RECORDATION NO. 25487-A FILED

MAR 07 '05 12-25 PM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

March 7, 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 March 2, 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:

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

ASHX 001000 – ASHX 001249
ECUX 569053 – ECUX 569102 (inclusive)
LCIX 002700 – LCIX 002749 (inclusive)
TCPX 070000 – TCPX 070099 (inclusive)
TILX 135502 – TILX 135519 (inclusive)
TILX 150040 – TILX 150134 (inclusive)
TILX 400321 – TILX 400391
TILX 516222 – TILX 516236 (inclusive)
TILX 793000 – TILX 793109 (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. 25487-A FILED

MAR 07 '05 12-25 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 . ution and Purchase Agreement") dated as of June 27, 2002 as ar ween TILC and the Company, at or before the execution and deli ipt of which is hereby acknowledged, does hereby (i) grant, barg t over unto the Company and its successors and assigns all right, and to (x) certain Railcars set forth on Exhibit A and (y) any Leas xhibit B and (ii) assign all of its right, title and interest in and to made or given to TILC with respect to the Railcars by the manuf ereby assumes, and agrees it is unconditionally bound in respect of, as of the date hereof, all duties and obligations of TILC under the Leases.

STB COPY

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 2nd day of March, 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 2nd day of March, 2005.

Mary A Skelton
Notary Public

MY COMMISSION EXPIRES: 3/31/07

MARY ANN SKELTON
Notary Public, State of Texas
My Commission Expires
03/31/2007

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 2nd day of March, 2005.

Mary A Skelton
Notary Public

MY COMMISSION EXPIRES: 3/31/07

MARY ANN SKELTON
Notary Public, State of Texas
My Commission Expires
03/31/2007

TRINITY RAIL LEASING II
WAREHOUSE 20th FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
1	ASHX001000	332	11/27/2000	Freight
2	ASHX001001	332	11/17/2000	Freight
3	ASHX001002	332	11/17/2000	Freight
4	ASHX001003	332	11/27/2000	Freight
5	ASHX001004	332	11/17/2000	Freight
6	ASHX001005	332	11/17/2000	Freight
7	ASHX001006	332	11/17/2000	Freight
8	ASHX001007	332	11/17/2000	Freight
9	ASHX001008	332	11/17/2000	Freight
10	ASHX001009	332	11/17/2000	Freight
11	ASHX001010	332	11/17/2000	Freight
12	ASHX001011	332	11/17/2000	Freight
13	ASHX001012	332	11/17/2000	Freight
14	ASHX001013	332	11/17/2000	Freight
15	ASHX001014	332	11/17/2000	Freight
16	ASHX001015	332	11/17/2000	Freight
17	ASHX001016	332	11/17/2000	Freight
18	ASHX001017	332	11/17/2000	Freight
19	ASHX001018	332	11/17/2000	Freight
20	ASHX001019	332	11/27/2000	Freight
21	ASHX001020	332	11/17/2000	Freight
22	ASHX001021	332	11/27/2000	Freight
23	ASHX001022	332	11/27/2000	Freight
24	ASHX001023	332	11/29/2000	Freight
25	ASHX001024	332	11/27/2000	Freight
26	ASHX001025	332	11/27/2000	Freight
27	ASHX001026	332	11/27/2000	Freight
28	ASHX001027	332	11/27/2000	Freight
29	ASHX001028	332	11/27/2000	Freight
30	ASHX001029	332	11/29/2000	Freight
31	ASHX001030	332	11/27/2000	Freight
32	ASHX001031	332	11/29/2000	Freight
33	ASHX001032	332	12/11/2000	Freight
34	ASHX001033	332	11/27/2000	Freight
35	ASHX001034	332	11/27/2000	Freight
36	ASHX001035	332	11/29/2000	Freight
37	ASHX001036	332	1/17/2001	Freight
38	ASHX001037	332	11/29/2000	Freight
39	ASHX001038	332	11/27/2000	Freight
40	ASHX001039	332	11/27/2000	Freight
41	ASHX001040	332	11/27/2000	Freight
42	ASHX001041	332	11/27/2000	Freight
43	ASHX001042	332	11/27/2000	Freight
44	ASHX001043	332	11/27/2000	Freight
45	ASHX001044	332	11/27/2000	Freight

