me personally known, who being by me duly sworn, says that he is Vice President-Capital Markets of Trinity Industries Leasing Company, and that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors. Further, he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



[Notarial Seal]

Cathy I. Gott
Notary Public

My commission expires:

5-26-2006

SCHEDULE 1

Railcars

<u># Cars</u>	<u>Year Built</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Casualty Marks</u>
25	2003	6,351 c.f. covered quadruple hopper cars equipped with trough hatches and gravity discharge gates	CEFX 635743 through 635767, inclusive	None

(US Commodities Assignment of Lease)

SCHEDULE 2

Lease

Railroad Car Lease Agreement, made September 16, 2002, between Trinity Industries Leasing Company and US Commodities LLC, as it relates to the Railcars

Rider One (1) to Railroad Car Lease Agreement, effective September 16, 2002, between Trinity Industries Leasing Company and US Commodities LLC

(US Commodities Assignment of Lease)

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: _____

4/8/04



Robert W. Alvord