RECORDATION NO. 25358-A FILED

DEC 17 '04 2-19 PM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

December 17, 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 September 26, 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:

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

Buyer/Assignee: Trinity Rail Leasing Trust II
2525 Stemmons Freeway
Dallas, Texas 75207

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

395 Railcars:

TILX 005804 – TILX 005821
TILX 100495 – TILX 100584
TILX 110107 – TILX 110136
TILX 190162 – TILX 190171
TILX 200241 – TILX 200260
TILX 270048 – TILX 270067
TILX 302580 – TILX 302652
TILX 302729 – TILX 302847
TILX 302878 – TILX 302882

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

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

RECORDATION NO. 25358-A FILED

DEC 17 '04 2-19 PM

SURFACE TRANSPORTATION BOARD

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. .

IN WITNESS WHEREOF, TILC and the Company have caused this instrument to be executed in its name, by a duly authorized officer on the 16th day of December, 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 16th day of December, 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 16th day of December, 2004.

Notary Public

Tommie G. Cain

MY COMMISSION EXPIRES:

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

CHI:1081656.1

TRINITY RAIL LEASING II
WAREHOUSE 18th FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
1	TILX005804	2121	12/15/2004	Freight
2	TILX005805	2121	12/15/2004	Freight
3	TILX005806	2121	12/15/2004	Freight
4	TILX005807	2121	12/15/2004	Freight
5	TILX005808	2121	12/15/2004	Freight
6	TILX005809	2121	12/15/2004	Freight
7	TILX005810	2121	12/15/2004	Freight
8	TILX005811	2121	12/15/2004	Freight
9	TILX005812	2121	12/15/2004	Freight
10	TILX005813	2121	12/15/2004	Freight
11	TILX005814	2121	12/15/2004	Freight
12	TILX005815	2121	12/15/2004	Freight
13	TILX005816	2121	12/15/2004	Freight
14	TILX005817	2121	12/15/2004	Freight
15	TILX005818	2121	12/15/2004	Freight
16	TILX005819	2121	12/15/2004	Freight
17	TILX005820	2121	12/15/2004	Freight
18	TILX005821	2121	12/15/2004	Freight
19	TILX100495	4871	10/22/2004	Tank
20	TILX100496	4871	9/30/2004	Tank
21	TILX100497	4871	10/22/2004	Tank
22	TILX100498	4871	10/11/2004	Tank
23	TILX100499	4871	10/11/2004	Tank
24	TILX100500	4871	10/11/2004	Tank
25	TILX100501	4871	10/11/2004	Tank
26	TILX100502	4871	10/11/2004	Tank
27	TILX100503	4871	10/22/2004	Tank
28	TILX100504	4871	10/11/2004	Tank
29	TILX100505	4871	10/11/2004	Tank
30	TILX100506	4871	9/30/2004	Tank
31	TILX100507	4871	9/30/2004	Tank
32	TILX100508	4871	10/11/2004	Tank
33	TILX100509	4871	9/30/2004	Tank
34	TILX100510	4871	9/30/2004	Tank
35	TILX100511	4871	10/11/2004	Tank
36	TILX100512	4871	9/30/2004	Tank
37	TILX100513	4871	10/22/2004	Tank
38	TILX100514	4871	9/30/2004	Tank
39	TILX100515	4871	9/30/2004	Tank
40	TILX100516	4871	9/30/2004	Tank
41	TILX100517	4871	10/22/2004	Tank
42	TILX100518	4871	9/30/2004	Tank
43	TILX100519	4871	10/12/2004	Tank
44	TILX100520	4871	10/11/2004	Tank
45	TILX100521	4871	10/11/2004	Tank
46	TILX100522	4871	9/30/2004	Tank
47	TILX100523	4871	10/11/2004	Tank
48	TILX100524	4871	10/11/2004	Tank
49	TILX100525	4871	9/30/2004	Tank
50	TILX100526	4871	10/11/2004	Tank
51	TILX100527	4871	10/11/2004	Tank
52	TILX100528	4871	10/11/2004	Tank
53	TILX100529	4871	10/13/2004	Tank
54	TILX100530	4871	10/11/2004	Tank
55	TILX100531	4871	10/12/2004	Tank
56	TILX100532	4871	10/13/2004	Tank