TRINITY RAIL LEASING II
WAREHOUSE 20th FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
46	ASHX001045	332	11/27/2000	Freight
47	ASHX001046	332	11/27/2000	Freight
48	ASHX001047	332	11/27/2000	Freight
49	ASHX001048	332	12/29/2000	Freight
50	ASHX001049	332	12/11/2000	Freight
51	ASHX001050	332	12/11/2000	Freight
52	ASHX001051	332	11/29/2000	Freight
53	ASHX001052	332	11/29/2000	Freight
54	ASHX001053	332	1/29/2001	Freight
55	ASHX001054	332	11/29/2000	Freight
56	ASHX001056	332	11/29/2000	Freight
57	ASHX001057	332	11/29/2000	Freight
58	ASHX001058	332	12/11/2000	Freight
59	ASHX001059	332	12/29/2000	Freight
60	ASHX001060	332	12/29/2000	Freight
61	ASHX001061	332	12/11/2000	Freight
62	ASHX001062	332	12/11/2000	Freight
63	ASHX001063	332	1/29/2001	Freight
64	ASHX001064	332	11/29/2000	Freight
65	ASHX001065	332	11/29/2000	Freight
66	ASHX001066	332	11/29/2000	Freight
67	ASHX001067	332	12/11/2000	Freight
68	ASHX001068	332	11/29/2000	Freight
69	ASHX001069	332	12/11/2000	Freight
70	ASHX001070	332	12/11/2000	Freight
71	ASHX001071	332	12/11/2000	Freight
72	ASHX001072	332	11/29/2000	Freight
73	ASHX001073	332	11/29/2000	Freight
74	ASHX001074	332	11/29/2000	Freight
75	ASHX001075	332	11/29/2000	Freight
76	ASHX001076	332	12/29/2000	Freight
77	ASHX001077	332	11/29/2000	Freight
78	ASHX001079	332	12/29/2000	Freight
79	ASHX001080	332	12/11/2000	Freight
80	ASHX001081	332	11/29/2000	Freight
81	ASHX001082	332	12/11/2000	Freight
82	ASHX001083	332	12/11/2000	Freight
83	ASHX001084	332	12/11/2000	Freight
84	ASHX001085	332	12/11/2000	Freight
85	ASHX001086	332	12/11/2000	Freight
86	ASHX001087	332	12/29/2000	Freight
87	ASHX001088	332	12/11/2000	Freight
88	ASHX001089	332	12/11/2000	Freight
89	ASHX001090	332	12/11/2000	Freight
90	ASHX001091	332	12/11/2000	Freight

TRINITY RAIL LEASING II
WAREHOUSE 20th FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
91	ASHX001092	332	12/11/2000	Freight
92	ASHX001093	332	12/11/2000	Freight
93	ASHX001094	332	12/11/2000	Freight
94	ASHX001095	332	12/11/2000	Freight
95	ASHX001096	332	12/11/2000	Freight
96	ASHX001097	332	12/11/2000	Freight
97	ASHX001098	332	12/11/2000	Freight
98	ASHX001099	332	12/11/2000	Freight
99	ASHX001100	332	12/11/2000	Freight
100	ASHX001101	332	12/29/2000	Freight
101	ASHX001102	332	12/29/2000	Freight
102	ASHX001103	332	12/11/2000	Freight
103	ASHX001105	332	1/29/2001	Freight
104	ASHX001106	332	2/7/2001	Freight
105	ASHX001107	332	12/11/2000	Freight
106	ASHX001108	332	12/11/2000	Freight
107	ASHX001109	332	12/11/2000	Freight
108	ASHX001110	332	12/11/2000	Freight
109	ASHX001111	332	12/11/2000	Freight
110	ASHX001112	332	1/15/2001	Freight
111	ASHX001113	332	1/17/2001	Freight
112	ASHX001114	332	12/29/2000	Freight
113	ASHX001115	332	12/29/2000	Freight
114	ASHX001116	332	12/29/2000	Freight
115	ASHX001117	332	12/29/2000	Freight
116	ASHX001118	332	12/29/2000	Freight
117	ASHX001119	332	12/29/2000	Freight
118	ASHX001120	332	12/29/2000	Freight
119	ASHX001121	332	12/29/2000	Freight
120	ASHX001122	332	12/29/2000	Freight
121	ASHX001123	332	12/29/2000	Freight
122	ASHX001124	332	12/29/2000	Freight
123	ASHX001125	332	2/7/2001	Freight
124	ASHX001126	332	12/29/2000	Freight
125	ASHX001127	332	1/15/2001	Freight
126	ASHX001128	332	12/29/2000	Freight
127	ASHX001129	332	1/15/2001	Freight
128	ASHX001130	332	3/28/2001	Freight
129	ASHX001131	332	12/29/2000	Freight
130	ASHX001132	332	12/29/2000	Freight
131	ASHX001133	332	12/29/2000	Freight
132	ASHX001134	332	12/29/2000	Freight
133	ASHX001135	332	1/15/2001	Freight
134	ASHX001136	332	1/15/2001	Freight
135	ASHX001137	332	1/15/2001	Freight

