RECORDATION NO. 25460-A FILED

FEB 18 '05 11-31 AM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

February 18, 2005

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 February 16, 2005, 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:

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

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

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

704 railcars within the following series as set forth in the Exhibit attached to the document:

PLMX 137091 – PLMX 137124
RCRX 001732 – RCRX 001771 (inclusive)
TILX 005779 – TILX 005828
TILX 010000 – TILX 012740
TILX 191072 – TILX 191376
TILX 200261 – TILX 200265 (inclusive)
TILX 250608 – TILX 250617 (inclusive)
TILX 270068 – TILX 270087 (inclusive)
TILX 302653 – TILX 302658 (inclusive)
TILX 302848 – TILX 302877 (inclusive)
TILX 420000 – TILX 420109 (inclusive)

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 $32.00 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. 25460-A FILED

FEB 18 '05 11-31 AM

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 February, 2005.

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 February, 2005.

Notary Public

MY COMMISSION EXPIRES: 5-26-2006 Cathy I. Gott

CATHY I. GOTT
Notary Public, State of Texas
My Commission Expires
5/26/2006

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 February, 2005.

Notary Public

MY COMMISSION EXPIRES: 5-26-2006 Cathy I. Gott

CATHY I. GOTT
Notary Public, State of Texas
My Commission Expires
5/26/2006

CHI:1081656.1

TRINITY RAIL LEASING II
WAREHOUSE 19th FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
1	PLMX137091	11328	5/11/2004	Tank
2	PLMX137106	11328	5/11/2004	Tank
3	PLMX137112	11328	5/11/2004	Tank
4	PLMX137114	11328	5/11/2004	Tank
5	PLMX137116	11328	5/11/2004	Tank
6	PLMX137121	11328	5/11/2004	Tank
7	PLMX137124	11328	5/11/2004	Tank
8	RCRX001732	11437	1/17/2005	Tank
9	RCRX001733	11437	1/31/2005	Tank
10	RCRX001734	11437	12/30/2004	Tank
11	RCRX001735	11437	12/29/2004	Tank
12	RCRX001736	11437	1/6/2005	Tank
13	RCRX001737	11437	12/29/2004	Tank
14	RCRX001738	11437	1/17/2005	Tank
15	RCRX001739	11437	1/17/2005	Tank
16	RCRX001740	11437	1/24/2005	Tank
17	RCRX001741	11437	1/24/2005	Tank
18	RCRX001742	11437	1/6/2005	Tank
19	RCRX001743	11437	1/24/2005	Tank
20	RCRX001744	11437	1/17/2005	Tank
21	RCRX001745	11437	1/17/2005	Tank
22	RCRX001746	11437	1/5/2005	Tank
23	RCRX001747	11437	1/17/2005	Tank
24	RCRX001748	11437	1/17/2005	Tank
25	RCRX001749	11437	1/5/2005	Tank
26	RCRX001750	11437	1/31/2005	Tank
27	RCRX001751	11437	1/24/2005	Tank
28	RCRX001752	11437	1/19/2005	Tank
29	RCRX001753	11437	1/19/2005	Tank
30	RCRX001754	11437	1/17/2005	Tank
31	RCRX001755	11437	1/24/2005	Tank
32	RCRX001756	11437	1/17/2005	Tank
33	RCRX001757	11437	1/27/2005	Tank
34	RCRX001758	11437	1/17/2005	Tank
35	RCRX001759	11437	1/24/2005	Tank
36	RCRX001760	11437	1/31/2005	Tank
37	RCRX001761	11437	1/31/2005	Tank
38	RCRX001762	11437	1/24/2005	Tank
39	RCRX001763	11437	1/24/2005	Tank
40	RCRX001764	11437	1/24/2005	Tank
41	RCRX001765	11437	1/27/2005	Tank
42	RCRX001766	11437	1/27/2005	Tank
43	RCRX001767	11437	1/27/2005	Tank
44	RCRX001768	11437	1/27/2005	Tank
45	RCRX001769	11437	1/27/2005	Tank

TRINITY RAIL LEASING II
WAREHOUSE 19th FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
46	RCRX001770	11437	1/31/2005	Tank
47	RCRX001771	11437	1/27/2005	Tank
48	TILX005779	2121	12/30/2004	Freight
49	TILX005780	2121	12/30/2004	Freight
50	TILX005781	2121	12/30/2004	Freight
51	TILX005782	2121	12/30/2004	Freight
52	TILX005783	2121	12/30/2004	Freight
53	TILX005784	2121	12/30/2004	Freight
54	TILX005785	2121	12/30/2004	Freight
55	TILX005786	2121	12/30/2004	Freight
56	TILX005787	2121	12/30/2004	Freight
57	TILX005788	2121	12/30/2004	Freight
58	TILX005789	2121	12/30/2004	Freight
59	TILX005790	2121	12/30/2004	Freight
60	TILX005791	2121	12/30/2004	Freight
61	TILX005792	2121	12/30/2004	Freight
62	TILX005793	2121	12/30/2004	Freight
63	TILX005794	11993	12/30/2004	Freight
64	TILX005795	11993	12/30/2004	Freight
65	TILX005796	11993	12/30/2004	Freight
66	TILX005797	11993	12/30/2004	Freight
67	TILX005798	11993	12/30/2004	Freight
68	TILX005799	11993	12/30/2004	Freight
69	TILX005800	11993	12/30/2004	Freight
70	TILX005801	2121	12/30/2004	Freight
71	TILX005802	2121	12/30/2004	Freight
72	TILX005803	2121	12/30/2004	Freight
73	TILX005822	n/a	12/30/2004	Freight
74	TILX005823	n/a	12/30/2004	Freight
75	TILX005824	n/a	12/30/2004	Freight
76	TILX005825	n/a	12/30/2004	Freight
77	TILX005826	n/a	12/30/2004	Freight
78	TILX005827	n/a	12/30/2004	Freight
79	TILX005828	9045	12/30/2004	Freight
80	TILX010000	4468	8/29/2003	Freight
81	TILX010010	4468	8/29/2003	Freight
82	TILX010020	4468	8/29/2003	Freight
83	TILX010030	4468	8/29/2003	Freight
84	TILX010040	4468	8/29/2003	Freight
85	TILX010050	4468	8/29/2003	Freight
86	TILX010060	4468	8/29/2003	Freight
87	TILX010070	4468	8/29/2003	Freight
88	TILX010080	4468	8/29/2003	Freight
89	TILX010090	4468	8/29/2003	Freight
90	TILX010100	4468	8/29/2003	Freight