TRINITY RAIL LEASING II
WAREHOUSE 18th FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
57	TILX100533	4871	10/11/2004	Tank
58	TILX100534	4871	10/11/2004	Tank
59	TILX100535	4871	10/11/2004	Tank
60	TILX100536	4871	10/12/2004	Tank
61	TILX100537	4871	10/11/2004	Tank
62	TILX100538	4871	10/22/2004	Tank
63	TILX100539	4871	10/12/2004	Tank
64	TILX100540	4871	10/12/2004	Tank
65	TILX100541	4871	10/13/2004	Tank
66	TILX100542	4871	10/19/2004	Tank
67	TILX100543	4871	10/13/2004	Tank
68	TILX100544	4871	10/12/2004	Tank
69	TILX100545	4871	10/11/2004	Tank
70	TILX100546	4871	10/13/2004	Tank
71	TILX100547	4871	10/12/2004	Tank
72	TILX100548	4871	10/18/2004	Tank
73	TILX100549	4871	10/18/2004	Tank
74	TILX100550	4871	10/12/2004	Tank
75	TILX100551	4871	10/12/2004	Tank
76	TILX100552	4871	10/13/2004	Tank
77	TILX100553	4871	10/18/2004	Tank
78	TILX100554	4871	10/26/2004	Tank
79	TILX100555	4871	10/18/2004	Tank
80	TILX100556	4871	10/13/2004	Tank
81	TILX100557	4871	10/19/2004	Tank
82	TILX100558	4871	10/25/2004	Tank
83	TILX100559	4871	10/13/2004	Tank
84	TILX100560	4871	10/19/2004	Tank
85	TILX100561	4871	10/20/2004	Tank
86	TILX100562	4871	10/22/2004	Tank
87	TILX100563	4871	10/28/2004	Tank
88	TILX100564	4871	10/25/2004	Tank
89	TILX100565	4871	10/18/2004	Tank
90	TILX100566	4871	10/18/2004	Tank
91	TILX100567	4871	10/19/2004	Tank
92	TILX100568	4871	10/22/2004	Tank
93	TILX100569	4871	10/28/2004	Tank
94	TILX100570	4871	10/26/2004	Tank
95	TILX100571	4871	10/26/2004	Tank
96	TILX100572	4871	10/18/2004	Tank
97	TILX100573	4871	10/20/2004	Tank
98	TILX100574	4871	10/19/2004	Tank
99	TILX100575	4871	10/22/2004	Tank
100	TILX100576	4871	10/20/2004	Tank
101	TILX100577	4871	10/26/2004	Tank
102	TILX100578	4871	10/28/2004	Tank
103	TILX100579	4871	10/19/2004	Tank
104	TILX100580	4871	10/22/2004	Tank
105	TILX100581	4871	10/19/2004	Tank
106	TILX100582	4871	10/25/2004	Tank
107	TILX100583	4871	10/22/2004	Tank
108	TILX100584	4871	10/28/2004	Tank
109	TILX110107	2277	11/10/2004	Tank
110	TILX110108	2277	11/5/2004	Tank
111	TILX110109	2277	11/5/2004	Tank
112	TILX110110	2277	11/10/2004	Tank