TRINITY RAIL LEASING II
WAREHOUSE 20th FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
136	ASHX001138	332	2/13/2001	Freight
137	ASHX001139	332	12/29/2000	Freight
138	ASHX001140	332	12/29/2000	Freight
139	ASHX001141	332	12/29/2000	Freight
140	ASHX001142	332	1/29/2001	Freight
141	ASHX001143	332	1/17/2001	Freight
142	ASHX001144	332	12/29/2000	Freight
143	ASHX001145	332	12/29/2000	Freight
144	ASHX001146	332	12/29/2000	Freight
145	ASHX001147	332	12/29/2000	Freight
146	ASHX001148	332	12/29/2000	Freight
147	ASHX001149	332	12/29/2000	Freight
148	ASHX001150	332	12/29/2000	Freight
149	ASHX001152	332	12/29/2000	Freight
150	ASHX001153	332	12/29/2000	Freight
151	ASHX001154	332	12/29/2000	Freight
152	ASHX001155	332	12/29/2000	Freight
153	ASHX001156	332	1/29/2001	Freight
154	ASHX001157	332	12/29/2000	Freight
155	ASHX001158	332	12/29/2000	Freight
156	ASHX001159	332	12/29/2000	Freight
157	ASHX001160	332	12/29/2000	Freight
158	ASHX001161	332	12/29/2000	Freight
159	ASHX001162	332	12/29/2000	Freight
160	ASHX001163	332	12/29/2000	Freight
161	ASHX001164	332	12/29/2000	Freight
162	ASHX001165	332	12/29/2000	Freight
163	ASHX001166	332	12/29/2000	Freight
164	ASHX001167	332	1/17/2001	Freight
165	ASHX001168	332	12/29/2000	Freight
166	ASHX001169	332	12/29/2000	Freight
167	ASHX001170	332	12/29/2000	Freight
168	ASHX001171	332	12/29/2000	Freight
169	ASHX001172	332	12/29/2000	Freight
170	ASHX001173	332	12/29/2000	Freight
171	ASHX001174	332	12/29/2000	Freight
172	ASHX001175	332	12/29/2000	Freight
173	ASHX001176	332	12/29/2000	Freight
174	ASHX001178	332	12/29/2000	Freight
175	ASHX001179	332	12/29/2000	Freight
176	ASHX001180	332	12/29/2000	Freight
177	ASHX001181	332	12/29/2000	Freight
178	ASHX001182	332	1/17/2001	Freight
179	ASHX001183	332	12/29/2000	Freight
180	ASHX001184	332	12/29/2000	Freight