TRINITY RAIL LEASING II
WAREHOUSE 19th FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
91	TILX010110	4468	8/29/2003	Freight
92	TILX010120	4468	8/29/2003	Freight
93	TILX010130	4468	8/29/2003	Freight
94	TILX010140	4468	8/29/2003	Freight
95	TILX010150	4468	8/29/2003	Freight
96	TILX010160	4468	8/29/2003	Freight
97	TILX010170	4468	8/29/2003	Freight
98	TILX010180	4468	8/29/2003	Freight
99	TILX010190	4468	8/29/2003	Freight
100	TILX010200	4468	8/29/2003	Freight
101	TILX010210	4468	8/29/2003	Freight
102	TILX010220	4468	8/29/2003	Freight
103	TILX010230	4468	8/29/2003	Freight
104	TILX010240	4468	8/29/2003	Freight
105	TILX010250	4468	8/29/2003	Freight
106	TILX010260	4468	8/29/2003	Freight
107	TILX010270	4468	8/29/2003	Freight
108	TILX010280	4468	8/29/2003	Freight
109	TILX010290	4468	8/29/2003	Freight
110	TILX010300	4468	8/29/2003	Freight
111	TILX010310	4468	8/29/2003	Freight
112	TILX010320	4468	8/29/2003	Freight
113	TILX010330	4468	8/29/2003	Freight
114	TILX010340	4468	8/29/2003	Freight
115	TILX010350	4468	8/29/2003	Freight
116	TILX010360	4468	8/29/2003	Freight
117	TILX010370	4468	8/29/2003	Freight
118	TILX010380	4468	8/29/2003	Freight
119	TILX010390	4468	8/29/2003	Freight
120	TILX010400	4468	8/29/2003	Freight
121	TILX010410	4468	8/29/2003	Freight
122	TILX010420	4468	8/29/2003	Freight
123	TILX010430	4468	8/29/2003	Freight
124	TILX010440	4468	8/29/2003	Freight
125	TILX010450	4468	8/29/2003	Freight
126	TILX010460	4468	8/29/2003	Freight
127	TILX010470	4468	8/29/2003	Freight
128	TILX010480	4468	8/29/2003	Freight
129	TILX010490	4468	8/29/2003	Freight
130	TILX010500	4468	8/29/2003	Freight
131	TILX010510	4468	8/29/2003	Freight
132	TILX010520	4468	8/29/2003	Freight
133	TILX010530	4468	8/29/2003	Freight
134	TILX010540	4468	8/29/2003	Freight
135	TILX010550	4468	8/29/2003	Freight

TRINITY RAIL LEASING II
WAREHOUSE 19th FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
136	TILX010560	4468	8/29/2003	Freight
137	TILX010570	4468	8/29/2003	Freight
138	TILX010580	4468	8/29/2003	Freight
139	TILX010590	4468	8/29/2003	Freight
140	TILX010600	4468	8/29/2003	Freight
141	TILX010610	4468	8/29/2003	Freight
142	TILX010620	4468	8/29/2003	Freight
143	TILX010630	4468	8/29/2003	Freight
144	TILX010640	4468	8/29/2003	Freight
145	TILX010650	4468	8/29/2003	Freight
146	TILX010660	4468	8/29/2003	Freight
147	TILX010670	4468	8/29/2003	Freight
148	TILX010680	4468	8/29/2003	Freight
149	TILX010690	4468	8/29/2003	Freight
150	TILX010700	4468	8/29/2003	Freight
151	TILX010710	4468	8/29/2003	Freight
152	TILX010720	4468	8/29/2003	Freight
153	TILX010730	4468	8/29/2003	Freight
154	TILX010740	4468	8/29/2003	Freight
155	TILX010750	4468	8/29/2003	Freight
156	TILX010760	4468	8/29/2003	Freight
157	TILX010770	4468	8/29/2003	Freight
158	TILX010780	4468	8/29/2003	Freight
159	TILX010790	4468	8/29/2003	Freight
160	TILX010800	4468	8/29/2003	Freight
161	TILX010810	4468	8/29/2003	Freight
162	TILX010820	4468	8/29/2003	Freight
163	TILX010830	4468	8/29/2003	Freight
164	TILX010840	4468	8/29/2003	Freight
165	TILX010850	4468	8/29/2003	Freight
166	TILX010860	4468	8/29/2003	Freight
167	TILX010870	4468	8/29/2003	Freight
168	TILX010880	4468	8/29/2003	Freight
169	TILX010890	4468	8/29/2003	Freight
170	TILX010900	4468	8/29/2003	Freight
171	TILX010910	4468	8/29/2003	Freight
172	TILX010920	4468	8/29/2003	Freight
173	TILX010930	4468	8/29/2003	Freight
174	TILX010940	4468	8/29/2003	Freight
175	TILX010950	4468	8/29/2003	Freight
176	TILX010960	4468	8/29/2003	Freight
177	TILX010970	4468	8/29/2003	Freight
178	TILX010980	4468	8/29/2003	Freight
179	TILX010990	4468	8/29/2003	Freight
180	TILX011000	4468	8/29/2003	Freight