TRINITY RAIL LEASING II
WAREHOUSE 18th FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
113	TILX110111	2277	11/10/2004	Tank
114	TILX110112	2277	11/5/2004	Tank
115	TILX110113	2277	11/5/2004	Tank
116	TILX110114	2277	11/5/2004	Tank
117	TILX110115	2277	11/10/2004	Tank
118	TILX110116	2277	11/12/2004	Tank
119	TILX110117	2277	11/16/2004	Tank
120	TILX110118	2277	11/10/2004	Tank
121	TILX110119	2277	11/10/2004	Tank
122	TILX110120	2277	11/16/2004	Tank
123	TILX110121	2277	11/10/2004	Tank
124	TILX110122	2277	11/10/2004	Tank
125	TILX110123	2277	11/10/2004	Tank
126	TILX110124	2277	11/18/2004	Tank
127	TILX110125	2277	11/16/2004	Tank
128	TILX110126	2277	11/16/2004	Tank
129	TILX110127	2277	11/24/2004	Tank
130	TILX110128	2277	11/16/2004	Tank
131	TILX110129	2277	11/16/2004	Tank
132	TILX110130	2277	11/16/2004	Tank
133	TILX110131	2277	11/16/2004	Tank
134	TILX110132	2277	11/16/2004	Tank
135	TILX110133	2277	11/16/2004	Tank
136	TILX110134	2277	11/16/2004	Tank
137	TILX110135	2277	11/24/2004	Tank
138	TILX110136	2277	11/24/2004	Tank
139	TILX191062	4760	9/30/2004	Tank
140	TILX191063	4760	9/30/2004	Tank
141	TILX191064	4760	10/11/2004	Tank
142	TILX191065	4760	9/30/2004	Tank
143	TILX191066	4760	10/11/2004	Tank
144	TILX191067	4760	9/30/2004	Tank
145	TILX191068	4760	10/11/2004	Tank
146	TILX191069	4760	9/30/2004	Tank
147	TILX191070	4760	10/11/2004	Tank
148	TILX191071	4760	10/11/2004	Tank
149	TILX200241	2716	10/29/2004	Tank
150	TILX200242	2716	11/10/2004	Tank
151	TILX200243	2716	11/5/2004	Tank
152	TILX200244	2716	11/10/2004	Tank
153	TILX200245	2716	10/29/2004	Tank
154	TILX200246	2716	11/5/2004	Tank
155	TILX200247	2716	11/5/2004	Tank
156	TILX200248	2716	11/5/2004	Tank
157	TILX200249	2716	11/5/2004	Tank
158	TILX200250	2716	10/29/2004	Tank
159	TILX200251	2716	11/30/2004	Tank
160	TILX200252	2716	11/30/2004	Tank
161	TILX200253	2716	11/10/2004	Tank
162	TILX200254	2716	11/10/2004	Tank
163	TILX200255	2716	11/17/2004	Tank
164	TILX200256	2716	11/30/2004	Tank
165	TILX200257	2716	11/22/2004	Tank
166	TILX200258	2716	11/22/2004	Tank
167	TILX200259	2716	11/17/2004	Tank
168	TILX200260	2716	11/30/2004	Tank

TRINITY RAIL LEASING II
WAREHOUSE 18th FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
169	TILX270048	46592	9/20/2004	Tank
170	TILX270049	46592	9/20/2004	Tank
171	TILX270050	46592	9/20/2004	Tank
172	TILX270051	46592	9/23/2004	Tank
173	TILX270052	46592	9/23/2004	Tank
174	TILX270053	46592	9/20/2004	Tank
175	TILX270054	46592	9/22/2004	Tank
176	TILX270055	46592	9/20/2004	Tank
177	TILX270056	46592	9/23/2004	Tank
178	TILX270057	46592	9/22/2004	Tank
179	TILX270058	46592	9/20/2004	Tank
180	TILX270059	46592	9/22/2004	Tank
181	TILX270060	46592	9/23/2004	Tank
182	TILX270061	46592	9/23/2004	Tank
183	TILX270062	46592	9/20/2004	Tank
184	TILX270063	46592	9/20/2004	Tank
185	TILX270064	46592	9/20/2004	Tank
186	TILX270065	46592	9/20/2004	Tank
187	TILX270066	46592	9/22/2004	Tank
188	TILX270067	46592	9/22/2004	Tank
189	TILX270088	46592	12/15/2004	Tank
190	TILX270089	46592	12/15/2004	Tank
191	TILX270090	46592	12/15/2004	Tank
192	TILX270091	46592	12/15/2004	Tank
193	TILX270092	46592	12/15/2004	Tank
194	TILX270093	46592	12/15/2004	Tank
195	TILX270094	46592	12/15/2004	Tank
196	TILX270095	46592	12/15/2004	Tank
197	TILX270096	46592	12/15/2004	Tank
198	TILX270097	46592	12/15/2004	Tank
199	TILX302580	10912	7/27/2004	Tank
200	TILX302581	10912	7/27/2004	Tank
201	TILX302582	10912	7/27/2004	Tank
202	TILX302583	10912	7/27/2004	Tank
203	TILX302584	10912	7/27/2004	Tank
204	TILX302585	10912	7/29/2004	Tank
205	TILX302586	10912	7/29/2004	Tank
206	TILX302587	10912	7/29/2004	Tank
207	TILX302588	10912	7/29/2004	Tank
208	TILX302589	10912	7/29/2004	Tank
209	TILX302590	10912	7/29/2004	Tank
210	TILX302591	10912	7/30/2004	Tank
211	TILX302592	10912	7/30/2004	Tank
212	TILX302593	10912	8/9/2004	Tank
213	TILX302594	10912	7/30/2004	Tank
214	TILX302595	10912	8/9/2004	Tank
215	TILX302596	10912	8/9/2004	Tank
216	TILX302597	10912	8/9/2004	Tank
217	TILX302598	10912	8/9/2004	Tank
218	TILX302599	10912	8/9/2004	Tank
219	TILX302600	10912	8/9/2004	Tank
220	TILX302601	10912	8/11/2004	Tank
221	TILX302602	10912	8/9/2004	Tank
222	TILX302603	10912	8/9/2004	Tank
223	TILX302604	46591	11/22/2004	Tank
224	TILX302605	46591	11/22/2004	Tank