TRINITY RAIL LEASING II
WAREHOUSE 20th FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
181	ASHX001185	332	12/29/2000	Freight
182	ASHX001186	332	12/29/2000	Freight
183	ASHX001187	332	12/29/2000	Freight
184	ASHX001188	332	12/29/2000	Freight
185	ASHX001189	332	12/29/2000	Freight
186	ASHX001190	332	1/15/2001	Freight
187	ASHX001192	332	12/29/2000	Freight
188	ASHX001193	332	1/15/2001	Freight
189	ASHX001194	332	12/29/2000	Freight
190	ASHX001195	332	12/29/2000	Freight
191	ASHX001196	332	12/29/2000	Freight
192	ASHX001197	332	12/29/2000	Freight
193	ASHX001198	332	12/29/2000	Freight
194	ASHX001199	332	1/15/2001	Freight
195	ASHX001200	332	12/29/2000	Freight
196	ASHX001201	332	12/29/2000	Freight
197	ASHX001202	332	1/17/2001	Freight
198	ASHX001203	332	12/29/2000	Freight
199	ASHX001204	332	1/15/2001	Freight
200	ASHX001205	332	12/29/2000	Freight
201	ASHX001206	332	12/29/2000	Freight
202	ASHX001207	332	1/15/2001	Freight
203	ASHX001208	332	1/15/2001	Freight
204	ASHX001209	332	1/17/2001	Freight
205	ASHX001210	332	1/15/2001	Freight
206	ASHX001211	332	12/29/2000	Freight
207	ASHX001212	332	12/29/2000	Freight
208	ASHX001213	332	3/30/2001	Freight
209	ASHX001214	332	12/29/2000	Freight
210	ASHX001215	332	1/17/2001	Freight
211	ASHX001216	332	12/29/2000	Freight
212	ASHX001217	332	12/29/2000	Freight
213	ASHX001218	332	1/15/2001	Freight
214	ASHX001219	332	1/15/2001	Freight
215	ASHX001220	332	1/24/2001	Freight
216	ASHX001221	332	12/29/2000	Freight
217	ASHX001222	332	12/29/2000	Freight
218	ASHX001223	332	12/29/2000	Freight
219	ASHX001224	332	12/29/2000	Freight
220	ASHX001225	332	12/29/2000	Freight
221	ASHX001226	332	1/15/2001	Freight
222	ASHX001227	332	1/15/2001	Freight
223	ASHX001228	332	1/17/2001	Freight
224	ASHX001229	332	1/17/2001	Freight
225	ASHX001230	332	1/24/2001	Freight

TRINITY RAIL LEASING II
WAREHOUSE 20th FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
226	ASHX001232	332	1/24/2001	Freight
227	ASHX001233	332	1/24/2001	Freight
228	ASHX001234	332	1/24/2001	Freight
229	ASHX001236	332	1/24/2001	Freight
230	ASHX001237	332	1/24/2001	Freight
231	ASHX001238	332	1/24/2001	Freight
232	ASHX001239	332	1/24/2001	Freight
233	ASHX001240	332	1/24/2001	Freight
234	ASHX001241	332	1/24/2001	Freight
235	ASHX001243	332	1/24/2001	Freight
236	ASHX001244	332	1/24/2001	Freight
237	ASHX001245	332	1/24/2001	Freight
238	ASHX001246	332	1/24/2001	Freight
239	ASHX001247	332	1/24/2001	Freight
240	ASHX001248	332	1/24/2001	Freight
241	ASHX001249	332	1/24/2001	Freight
242	ECUX569053	1770	8/28/1992	Tank
243	ECUX569054	1770	8/28/1992	Tank
244	ECUX569055	1770	8/28/1992	Tank
245	ECUX569056	1770	8/28/1992	Tank
246	ECUX569057	1770	8/28/1992	Tank
247	ECUX569058	1770	9/21/1992	Tank
248	ECUX569059	1770	9/4/1992	Tank
249	ECUX569060	1770	9/8/1992	Tank
250	ECUX569061	1770	9/28/1992	Tank
251	ECUX569062	1770	9/28/1992	Tank
252	ECUX569063	1770	9/21/1992	Tank
253	ECUX569064	1770	9/4/1992	Tank
254	ECUX569065	1770	9/8/1992	Tank
255	ECUX569066	1770	8/28/1992	Tank
256	ECUX569067	1770	8/28/1992	Tank
257	ECUX569068	1770	8/31/1992	Tank
258	ECUX569069	1770	9/21/1992	Tank
259	ECUX569070	1770	8/28/1992	Tank
260	ECUX569071	1770	9/21/1992	Tank
261	ECUX569072	1770	8/28/1992	Tank
262	ECUX569073	1770	8/28/1992	Tank
263	ECUX569074	1770	8/31/1992	Tank
264	ECUX569075	1770	8/31/1992	Tank
265	ECUX569076	1770	8/28/1992	Tank
266	ECUX569077	1770	8/28/1992	Tank
267	ECUX569078	1770	9/21/1992	Tank
268	ECUX569079	1770	8/28/1992	Tank
269	ECUX569080	1770	8/28/1992	Tank
270	ECUX569081	1770	8/31/1992	Tank