TRINITY RAIL LEASING II
WAREHOUSE 19th FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
181	TILX011010	4468	8/29/2003	Freight
182	TILX011020	4468	8/29/2003	Freight
183	TILX011030	4468	8/29/2003	Freight
184	TILX011040	4468	8/29/2003	Freight
185	TILX011050	4468	8/29/2003	Freight
186	TILX011060	4468	8/29/2003	Freight
187	TILX011070	4468	8/29/2003	Freight
188	TILX011080	4468	8/29/2003	Freight
189	TILX011090	4468	8/29/2003	Freight
190	TILX011100	4468	8/29/2003	Freight
191	TILX011110	4468	8/29/2003	Freight
192	TILX011120	4468	8/29/2003	Freight
193	TILX011130	4468	8/29/2003	Freight
194	TILX011140	4468	8/29/2003	Freight
195	TILX011150	4468	8/29/2003	Freight
196	TILX011160	4468	8/29/2003	Freight
197	TILX011170	4468	8/29/2003	Freight
198	TILX011180	4468	8/29/2003	Freight
199	TILX011190	4468	8/29/2003	Freight
200	TILX011200	4468	8/29/2003	Freight
201	TILX011210	4468	8/29/2003	Freight
202	TILX011220	4468	8/29/2003	Freight
203	TILX011230	4468	8/29/2003	Freight
204	TILX011240	4468	8/29/2003	Freight
205	TILX011250	4468	8/29/2003	Freight
206	TILX011260	4468	8/29/2003	Freight
207	TILX011270	4468	8/29/2003	Freight
208	TILX011280	4468	8/29/2003	Freight
209	TILX011290	4468	8/29/2003	Freight
210	TILX011300	4468	8/29/2003	Freight
211	TILX011310	4468	8/29/2003	Freight
212	TILX011320	4468	8/29/2003	Freight
213	TILX011330	4468	8/29/2003	Freight
214	TILX011340	4468	8/29/2003	Freight
215	TILX011350	4468	8/29/2003	Freight
216	TILX011360	4468	8/29/2003	Freight
217	TILX011370	4468	8/29/2003	Freight
218	TILX011380	4468	8/29/2003	Freight
219	TILX011390	4468	8/29/2003	Freight
220	TILX011400	4468	8/29/2003	Freight
221	TILX011410	4468	8/29/2003	Freight
222	TILX011420	4468	8/29/2003	Freight
223	TILX011430	4468	8/29/2003	Freight
224	TILX011440	4468	8/29/2003	Freight
225	TILX011450	4468	8/29/2003	Freight

TRINITY RAIL LEASING II
WAREHOUSE 19th FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
226	TILX011460	4468	8/29/2003	Freight
227	TILX011470	4468	8/29/2003	Freight
228	TILX011480	4468	8/29/2003	Freight
229	TILX011490	4468	8/29/2003	Freight
230	TILX011500	4468	8/29/2003	Freight
231	TILX011510	4468	8/29/2003	Freight
232	TILX011520	4468	8/29/2003	Freight
233	TILX011530	4468	8/29/2003	Freight
234	TILX011540	4468	8/29/2003	Freight
235	TILX011550	4468	8/29/2003	Freight
236	TILX011560	4468	8/29/2003	Freight
237	TILX011570	4468	8/29/2003	Freight
238	TILX011580	4468	8/29/2003	Freight
239	TILX011590	4468	8/29/2003	Freight
240	TILX011600	4468	8/29/2003	Freight
241	TILX011610	4468	8/29/2003	Freight
242	TILX011620	4468	8/29/2003	Freight
243	TILX011630	4468	8/29/2003	Freight
244	TILX011640	4468	8/29/2003	Freight
245	TILX011650	4468	8/29/2003	Freight
246	TILX011660	4468	8/29/2003	Freight
247	TILX011670	4468	8/29/2003	Freight
248	TILX011680	4468	8/29/2003	Freight
249	TILX011690	4468	8/29/2003	Freight
250	TILX011700	4468	8/29/2003	Freight
251	TILX011710	4468	8/29/2003	Freight
252	TILX011720	4468	8/29/2003	Freight
253	TILX011730	4468	8/29/2003	Freight
254	TILX011740	4468	8/29/2003	Freight
255	TILX011750	4468	8/29/2003	Freight
256	TILX011760	4468	8/29/2003	Freight
257	TILX011770	4468	8/29/2003	Freight
258	TILX011780	4468	8/29/2003	Freight
259	TILX011790	4468	8/29/2003	Freight
260	TILX011800	4468	8/29/2003	Freight
261	TILX011810	4468	8/29/2003	Freight
262	TILX011820	4468	8/29/2003	Freight
263	TILX011830	4468	8/29/2003	Freight
264	TILX011840	4468	8/29/2003	Freight
265	TILX011850	4468	8/29/2003	Freight
266	TILX011860	4468	8/29/2003	Freight
267	TILX011870	4468	8/29/2003	Freight
268	TILX011880	4468	8/29/2003	Freight
269	TILX011890	4468	8/29/2003	Freight
270	TILX011900	4468	8/29/2003	Freight

