

RECORDATION NO. 25024-A FILED

JUN 30 '04 10-10 AM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

June 30, 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 a Bill of Sale and Assignment and Assumption Agreement, dated as of June 28, 2004, 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 30, 2004
Page Two

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

334 railcars within the following series:

CEMX 11301 – CEMX 11375
TILX 20111 – TILX 20143
TILX 190743 – TILX 190843
TILX 635893 – TILX 636017

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/anm
Enclosures

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

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 as amended and restated 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

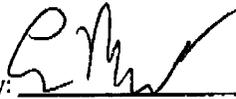
RECORDATION NO. 25024-A FILE

JUN 30 '04 10-10 AM

SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, TILC and the Company have caused this instrument to be executed in its name, by a duly authorized officer on the 28th day of June, 2004.

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 a Vice President 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 28th day of June, 2004.

Notary Public

Tommie G. Cain

MY COMMISSION EXPIRES:

Tommie G. Cain
Notary Public, State of Texas
My Commission Expires 5-13-2007

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 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 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 28th day of June, 2004.

Notary Public

Tommie G. Cain

MY COMMISSION EXPIRES:

Tommie G. Cain
Notary Public, State of Texas
My Commission Expires 5-13-2007

**TRINITY RAIL LEASING II
WAREHOUSE 15th FUNDING PORTFOLIO**

Exhibit A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
1	CEMX011301	895	04/29/04	Freight
2	CEMX011302	895	04/29/04	Freight
3	CEMX011303	895	04/29/04	Freight
4	CEMX011304	895	04/29/04	Freight
5	CEMX011305	895	04/29/04	Freight
6	CEMX011306	895	04/29/04	Freight
7	CEMX011307	895	04/29/04	Freight
8	CEMX011308	895	04/29/04	Freight
9	CEMX011309	895	04/29/04	Freight
10	CEMX011310	895	04/29/04	Freight
11	CEMX011311	895	04/29/04	Freight
12	CEMX011312	895	04/29/04	Freight
13	CEMX011313	895	04/30/04	Freight
14	CEMX011314	895	04/30/04	Freight
15	CEMX011315	895	04/30/04	Freight
16	CEMX011316	895	04/30/04	Freight
17	CEMX011317	895	04/30/04	Freight
18	CEMX011318	895	04/30/04	Freight
19	CEMX011319	895	04/30/04	Freight
20	CEMX011320	895	04/30/04	Freight
21	CEMX011321	895	04/30/04	Freight
22	CEMX011322	895	04/30/04	Freight
23	CEMX011323	895	05/12/04	Freight
24	CEMX011324	895	05/12/04	Freight
25	CEMX011325	895	05/12/04	Freight
26	CEMX011326	895	05/12/04	Freight
27	CEMX011327	895	05/12/04	Freight
28	CEMX011328	895	05/12/04	Freight
29	CEMX011329	895	05/12/04	Freight
30	CEMX011330	895	05/12/04	Freight
31	CEMX011331	895	05/12/04	Freight
32	CEMX011332	895	05/12/04	Freight
33	CEMX011333	895	05/25/04	Freight
34	CEMX011334	895	05/25/04	Freight
35	CEMX011335	895	05/25/04	Freight
36	CEMX011336	895	05/25/04	Freight
37	CEMX011337	895	05/25/04	Freight
38	CEMX011338	895	05/25/04	Freight
39	CEMX011339	895	05/25/04	Freight
40	CEMX011340	895	05/25/04	Freight
41	CEMX011341	895	05/25/04	Freight
42	CEMX011342	895	05/25/04	Freight
43	CEMX011343	895	05/25/04	Freight
44	CEMX011344	895	05/25/04	Freight
45	CEMX011345	895	05/25/04	Freight