TRINITY RAIL LEASING II
WAREHOUSE 20th FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
271	ECUX569082	1770	8/31/1992	Tank
272	ECUX569083	1770	9/21/1992	Tank
273	ECUX569084	1770	8/28/1992	Tank
274	ECUX569085	1770	8/31/1992	Tank
275	ECUX569086	1770	10/5/1992	Tank
276	ECUX569087	1770	8/31/1992	Tank
277	ECUX569088	1770	9/4/1992	Tank
278	ECUX569089	1770	8/31/1992	Tank
279	ECUX569090	1770	9/8/1992	Tank
280	ECUX569091	1770	8/28/1992	Tank
281	ECUX569092	1770	8/31/1992	Tank
282	ECUX569093	1770	9/4/1992	Tank
283	ECUX569094	1770	9/4/1992	Tank
284	ECUX569095	1770	9/4/1992	Tank
285	ECUX569096	1770	8/31/1992	Tank
286	ECUX569097	1770	8/31/1992	Tank
287	ECUX569098	1770	9/21/1992	Tank
288	ECUX569099	1770	9/21/1992	Tank
289	ECUX569100	1770	9/21/1992	Tank
290	ECUX569101	1770	9/21/1992	Tank
291	ECUX569102	1770	9/24/1992	Tank
292	LCIX002700	4450	5/31/1991	Tank
293	LCIX002701	4450	6/19/1991	Tank
294	LCIX002702	4450	5/17/1991	Tank
295	LCIX002703	4450	6/19/1991	Tank
296	LCIX002704	4450	6/13/1991	Tank
297	LCIX002705	4450	6/13/1991	Tank
298	LCIX002706	4450	6/26/1991	Tank
299	LCIX002707	4450	6/13/1991	Tank
300	LCIX002708	4450	6/14/1991	Tank
301	LCIX002709	4450	6/26/1991	Tank
302	LCIX002710	4450	6/14/1991	Tank
303	LCIX002711	4450	6/13/1991	Tank
304	LCIX002712	4450	5/31/1991	Tank
305	LCIX002713	4450	7/31/1991	Tank
306	LCIX002714	4450	5/31/1991	Tank
307	LCIX002715	4450	5/31/1991	Tank
308	LCIX002716	4450	7/17/1991	Tank
309	LCIX002717	4450	7/24/1991	Tank
310	LCIX002718	4450	6/14/1991	Tank
311	LCIX002719	4450	6/19/1991	Tank
312	LCIX002720	4450	6/14/1991	Tank
313	LCIX002721	4450	7/3/1991	Tank
314	LCIX002722	4450	6/13/1991	Tank
315	LCIX002723	4450	6/26/1991	Tank

TRINITY RAIL LEASING II
WAREHOUSE 20th FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
316	LCIX002724	4450	6/26/1991	Tank
317	LCIX002725	4450	6/19/1991	Tank
318	LCIX002726	4450	7/15/1991	Tank
319	LCIX002727	4450	6/26/1991	Tank
320	LCIX002728	4450	6/30/1991	Tank
321	LCIX002729	4450	7/26/1991	Tank
322	LCIX002730	4450	6/30/1991	Tank
323	LCIX002731	4450	6/26/1991	Tank
324	LCIX002732	4450	7/8/1991	Tank
325	LCIX002733	4450	6/28/1991	Tank
326	LCIX002734	4450	7/8/1991	Tank
327	LCIX002735	4450	7/9/1991	Tank
328	LCIX002736	4450	7/11/1991	Tank
329	LCIX002737	4450	7/31/1991	Tank
330	LCIX002738	4450	7/17/1991	Tank
331	LCIX002739	4450	7/8/1991	Tank
332	LCIX002740	4450	8/7/1991	Tank
333	LCIX002741	4450	7/18/1991	Tank
334	LCIX002742	4450	7/11/1991	Tank
335	LCIX002743	4450	7/22/1991	Tank
336	LCIX002744	4450	7/19/1991	Tank
337	LCIX002745	4450	7/31/1991	Tank
338	LCIX002746	4450	7/30/1991	Tank
339	LCIX002747	4450	7/29/1991	Tank
340	LCIX002748	4450	7/31/1991	Tank
341	LCIX002749	4450	7/25/1991	Tank
342	TCPX070000	7810	3/28/2001	Tank
343	TCPX070001	7810	3/9/2001	Tank
344	TCPX070002	7810	4/19/2001	Tank
345	TCPX070003	7810	3/9/2001	Tank
346	TCPX070004	7810	3/28/2001	Tank
347	TCPX070005	7810	3/28/2001	Tank
348	TCPX070006	7810	4/19/2001	Tank
349	TCPX070007	7810	4/19/2001	Tank
350	TCPX070008	7810	3/9/2001	Tank
351	TCPX070009	7810	3/9/2001	Tank
352	TCPX070010	7810	3/28/2001	Tank
353	TCPX070011	7810	4/19/2001	Tank
354	TCPX070012	7810	3/28/2001	Tank
355	TCPX070013	7810	3/9/2001	Tank
356	TCPX070014	7810	3/9/2001	Tank
357	TCPX070015	7810	3/9/2001	Tank
358	TCPX070016	7810	3/9/2001	Tank
359	TCPX070017	7810	3/9/2001	Tank
360	TCPX070018	7810	3/9/2001	Tank