TRINITY RAIL LEASING II
WAREHOUSE 19th FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
271	TILX011910	4468	8/29/2003	Freight
272	TILX011920	4468	8/29/2003	Freight
273	TILX011930	4468	8/29/2003	Freight
274	TILX011940	4468	8/29/2003	Freight
275	TILX011950	4468	8/29/2003	Freight
276	TILX011960	4468	8/29/2003	Freight
277	TILX011970	4468	8/29/2003	Freight
278	TILX011980	4468	8/29/2003	Freight
279	TILX011990	4468	8/29/2003	Freight
280	TILX012000	4468	8/29/2003	Freight
281	TILX012010	4468	8/29/2003	Freight
282	TILX012020	4468	8/29/2003	Freight
283	TILX012030	4468	8/29/2003	Freight
284	TILX012040	4468	8/29/2003	Freight
285	TILX012050	4468	8/29/2003	Freight
286	TILX012060	4468	8/29/2003	Freight
287	TILX012070	4468	8/29/2003	Freight
288	TILX012080	4468	8/29/2003	Freight
289	TILX012090	4468	8/29/2003	Freight
290	TILX012100	4468	8/29/2003	Freight
291	TILX012110	4468	8/29/2003	Freight
292	TILX012120	4468	8/29/2003	Freight
293	TILX012130	4468	8/29/2003	Freight
294	TILX012140	4468	8/29/2003	Freight
295	TILX012150	4468	8/29/2003	Freight
296	TILX012160	4468	8/29/2003	Freight
297	TILX012170	4468	8/29/2003	Freight
298	TILX012180	4468	8/29/2003	Freight
299	TILX012190	4468	8/29/2003	Freight
300	TILX012200	4468	8/29/2003	Freight
301	TILX012210	4468	8/29/2003	Freight
302	TILX012220	4468	8/29/2003	Freight
303	TILX012230	4468	8/29/2003	Freight
304	TILX012240	4468	8/29/2003	Freight
305	TILX012250	4468	8/29/2003	Freight
306	TILX012260	4468	8/29/2003	Freight
307	TILX012270	4468	8/29/2003	Freight
308	TILX012280	4468	8/29/2003	Freight
309	TILX012290	4468	8/29/2003	Freight
310	TILX012300	4468	8/29/2003	Freight
311	TILX012310	4468	8/29/2003	Freight
312	TILX012320	4468	8/29/2003	Freight
313	TILX012330	4468	8/29/2003	Freight
314	TILX012340	4468	8/29/2003	Freight
315	TILX012350	4468	8/29/2003	Freight

TRINITY RAIL LEASING II
WAREHOUSE 19th FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
316	TILX012360	4468	8/29/2003	Freight
317	TILX012370	4468	8/29/2003	Freight
318	TILX012380	4468	8/29/2003	Freight
319	TILX012390	4468	8/29/2003	Freight
320	TILX012400	4468	8/29/2003	Freight
321	TILX012410	4468	8/29/2003	Freight
322	TILX012420	4468	8/29/2003	Freight
323	TILX012430	4468	8/29/2003	Freight
324	TILX012440	4468	8/29/2003	Freight
325	TILX012450	4468	8/29/2003	Freight
326	TILX012460	4468	8/29/2003	Freight
327	TILX012470	4468	8/29/2003	Freight
328	TILX012480	4468	8/29/2003	Freight
329	TILX012490	4468	8/29/2003	Freight
330	TILX012500	4468	8/29/2003	Freight
331	TILX012510	4468	8/29/2003	Freight
332	TILX012520	4468	8/29/2003	Freight
333	TILX012530	4468	8/29/2003	Freight
334	TILX012540	4468	8/29/2003	Freight
335	TILX012550	4468	8/29/2003	Freight
336	TILX012560	4468	8/29/2003	Freight
337	TILX012570	4468	8/29/2003	Freight
338	TILX012580	4468	8/29/2003	Freight
339	TILX012590	4468	8/29/2003	Freight
340	TILX012600	4468	8/29/2003	Freight
341	TILX012610	4468	8/29/2003	Freight
342	TILX012620	4468	8/29/2003	Freight
343	TILX012630	4468	8/29/2003	Freight
344	TILX012640	4468	8/29/2003	Freight
345	TILX012650	4468	8/29/2003	Freight
346	TILX012660	4468	8/29/2003	Freight
347	TILX012670	4468	8/29/2003	Freight
348	TILX012680	4468	8/29/2003	Freight
349	TILX012690	4468	8/29/2003	Freight
350	TILX012700	4468	8/29/2003	Freight
351	TILX012710	4468	8/29/2003	Freight
352	TILX012720	4468	8/29/2003	Freight
353	TILX012730	4468	8/29/2003	Freight
354	TILX012740	4468	8/29/2003	Freight
355	TILX191072	11517	12/30/2004	Tank
356	TILX191073	11517	12/30/2004	Tank
357	TILX191074	11517	12/30/2004	Tank
358	TILX191075	11517	12/30/2004	Tank
359	TILX191076	11517	12/30/2004	Tank
360	TILX191077	11517	12/30/2004	Tank