TRINITY RAIL LEASING II
WAREHOUSE 18th FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
225	TILX302606	46591	11/22/2004	Tank
226	TILX302607	46591	11/22/2004	Tank
227	TILX302608	46591	11/22/2004	Tank
228	TILX302609	46591	11/22/2004	Tank
229	TILX302610	46591	11/22/2004	Tank
230	TILX302611	46591	11/30/2004	Tank
231	TILX302612	46591	11/22/2004	Tank
232	TILX302613	46591	11/22/2004	Tank
233	TILX302614	46591	11/30/2004	Tank
234	TILX302615	46591	11/22/2004	Tank
235	TILX302616	46591	11/22/2004	Tank
236	TILX302617	46591	11/22/2004	Tank
237	TILX302618	46591	11/30/2004	Tank
238	TILX302619	46591	11/30/2004	Tank
239	TILX302620	46589	12/15/2004	Tank
240	TILX302621	46589	12/15/2004	Tank
241	TILX302622	46589	12/15/2004	Tank
242	TILX302623	46589	12/15/2004	Tank
243	TILX302624	46589	12/15/2004	Tank
244	TILX302625	46589	12/15/2004	Tank
245	TILX302626	4818	12/15/2004	Tank
246	TILX302627	4818	12/15/2004	Tank
247	TILX302628	4818	12/15/2004	Tank
248	TILX302629	4818	12/15/2004	Tank
249	TILX302630	4818	12/15/2004	Tank
250	TILX302631	4818	12/15/2004	Tank
251	TILX302632	4818	12/15/2004	Tank
252	TILX302633	4818	12/15/2004	Tank
253	TILX302634	4818	12/15/2004	Tank
254	TILX302635	4818	12/15/2004	Tank
255	TILX302636	4818	12/15/2004	Tank
256	TILX302637	4818	12/15/2004	Tank
257	TILX302638	4818	12/15/2004	Tank
258	TILX302639	4818	12/15/2004	Tank
259	TILX302640	4818	12/15/2004	Tank
260	TILX302641	4818	12/15/2004	Tank
261	TILX302642	4818	12/15/2004	Tank
262	TILX302643	4818	12/15/2004	Tank
263	TILX302644	4818	12/15/2004	Tank
264	TILX302645	4818	12/15/2004	Tank
265	TILX302646	4818	12/15/2004	Tank
266	TILX302647	4818	12/15/2004	Tank
267	TILX302648	4818	12/15/2004	Tank
268	TILX302649	4818	12/15/2004	Tank
269	TILX302650	4818	12/15/2004	Tank
270	TILX302651	4818	12/15/2004	Tank
271	TILX302652	4818	12/15/2004	Tank
272	TILX302729	8581	11/30/2004	Tank
273	TILX302730	8581	11/17/2004	Tank
274	TILX302731	8581	11/30/2004	Tank
275	TILX302732	8581	11/17/2004	Tank
276	TILX302733	8581	11/10/2004	Tank
277	TILX302734	8581	11/10/2004	Tank
278	TILX302735	8581	11/30/2004	Tank
279	TILX302736	8581	11/10/2004	Tank
280	TILX302737	8581	11/17/2004	Tank