**TRINITY RAIL LEASING II
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<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
46	CEMX011346	895	05/25/04	Freight
47	CEMX011347	895	05/25/04	Freight
48	CEMX011348	895	05/25/04	Freight
49	CEMX011349	895	05/25/04	Freight
50	CEMX011350	895	05/25/04	Freight
51	CEMX011351	895	05/25/04	Freight
52	CEMX011352	895	05/25/04	Freight
53	CEMX011353	895	05/25/04	Freight
54	CEMX011354	895	05/25/04	Freight
55	CEMX011355	895	05/25/04	Freight
56	CEMX011356	895	05/25/04	Freight
57	CEMX011357	895	05/25/04	Freight
58	CEMX011358	895	05/25/04	Freight
59	CEMX011359	895	05/25/04	Freight
60	CEMX011360	895	05/25/04	Freight
61	CEMX011361	895	05/25/04	Freight
62	CEMX011362	895	05/25/04	Freight
63	CEMX011363	895	05/28/04	Freight
64	CEMX011364	895	05/28/04	Freight
65	CEMX011365	895	06/08/04	Freight
66	CEMX011366	895	05/28/04	Freight
67	CEMX011367	895	05/28/04	Freight
68	CEMX011368	895	05/28/04	Freight
69	CEMX011369	895	05/28/04	Freight
70	CEMX011370	895	05/28/04	Freight
71	CEMX011371	895	05/28/04	Freight
72	CEMX011372	895	05/28/04	Freight
73	CEMX011373	895	05/28/04	Freight
74	CEMX011374	895	05/28/04	Freight
75	CEMX011375	895	05/28/04	Freight
76	TILX020111	2624	03/15/04	Tank
77	TILX020112	2624	03/30/04	Tank
78	TILX020113	2624	03/15/04	Tank
79	TILX020114	2624	03/15/04	Tank
80	TILX020115	2624	03/24/04	Tank
81	TILX020116	2624	03/24/04	Tank
82	TILX020117	2624	03/15/04	Tank
83	TILX020118	2624	03/15/04	Tank
84	TILX020119	2624	03/24/04	Tank
85	TILX020120	2624	03/24/04	Tank
86	TILX020121	2624	03/30/04	Tank
87	TILX020122	2624	03/30/04	Tank
88	TILX020123	2624	03/30/04	Tank
89	TILX020124	2624	03/31/04	Tank
90	TILX020125	2624	04/07/04	Tank

**TRINITY RAIL LEASING II
WAREHOUSE 15th FUNDING PORTFOLIO**

Exhibit A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
91	TILX020126	2624	03/31/04	Tank
92	TILX020127	2624	03/31/04	Tank
93	TILX020128	2624	03/31/04	Tank
94	TILX020129	2624	03/31/04	Tank
95	TILX020130	2624	04/07/04	Tank
96	TILX020131	2624	04/13/04	Tank
97	TILX020132	2624	04/13/04	Tank
98	TILX020133	2624	04/14/04	Tank
99	TILX020134	2624	04/13/04	Tank
100	TILX020135	2624	04/26/04	Tank
101	TILX020136	2624	04/26/04	Tank
102	TILX020137	2624	04/26/04	Tank
103	TILX020138	2624	04/26/04	Tank
104	TILX020139	2624	04/26/04	Tank
105	TILX020140	2624	04/26/04	Tank
106	TILX020141	2624	04/26/04	Tank
107	TILX020142	2624	05/05/04	Tank
108	TILX020143	2624	04/27/04	Tank
109	TILX190743	6492	03/12/04	Tank
110	TILX190744	6492	03/12/04	Tank
111	TILX190745	6492	03/12/04	Tank
112	TILX190746	5197	04/26/04	Tank
113	TILX190747	5197	05/10/04	Tank
114	TILX190748	5197	05/10/04	Tank
115	TILX190749	5197	04/26/04	Tank
116	TILX190750	5197	05/10/04	Tank
117	TILX190751	5197	05/10/04	Tank
118	TILX190752	5197	05/10/04	Tank
119	TILX190753	5197	05/10/04	Tank
120	TILX190754	5197	04/26/04	Tank
121	TILX190755	5197	04/26/04	Tank
122	TILX190756	5197	05/20/04	Tank
123	TILX190757	5197	04/26/04	Tank
124	TILX190758	5197	04/26/04	Tank
125	TILX190759	5197	04/26/04	Tank
126	TILX190760	5197	05/20/04	Tank
127	TILX190761	5197	04/26/04	Tank
128	TILX190762	5197	04/26/04	Tank
129	TILX190763	5197	04/26/04	Tank
130	TILX190764	5197	05/26/04	Tank
131	TILX190765	5197	05/26/04	Tank
132	TILX190766	5197	05/10/04	Tank
133	TILX190767	5197	05/10/04	Tank
134	TILX190768	5197	04/26/04	Tank
135	TILX190769	5197	05/26/04	Tank