TRINITY RAIL LEASING II
WAREHOUSE 19th FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
361	TILX191078	11517	12/30/2004	Tank
362	TILX191079	11517	12/30/2004	Tank
363	TILX191080	11517	12/30/2004	Tank
364	TILX191081	11517	12/30/2004	Tank
365	TILX191082	11517	12/30/2004	Tank
366	TILX191083	11517	12/30/2004	Tank
367	TILX191084	11517	12/30/2004	Tank
368	TILX191085	11517	12/30/2004	Tank
369	TILX191086	11517	12/30/2004	Tank
370	TILX191087	11517	12/30/2004	Tank
371	TILX191088	11517	12/30/2004	Tank
372	TILX191089	11517	12/30/2004	Tank
373	TILX191090	11517	12/30/2004	Tank
374	TILX191091	11517	12/30/2004	Tank
375	TILX191092	11517	12/30/2004	Tank
376	TILX191093	11517	12/30/2004	Tank
377	TILX191094	11517	12/30/2004	Tank
378	TILX191095	11517	12/30/2004	Tank
379	TILX191096	11517	12/30/2004	Tank
380	TILX191103	9441	1/21/2005	Tank
381	TILX191111	9441	1/21/2005	Tank
382	TILX191115	9441	1/21/2005	Tank
383	TILX191117	9441	1/21/2005	Tank
384	TILX191118	9441	1/21/2005	Tank
385	TILX191123	9441	1/21/2005	Tank
386	TILX191124	9441	1/21/2005	Tank
387	TILX191125	9441	1/21/2005	Tank
388	TILX191127	9441	1/21/2005	Tank
389	TILX191242	11517	12/21/2004	Tank
390	TILX191243	11517	12/21/2004	Tank
391	TILX191244	11517	12/21/2004	Tank
392	TILX191245	11517	12/27/2004	Tank
393	TILX191246	11517	12/21/2004	Tank
394	TILX191247	11517	1/5/2005	Tank
395	TILX191248	11517	12/29/2004	Tank
396	TILX191249	11517	12/30/2004	Tank
397	TILX191250	11517	12/21/2004	Tank
398	TILX191251	11517	12/21/2004	Tank
399	TILX191252	11517	12/21/2004	Tank
400	TILX191253	11517	12/21/2004	Tank
401	TILX191254	11517	12/21/2004	Tank
402	TILX191255	11517	12/21/2004	Tank
403	TILX191256	11517	12/21/2004	Tank
404	TILX191257	11517	12/30/2004	Tank
405	TILX191258	11517	12/28/2004	Tank

TRINITY RAIL LEASING II
WAREHOUSE 19th FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
406	TILX191259	11517	12/21/2004	Tank
407	TILX191260	11517	12/21/2004	Tank
408	TILX191261	11517	12/30/2004	Tank
409	TILX191262	11517	12/21/2004	Tank
410	TILX191263	11517	12/27/2004	Tank
411	TILX191264	11517	12/21/2004	Tank
412	TILX191265	11517	12/27/2004	Tank
413	TILX191266	11517	12/21/2004	Tank
414	TILX191267	11517	12/21/2004	Tank
415	TILX191268	11517	12/21/2004	Tank
416	TILX191269	11517	12/21/2004	Tank
417	TILX191270	11517	1/5/2005	Tank
418	TILX191271	11517	12/27/2004	Tank
419	TILX191272	11517	12/21/2004	Tank
420	TILX191273	11517	12/21/2004	Tank
421	TILX191274	11517	12/21/2004	Tank
422	TILX191275	11517	1/5/2005	Tank
423	TILX191276	11517	12/21/2004	Tank
424	TILX191277	11517	1/5/2005	Tank
425	TILX191278	11517	12/27/2004	Tank
426	TILX191279	11517	12/21/2004	Tank
427	TILX191280	11517	12/27/2004	Tank
428	TILX191281	11517	12/27/2004	Tank
429	TILX191282	11517	1/5/2005	Tank
430	TILX191283	11517	12/27/2004	Tank
431	TILX191284	11517	12/28/2004	Tank
432	TILX191285	11517	12/21/2004	Tank
433	TILX191286	11517	12/30/2004	Tank
434	TILX191287	11517	12/27/2004	Tank
435	TILX191288	11517	12/29/2004	Tank
436	TILX191289	11517	12/27/2004	Tank
437	TILX191290	11517	1/5/2005	Tank
438	TILX191291	11517	12/29/2004	Tank
439	TILX191292	11517	12/29/2004	Tank
440	TILX191293	11517	12/30/2004	Tank
441	TILX191294	11517	12/28/2004	Tank
442	TILX191295	11517	12/30/2004	Tank
443	TILX191296	11517	1/5/2005	Tank
444	TILX191297	11517	12/27/2004	Tank
445	TILX191298	11517	1/5/2005	Tank
446	TILX191299	11517	12/30/2004	Tank
447	TILX191300	11517	12/30/2004	Tank
448	TILX191301	11517	12/29/2004	Tank
449	TILX191302	11517	12/28/2004	Tank
450	TILX191303	11517	12/28/2004	Tank