TRINITY RAIL LEASING II
WAREHOUSE 18th FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
281	TILX302738	8581	11/17/2004	Tank
282	TILX302739	8581	11/30/2004	Tank
283	TILX302740	8581	12/15/2004	Tank
284	TILX302741	8581	12/15/2004	Tank
285	TILX302742	8581	12/15/2004	Tank
286	TILX302743	8581	11/30/2004	Tank
287	TILX302744	8581	11/30/2004	Tank
288	TILX302745	8581	12/15/2004	Tank
289	TILX302746	8581	12/15/2004	Tank
290	TILX302747	8581	12/15/2004	Tank
291	TILX302748	8581	12/15/2004	Tank
292	TILX302749	8581	12/15/2004	Tank
293	TILX302750	8581	12/15/2004	Tank
294	TILX302751	8581	12/15/2004	Tank
295	TILX302752	8581	12/15/2004	Tank
296	TILX302753	8581	12/15/2004	Tank
297	TILX302754	12942	10/12/2004	Tank
298	TILX302755	12942	10/12/2004	Tank
299	TILX302756	12942	10/12/2004	Tank
300	TILX302757	12942	10/12/2004	Tank
301	TILX302758	12942	10/13/2004	Tank
302	TILX302759	12942	10/22/2004	Tank
303	TILX302760	12942	10/25/2004	Tank
304	TILX302761	12942	10/14/2004	Tank
305	TILX302762	12942	10/22/2004	Tank
306	TILX302763	12942	10/22/2004	Tank
307	TILX302764	12942	10/28/2004	Tank
308	TILX302765	12942	10/18/2004	Tank
309	TILX302766	12942	10/27/2004	Tank
310	TILX302767	12942	10/25/2004	Tank
311	TILX302768	12942	10/27/2004	Tank
312	TILX302769	12942	10/25/2004	Tank
313	TILX302770	12942	11/18/2004	Tank
314	TILX302771	12942	11/2/2004	Tank
315	TILX302772	12942	11/2/2004	Tank
316	TILX302773	12942	11/2/2004	Tank
317	TILX302774	12942	10/27/2004	Tank
318	TILX302775	12942	11/9/2004	Tank
319	TILX302776	12942	11/2/2004	Tank
320	TILX302777	12942	11/9/2004	Tank
321	TILX302778	12942	11/11/2004	Tank
322	TILX302779	12942	11/18/2004	Tank
323	TILX302780	12942	11/11/2004	Tank
324	TILX302781	12942	11/24/2004	Tank
325	TILX302782	12942	11/18/2004	Tank
326	TILX302783	12942	11/12/2004	Tank
327	TILX302784	12942	11/17/2004	Tank
328	TILX302785	12942	11/16/2004	Tank
329	TILX302786	12942	11/30/2004	Tank
330	TILX302787	12942	11/24/2004	Tank
331	TILX302788	12942	11/30/2004	Tank
332	TILX302789	12942	11/30/2004	Tank
333	TILX302790	12942	12/15/2004	Tank
334	TILX302791	12942	12/15/2004	Tank
335	TILX302792	12942	12/15/2004	Tank
336	TILX302793	12942	12/15/2004	Tank