**TRINITY RAIL LEASING II
WAREHOUSE 15th FUNDING PORTFOLIO**

Exhibit A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
136	TILX190770	5197	04/26/04	Tank
137	TILX190771	5197	05/26/04	Tank
138	TILX190772	5197	05/20/04	Tank
139	TILX190773	5197	04/26/04	Tank
140	TILX190774	5197	04/26/04	Tank
141	TILX190775	5197	04/26/04	Tank
142	TILX190776	5197	04/26/04	Tank
143	TILX190777	5197	05/20/04	Tank
144	TILX190778	5197	04/26/04	Tank
145	TILX190779	5197	05/20/04	Tank
146	TILX190780	5197	05/20/04	Tank
147	TILX190781	5197	05/26/04	Tank
148	TILX190782	5197	05/26/04	Tank
149	TILX190783	5197	05/20/04	Tank
150	TILX190784	5197	05/20/04	Tank
151	TILX190785	5197	04/26/04	Tank
152	TILX190786	5197	05/20/04	Tank
153	TILX190787	5197	04/26/04	Tank
154	TILX190788	5197	05/26/04	Tank
155	TILX190789	5197	05/26/04	Tank
156	TILX190790	5197	05/26/04	Tank
157	TILX190791	5197	05/26/04	Tank
158	TILX190792	5197	05/26/04	Tank
159	TILX190793	5197	05/26/04	Tank
160	TILX190794	5197	05/26/04	Tank
161	TILX190795	5197	05/26/04	Tank
162	TILX190796	5197	05/26/04	Tank
163	TILX190797	5197	05/26/04	Tank
164	TILX190798	5197	05/20/04	Tank
165	TILX190799	5197	05/26/04	Tank
166	TILX190800	5197	05/26/04	Tank
167	TILX190801	5197	05/26/04	Tank
168	TILX190802	5197	05/26/04	Tank
169	TILX190803	5197	05/20/04	Tank
170	TILX190804	5197	05/20/04	Tank
171	TILX190805	5197	05/26/04	Tank
172	TILX190806	5197	05/20/04	Tank
173	TILX190807	5197	05/26/04	Tank
174	TILX190808	5197	05/20/04	Tank
175	TILX190809	5197	05/26/04	Tank
176	TILX190810	5197	05/20/04	Tank
177	TILX190811	5197	05/20/04	Tank
178	TILX190812	5197	05/20/04	Tank
179	TILX190813	5197	05/26/04	Tank
180	TILX190814	5197	05/20/04	Tank