TRINITY RAIL LEASING II
WAREHOUSE 19th FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
451	TILX191304	11517	12/29/2004	Tank
452	TILX191305	11517	12/27/2004	Tank
453	TILX191306	11517	12/29/2004	Tank
454	TILX191307	11517	12/29/2004	Tank
455	TILX191308	11517	12/30/2004	Tank
456	TILX191309	11517	1/14/2005	Tank
457	TILX191310	11517	1/5/2005	Tank
458	TILX191311	11517	1/12/2005	Tank
459	TILX191312	11517	1/6/2005	Tank
460	TILX191313	11517	1/12/2005	Tank
461	TILX191314	11517	1/12/2005	Tank
462	TILX191315	11517	1/14/2005	Tank
463	TILX191316	11517	1/14/2005	Tank
464	TILX191317	11517	1/14/2005	Tank
465	TILX191318	11517	1/12/2005	Tank
466	TILX191319	11517	1/12/2005	Tank
467	TILX191320	11517	1/14/2005	Tank
468	TILX191321	11517	1/12/2005	Tank
469	TILX191322	11517	1/26/2005	Tank
470	TILX191323	11517	1/14/2005	Tank
471	TILX191324	11517	1/14/2005	Tank
472	TILX191325	11517	1/14/2005	Tank
473	TILX191326	11517	1/14/2005	Tank
474	TILX191327	11517	1/14/2005	Tank
475	TILX191328	11517	1/6/2005	Tank
476	TILX191329	11517	1/26/2005	Tank
477	TILX191330	11517	1/14/2005	Tank
478	TILX191331	11517	1/14/2005	Tank
479	TILX191332	11517	1/26/2005	Tank
480	TILX191333	11517	1/14/2005	Tank
481	TILX191334	11517	1/26/2005	Tank
482	TILX191335	11517	1/26/2005	Tank
483	TILX191336	11517	1/12/2005	Tank
484	TILX191337	11517	1/26/2005	Tank
485	TILX191338	11517	1/27/2005	Tank
486	TILX191339	11517	1/27/2005	Tank
487	TILX191340	11517	1/14/2005	Tank
488	TILX191341	11517	1/12/2005	Tank
489	TILX191342	11517	1/12/2005	Tank
490	TILX191343	11517	1/12/2005	Tank
491	TILX191344	11517	1/17/2005	Tank
492	TILX191345	11517	1/12/2005	Tank
493	TILX191346	11517	1/17/2005	Tank
494	TILX191347	11517	1/17/2005	Tank
495	TILX191348	11517	1/17/2005	Tank

TRINITY RAIL LEASING II
WAREHOUSE 19th FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
496	TILX191349	11517	1/19/2005	Tank
497	TILX191350	11517	1/12/2005	Tank
498	TILX191351	11517	1/17/2005	Tank
499	TILX191352	11517	1/12/2005	Tank
500	TILX191353	11517	1/19/2005	Tank
501	TILX191354	11517	1/12/2005	Tank
502	TILX191355	11517	1/17/2005	Tank
503	TILX191356	11517	1/17/2005	Tank
504	TILX191357	11517	1/17/2005	Tank
505	TILX191358	11517	1/19/2005	Tank
506	TILX191359	11517	1/17/2005	Tank
507	TILX191360	11517	1/17/2005	Tank
508	TILX191361	11517	1/17/2005	Tank
509	TILX191362	11517	1/19/2005	Tank
510	TILX191363	11517	1/19/2005	Tank
511	TILX191364	11517	1/19/2005	Tank
512	TILX191365	11517	1/19/2005	Tank
513	TILX191366	11517	1/19/2005	Tank
514	TILX191367	11517	1/19/2005	Tank
515	TILX191368	11517	1/27/2005	Tank
516	TILX191369	11517	1/27/2005	Tank
517	TILX191370	11517	1/25/2005	Tank
518	TILX191371	11517	1/19/2005	Tank
519	TILX191372	11517	1/19/2005	Tank
520	TILX191373	11517	1/25/2005	Tank
521	TILX191374	11517	1/25/2005	Tank
522	TILX191375	11517	1/25/2005	Tank
523	TILX191376	11517	1/25/2005	Tank
524	TILX200261	2278	1/19/2005	Tank
525	TILX200262	2278	1/24/2005	Tank
526	TILX200263	2278	1/19/2005	Tank
527	TILX200264	2278	1/19/2005	Tank
528	TILX200265	2278	1/19/2005	Tank
529	TILX250608	n/a	1/24/2005	Tank
530	TILX250609	n/a	1/24/2005	Tank
531	TILX250610	n/a	1/24/2005	Tank
532	TILX250611	n/a	1/24/2005	Tank
533	TILX250612	n/a	1/25/2005	Tank
534	TILX250613	n/a	1/25/2005	Tank
535	TILX250614	n/a	1/25/2005	Tank
536	TILX250615	n/a	1/25/2005	Tank
537	TILX250616	n/a	1/25/2005	Tank
538	TILX250617	n/a	1/25/2005	Tank
539	TILX270068	46590	1/25/2005	Tank
540	TILX270069	46590	1/24/2005	Tank