TRINITY RAIL LEASING II
WAREHOUSE 18th FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
337	TILX302794	12942	11/30/2004	Tank
338	TILX302795	12942	12/15/2004	Tank
339	TILX302796	12942	12/15/2004	Tank
340	TILX302797	12942	12/15/2004	Tank
341	TILX302798	12942	12/15/2004	Tank
342	TILX302799	41799	10/29/2004	Tank
343	TILX302800	41799	10/29/2004	Tank
344	TILX302801	41799	11/9/2004	Tank
345	TILX302802	41799	10/29/2004	Tank
346	TILX302803	41799	11/9/2004	Tank
347	TILX302804	41799	11/9/2004	Tank
348	TILX302805	41799	10/29/2004	Tank
349	TILX302806	41799	10/29/2004	Tank
350	TILX302807	41799	11/12/2004	Tank
351	TILX302808	41799	11/9/2004	Tank
352	TILX302809	41799	11/10/2004	Tank
353	TILX302810	41799	11/9/2004	Tank
354	TILX302811	41799	11/9/2004	Tank
355	TILX302812	41799	11/9/2004	Tank
356	TILX302813	41799	11/9/2004	Tank
357	TILX302814	41799	11/9/2004	Tank
358	TILX302815	41799	11/12/2004	Tank
359	TILX302816	41799	11/9/2004	Tank
360	TILX302817	41799	11/10/2004	Tank
361	TILX302818	41799	11/9/2004	Tank
362	TILX302819	41799	11/12/2004	Tank
363	TILX302820	41799	11/9/2004	Tank
364	TILX302821	41799	11/9/2004	Tank
365	TILX302822	41799	11/9/2004	Tank
366	TILX302823	41799	11/9/2004	Tank
367	TILX302824	41799	11/9/2004	Tank
368	TILX302825	41799	11/9/2004	Tank
369	TILX302826	41799	11/9/2004	Tank
370	TILX302827	41799	11/9/2004	Tank
371	TILX302828	41799	11/10/2004	Tank
372	TILX302829	41799	11/9/2004	Tank
373	TILX302830	41799	11/10/2004	Tank
374	TILX302831	41799	11/9/2004	Tank
375	TILX302832	41799	11/9/2004	Tank
376	TILX302833	41799	11/9/2004	Tank
377	TILX302834	41799	11/9/2004	Tank
378	TILX302835	41799	11/9/2004	Tank
379	TILX302836	41799	11/9/2004	Tank
380	TILX302837	41799	11/10/2004	Tank
381	TILX302838	41799	11/10/2004	Tank
382	TILX302839	41799	11/12/2004	Tank
383	TILX302840	41799	11/9/2004	Tank
384	TILX302841	41799	11/12/2004	Tank
385	TILX302842	41799	11/10/2004	Tank
386	TILX302843	41799	11/9/2004	Tank
387	TILX302844	41799	11/9/2004	Tank
388	TILX302845	41799	11/10/2004	Tank
389	TILX302846	41799	11/10/2004	Tank
390	TILX302847	41799	11/18/2004	Tank
391	TILX302878	8581	12/15/2004	Tank
392	TILX302879	8581	12/15/2004	Tank

TRINITY RAIL LEASING II
WAREHOUSE 18th FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
393	TILX302880	8581	12/15/2004	Tank
394	TILX302881	8581	12/15/2004	Tank
395	TILX302882	8581	12/15/2004	Tank

TRINITY RAIL LEASING II
WAREHOUSE 18th FUNDING PORTFOLIO

Exhibit B

Lessee Number	Lessee	Rider Number
2121	AZTECA MILLING LP	9
2277	BASIC CHEMICAL SOLUTIONS LLC	3
2716	BP AMOCO CHEMICALS	2
4760	DOW CHEMICAL COMPANY	5
4818	DUKE ENERGY NGL SERVICES, LP	3
4871	E I DUPONT DE NEMOURS	11
8581	MARATHON ASHLAND PET. LLC	4
10912	PREMCOR REFINING GROUP INC	2
12942	SUNOCO, INC (R+M)	4
41799	SEMSTREAM LP	2
46589	ROYSTER CLARK RESOURCES LLC	1
46591	ELBOW RIVER RESOURCES LTD	2
46592	LUCITE INTERNATIONAL	1

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: 12/12/04

Robert W. Alvord