**TRINITY RAIL LEASING II
WAREHOUSE 15th FUNDING PORTFOLIO**

Exhibit A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
181	TILX190815	5197	05/20/04	Tank
182	TILX190816	5197	05/26/04	Tank
183	TILX190817	5197	05/20/04	Tank
184	TILX190818	5197	05/26/04	Tank
185	TILX190819	5197	05/26/04	Tank
186	TILX190820	5197	05/20/04	Tank
187	TILX190821	5197	05/26/04	Tank
188	TILX190822	6492	03/15/04	Tank
189	TILX190823	6492	03/15/04	Tank
190	TILX190824	6492	03/15/04	Tank
191	TILX190825	6492	03/15/04	Tank
192	TILX190826	6492	03/15/04	Tank
193	TILX190827	6492	03/15/04	Tank
194	TILX190828	6492	03/15/04	Tank
195	TILX190829	6492	03/15/04	Tank
196	TILX190830	6492	03/15/04	Tank
197	TILX190831	6492	03/15/04	Tank
198	TILX190832	6492	03/15/04	Tank
199	TILX190833	6492	03/15/04	Tank
200	TILX190834	6492	03/15/04	Tank
201	TILX190835	6492	03/24/04	Tank
202	TILX190836	6492	03/15/04	Tank
203	TILX190837	6492	03/24/04	Tank
204	TILX190838	6492	03/24/04	Tank
205	TILX190839	6492	03/26/04	Tank
206	TILX190840	6492	03/26/04	Tank
207	TILX190841	6492	03/24/04	Tank
208	TILX190842	6492	03/26/04	Tank
209	TILX190843	6492	03/26/04	Tank
210	TILX635893	2791	04/30/04	Freight
211	TILX635894	2791	04/30/04	Freight
212	TILX635895	2791	04/30/04	Freight
213	TILX635897	2791	04/30/04	Freight
214	TILX635898	2791	05/31/04	Freight
215	TILX635900	2791	04/30/04	Freight
216	TILX635901	2791	04/30/04	Freight
217	TILX635902	2791	04/30/04	Freight
218	TILX635903	2791	04/30/04	Freight
219	TILX635904	2791	04/30/04	Freight
220	TILX635905	2791	04/30/04	Freight
221	TILX635906	2791	04/30/04	Freight
222	TILX635907	2791	04/30/04	Freight
223	TILX635908	2791	04/30/04	Freight
224	TILX635909	2791	04/30/04	Freight
225	TILX635910	2791	04/30/04	Freight

**TRINITY RAIL LEASING II
WAREHOUSE 15th FUNDING PORTFOLIO**

Exhibit A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
226	TILX635911	2791	04/30/04	Freight
227	TILX635912	2791	05/20/04	Freight
228	TILX635913	2791	05/20/04	Freight
229	TILX635914	2791	04/30/04	Freight
230	TILX635915	2791	04/30/04	Freight
231	TILX635916	2791	04/30/04	Freight
232	TILX635917	2791	04/30/04	Freight
233	TILX635918	2791	04/30/04	Freight
234	TILX635919	2791	04/30/04	Freight
235	TILX635920	2791	04/30/04	Freight
236	TILX635921	2791	04/30/04	Freight
237	TILX635922	2791	05/25/04	Freight
238	TILX635923	2791	04/30/04	Freight
239	TILX635924	2791	04/30/04	Freight
240	TILX635927	2791	05/20/04	Freight
241	TILX635929	2791	04/30/04	Freight
242	TILX635930	2791	04/30/04	Freight
243	TILX635931	2791	05/25/04	Freight
244	TILX635932	2791	05/25/04	Freight
245	TILX635933	2791	05/25/04	Freight
246	TILX635934	2791	05/25/04	Freight
247	TILX635935	2791	05/25/04	Freight
248	TILX635936	2791	04/30/04	Freight
249	TILX635937	2791	04/30/04	Freight
250	TILX635938	2791	05/20/04	Freight
251	TILX635939	2791	05/20/04	Freight
252	TILX635940	2791	04/30/04	Freight
253	TILX635941	2791	05/20/04	Freight
254	TILX635942	2791	05/20/04	Freight
255	TILX635943	2791	05/20/04	Freight
256	TILX635944	2791	05/25/04	Freight
257	TILX635945	2791	05/25/04	Freight
258	TILX635946	2791	05/25/04	Freight
259	TILX635947	2791	05/25/04	Freight
260	TILX635948	2791	05/25/04	Freight
261	TILX635949	2791	05/20/04	Freight
262	TILX635950	2791	05/20/04	Freight
263	TILX635951	2791	05/20/04	Freight
264	TILX635952	2791	05/20/04	Freight
265	TILX635953	2791	05/20/04	Freight
266	TILX635954	2791	05/20/04	Freight
267	TILX635955	2791	05/20/04	Freight
268	TILX635956	2791	05/25/04	Freight
269	TILX635957	2791	05/31/04	Freight
270	TILX635958	2791	05/31/04	Freight