TRINITY RAIL LEASING II
WAREHOUSE 19th FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
541	TILX270070	46590	1/31/2005	Tank
542	TILX270071	46590	1/31/2005	Tank
543	TILX270072	46590	1/21/2005	Tank
544	TILX270073	46590	1/31/2005	Tank
545	TILX270074	46590	1/25/2005	Tank
546	TILX270075	46590	1/26/2005	Tank
547	TILX270076	46590	1/31/2005	Tank
548	TILX270077	46590	1/26/2005	Tank
549	TILX270078	46590	1/25/2005	Tank
550	TILX270079	46590	1/27/2005	Tank
551	TILX270080	46590	1/31/2005	Tank
552	TILX270081	46590	1/21/2005	Tank
553	TILX270082	46590	1/21/2005	Tank
554	TILX270083	46590	1/24/2005	Tank
555	TILX270084	46590	1/31/2005	Tank
556	TILX270085	46590	1/21/2005	Tank
557	TILX270086	46590	1/26/2005	Tank
558	TILX270087	46590	1/31/2005	Tank
559	TILX302653	4818	1/10/2005	Tank
560	TILX302654	4818	1/10/2005	Tank
561	TILX302655	4818	1/10/2005	Tank
562	TILX302656	4818	1/10/2005	Tank
563	TILX302657	4818	1/10/2005	Tank
564	TILX302658	4818	1/10/2005	Tank
565	TILX302848	15108	1/13/2005	Tank
566	TILX302849	15108	1/6/2005	Tank
567	TILX302850	15108	1/6/2005	Tank
568	TILX302851	15108	1/6/2005	Tank
569	TILX302852	15108	1/10/2005	Tank
570	TILX302853	15108	1/6/2005	Tank
571	TILX302854	15108	1/6/2005	Tank
572	TILX302855	15108	1/6/2005	Tank
573	TILX302856	15108	1/6/2005	Tank
574	TILX302857	15108	1/13/2005	Tank
575	TILX302858	15108	1/13/2005	Tank
576	TILX302859	15108	1/7/2005	Tank
577	TILX302860	15108	1/10/2005	Tank
578	TILX302861	15108	1/13/2005	Tank
579	TILX302862	15108	1/13/2005	Tank
580	TILX302863	15108	1/12/2005	Tank
581	TILX302864	15108	1/10/2005	Tank
582	TILX302865	15108	1/13/2005	Tank
583	TILX302866	15108	1/13/2005	Tank
584	TILX302867	15108	1/10/2005	Tank
585	TILX302868	15108	1/14/2005	Tank

TRINITY RAIL LEASING II
WAREHOUSE 19th FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
586	TILX302869	15108	1/14/2005	Tank
587	TILX302870	15108	1/14/2005	Tank
588	TILX302871	15108	1/25/2005	Tank
589	TILX302872	15108	1/18/2005	Tank
590	TILX302873	15108	1/21/2005	Tank
591	TILX302874	15108	1/21/2005	Tank
592	TILX302875	15108	1/18/2005	Tank
593	TILX302876	15108	1/18/2005	Tank
594	TILX302877	15108	1/27/2005	Tank
595	TILX420000	33800	12/27/2004	Freight
596	TILX420001	33800	12/27/2004	Freight
597	TILX420002	33800	12/27/2004	Freight
598	TILX420003	33800	12/27/2004	Freight
599	TILX420004	33800	12/27/2004	Freight
600	TILX420005	33800	12/27/2004	Freight
601	TILX420006	33800	12/27/2004	Freight
602	TILX420007	33800	12/27/2004	Freight
603	TILX420008	33800	12/27/2004	Freight
604	TILX420009	33800	12/30/2004	Freight
605	TILX420010	33800	12/30/2004	Freight
606	TILX420011	33800	12/30/2004	Freight
607	TILX420012	33800	12/27/2004	Freight
608	TILX420013	33800	12/30/2004	Freight
609	TILX420014	33800	12/30/2004	Freight
610	TILX420015	33800	12/30/2004	Freight
611	TILX420016	33800	12/27/2004	Freight
612	TILX420017	33800	12/30/2004	Freight
613	TILX420018	33800	12/27/2004	Freight
614	TILX420019	33800	12/27/2004	Freight
615	TILX420020	33800	12/27/2004	Freight
616	TILX420021	33800	12/27/2004	Freight
617	TILX420022	33800	12/27/2004	Freight
618	TILX420023	33800	12/27/2004	Freight
619	TILX420024	33800	12/30/2004	Freight
620	TILX420025	33800	12/30/2004	Freight
621	TILX420026	33800	12/30/2004	Freight
622	TILX420027	33800	12/30/2004	Freight
623	TILX420028	33800	12/30/2004	Freight
624	TILX420029	33800	12/30/2004	Freight
625	TILX420030	33800	12/27/2004	Freight
626	TILX420031	33800	12/27/2004	Freight
627	TILX420032	33800	12/30/2004	Freight
628	TILX420033	33800	12/30/2004	Freight
629	TILX420034	33800	12/30/2004	Freight
630	TILX420035	33800	12/30/2004	Freight

TRINITY RAIL LEASING II
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Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
631	TILX420036	33800	12/30/2004	Freight
632	TILX420037	33800	12/30/2004	Freight
633	TILX420038	33800	12/30/2004	Freight
634	TILX420039	33800	12/30/2004	Freight
635	TILX420040	33800	12/30/2004	Freight
636	TILX420041	33800	12/30/2004	Freight
637	TILX420042	33800	12/30/2004	Freight
638	TILX420043	33800	12/30/2004	Freight
639	TILX420044	33800	12/30/2004	Freight
640	TILX420045	33800	12/30/2004	Freight
641	TILX420046	33800	12/30/2004	Freight
642	TILX420047	33800	12/30/2004	Freight
643	TILX420048	33800	12/30/2004	Freight
644	TILX420049	33800	12/30/2004	Freight
645	TILX420050	33800	12/30/2004	Freight
646	TILX420051	33800	1/12/2005	Freight
647	TILX420052	33800	1/12/2005	Freight
648	TILX420053	33800	1/12/2005	Freight
649	TILX420054	33800	1/12/2005	Freight
650	TILX420055	33800	1/12/2005	Freight
651	TILX420056	33800	1/12/2005	Freight
652	TILX420057	33800	1/12/2005	Freight
653	TILX420058	33800	1/12/2005	Freight
654	TILX420059	33800	1/12/2005	Freight
655	TILX420060	33800	1/12/2005	Freight
656	TILX420061	33800	1/12/2005	Freight
657	TILX420062	33800	1/12/2005	Freight
658	TILX420063	33800	1/12/2005	Freight
659	TILX420064	33800	1/12/2005	Freight
660	TILX420065	33800	1/12/2005	Freight
661	TILX420066	33800	1/12/2005	Freight
662	TILX420067	33800	1/12/2005	Freight
663	TILX420068	33800	1/12/2005	Freight
664	TILX420069	33800	1/12/2005	Freight
665	TILX420070	33800	1/12/2005	Freight
666	TILX420071	33800	1/12/2005	Freight
667	TILX420072	33800	1/12/2005	Freight
668	TILX420073	33800	1/12/2005	Freight
669	TILX420074	33800	1/12/2005	Freight
670	TILX420075	33800	1/12/2005	Freight
671	TILX420076	33800	1/12/2005	Freight
672	TILX420077	33800	1/12/2005	Freight
673	TILX420078	33800	1/12/2005	Freight
674	TILX420079	33800	1/12/2005	Freight
675	TILX420080	33800	1/12/2005	Freight

TRINITY RAIL LEASING II
WAREHOUSE 19th FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
676	TILX420081	33800	1/12/2005	Freight
677	TILX420082	33800	1/12/2005	Freight
678	TILX420083	33800	1/12/2005	Freight
679	TILX420084	33800	1/12/2005	Freight
680	TILX420085	33800	1/12/2005	Freight
681	TILX420086	33800	1/12/2005	Freight
682	TILX420087	33800	1/12/2005	Freight
683	TILX420088	33800	1/12/2005	Freight
684	TILX420089	33800	1/12/2005	Freight
685	TILX420090	33800	1/12/2005	Freight
686	TILX420091	33800	1/12/2005	Freight
687	TILX420092	33800	1/12/2005	Freight
688	TILX420093	33800	1/12/2005	Freight
689	TILX420094	33800	1/17/2005	Freight
690	TILX420095	33800	1/17/2005	Freight
691	TILX420096	33800	1/12/2005	Freight
692	TILX420097	33800	1/17/2005	Freight
693	TILX420098	33800	1/17/2005	Freight
694	TILX420099	33800	1/17/2005	Freight
695	TILX420100	33800	1/17/2005	Freight
696	TILX420101	33800	1/17/2005	Freight
697	TILX420102	33800	1/17/2005	Freight
698	TILX420103	33800	1/17/2005	Freight
699	TILX420104	33800	1/17/2005	Freight
700	TILX420105	33800	1/17/2005	Freight
701	TILX420106	33800	1/17/2005	Freight
702	TILX420107	33800	1/17/2005	Freight
703	TILX420108	33800	1/17/2005	Freight
704	TILX420109	33800	1/17/2005	Freight

TRINITY RAIL LEASING II
WAREHOUSE 19th FUNDING PORTFOLIO

Exhibit B

Lessee Number	Lessee	Rider Number
n/a	ACH FOODS	1
2121	AZTECA MILLING LP	10
2278	BASIC CHEMICAL SOLUTIONS LLC	4
33800	CELANESE LTD	1
46590	CYRO INDUSTRIES	1
4818	DUKE ENERGY NGL SERVICES, LP	3
4468	EQUISTAR CHEMICALS, LP	1
9441	MUREX, INC.	4
9045	PROCTER & GAMBLE CO	202
11328	RAIL INVESTORS I LLC	14
11437	REAGENT CHEMICALS AND RESEARCH	3
11517	RENEWABLE PRODUCTS MARKETING GROUP, LLC	5
11517	RENEWABLE PRODUCTS MARKETING GROUP, LLC	6
11993	SAGE V FOODS	10
n/a	SPECIALTY MINERALS, INC.	1
15108	WILLIAMS POWER CO INC	9

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: 2/18/05

Robert W. Alvord