**TRINITY RAIL LEASING II
WAREHOUSE 15th FUNDING PORTFOLIO**

Exhibit A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
271	TILX635959	2791	05/25/04	Freight
272	TILX635960	2791	05/31/04	Freight
273	TILX635961	2791	05/31/04	Freight
274	TILX635962	2791	05/31/04	Freight
275	TILX635963	2791	05/31/04	Freight
276	TILX635964	2791	05/31/04	Freight
277	TILX635965	2791	05/31/04	Freight
278	TILX635966	2791	05/25/04	Freight
279	TILX635967	2791	05/25/04	Freight
280	TILX635968	2791	05/31/04	Freight
281	TILX635969	2791	05/25/04	Freight
282	TILX635970	2791	05/25/04	Freight
283	TILX635971	2791	05/31/04	Freight
284	TILX635972	2791	05/25/04	Freight
285	TILX635973	2791	05/25/04	Freight
286	TILX635974	2791	05/31/04	Freight
287	TILX635975	2791	05/31/04	Freight
288	TILX635976	2791	05/31/04	Freight
289	TILX635977	2791	05/31/04	Freight
290	TILX635978	2791	05/31/04	Freight
291	TILX635979	2791	05/31/04	Freight
292	TILX635980	2791	05/31/04	Freight
293	TILX635981	2791	05/31/04	Freight
294	TILX635982	2791	05/31/04	Freight
295	TILX635983	2791	05/31/04	Freight
296	TILX635984	2791	05/25/04	Freight
297	TILX635987	2791	05/25/04	Freight
298	TILX635988	2791	05/25/04	Freight
299	TILX635989	2791	05/25/04	Freight
300	TILX635990	2791	05/25/04	Freight
301	TILX635991	2791	05/25/04	Freight
302	TILX635992	2791	05/25/04	Freight
303	TILX635993	2791	05/25/04	Freight
304	TILX635994	2791	05/31/04	Freight
305	TILX635995	2791	05/27/04	Freight
306	TILX635998	2791	05/31/04	Freight
307	TILX636003	2791	05/31/04	Freight
308	TILX636004	2791	05/31/04	Freight
309	TILX636005	2791	05/27/04	Freight
310	TILX636009	2791	05/27/04	Freight
311	TILX636013	2791	05/31/04	Freight
312	TILX636014	2791	05/31/04	Freight
313	TILX635896	2791	06/14/04	Freight
314	TILX635899	2791	06/30/04	Freight
315	TILX635925	2791	06/30/04	Freight

TRINITY RAIL LEASING II
WAREHOUSE 15th FUNDING PORTFOLIO

Exhibit A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
316	TILX635926	2791	06/30/04	Freight
317	TILX635928	2791	06/30/04	Freight
318	TILX635985	2791	06/14/04	Freight
319	TILX635986	2791	06/30/04	Freight
320	TILX635996	2791	06/14/04	Freight
321	TILX635997	2791	06/14/04	Freight
322	TILX635999	2791	06/14/04	Freight
323	TILX636000	2791	06/14/04	Freight
324	TILX636001	2791	06/14/04	Freight
325	TILX636002	2791	06/14/04	Freight
326	TILX636006	2791	06/14/04	Freight
327	TILX636007	2791	04/28/41	Freight
328	TILX636008	2791	06/30/04	Freight
329	TILX636010	2791	06/30/04	Freight
330	TILX636011	2791	06/14/04	Freight
331	TILX636012	2791	06/14/04	Freight
332	TILX636015	2791	06/30/04	Freight
333	TILX636016	2791	06/14/04	Freight
334	TILX636017	2791	06/14/04	Freight

TRINITY RAIL LEASING II
WAREHOUSE 15th FUNDING PORTFOLIO

Exhibit B

<u>Lessee Number</u>	<u>Lessee</u>	<u>Rider Number</u>
2624	BOC GASES	6
2791	BROIN ENTERPRISES, INC.	8
895	CEMEX INC	5
5197	ETHANOL PRODUCTS LLC	5
6492	RENEWABLE PRODUCTS MARKETING GROUP, LLC	4

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: _____

6/29/04



Robert W. Alvord