TRINITY RAIL LEASING II
WAREHOUSE 20th FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
361	TCPX070019	7810	3/28/2001	Tank
362	TCPX070020	7810	3/28/2001	Tank
363	TCPX070021	7810	3/31/2001	Tank
364	TCPX070022	7810	4/19/2001	Tank
365	TCPX070023	7810	3/9/2001	Tank
366	TCPX070024	7810	3/28/2001	Tank
367	TCPX070025	7810	3/28/2001	Tank
368	TCPX070026	7810	3/28/2001	Tank
369	TCPX070027	7810	3/28/2001	Tank
370	TCPX070028	7810	3/28/2001	Tank
371	TCPX070029	7810	3/28/2001	Tank
372	TCPX070030	7810	3/28/2001	Tank
373	TCPX070031	7810	4/19/2001	Tank
374	TCPX070032	7810	4/19/2001	Tank
375	TCPX070033	7810	4/19/2001	Tank
376	TCPX070034	7810	4/19/2001	Tank
377	TCPX070035	7810	3/28/2001	Tank
378	TCPX070036	7810	3/28/2001	Tank
379	TCPX070037	7810	3/28/2001	Tank
380	TCPX070038	7810	3/28/2001	Tank
381	TCPX070039	7810	3/28/2001	Tank
382	TCPX070040	7810	3/28/2001	Tank
383	TCPX070041	7810	3/28/2001	Tank
384	TCPX070042	7810	3/28/2001	Tank
385	TCPX070043	7810	3/28/2001	Tank
386	TCPX070044	7810	3/28/2001	Tank
387	TCPX070045	7810	3/28/2001	Tank
388	TCPX070046	7810	3/28/2001	Tank
389	TCPX070047	7810	3/28/2001	Tank
390	TCPX070048	7810	3/28/2001	Tank
391	TCPX070049	7810	3/28/2001	Tank
392	TCPX070050	7810	3/28/2001	Tank
393	TCPX070051	7810	3/31/2001	Tank
394	TCPX070052	7810	3/28/2001	Tank
395	TCPX070053	7810	3/28/2001	Tank
396	TCPX070054	7810	3/28/2001	Tank
397	TCPX070055	7810	3/28/2001	Tank
398	TCPX070056	7810	3/28/2001	Tank
399	TCPX070057	7810	3/31/2001	Tank
400	TCPX070058	7810	3/28/2001	Tank
401	TCPX070059	7810	3/28/2001	Tank
402	TCPX070060	7810	3/28/2001	Tank
403	TCPX070061	7810	3/31/2001	Tank
404	TCPX070062	7810	3/31/2001	Tank
405	TCPX070063	7810	3/28/2001	Tank

TRINITY RAIL LEASING II
WAREHOUSE 20th FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
406	TCPX070064	7810	3/31/2001	Tank
407	TCPX070065	7810	3/31/2001	Tank
408	TCPX070066	7810	3/28/2001	Tank
409	TCPX070067	7810	3/28/2001	Tank
410	TCPX070068	7810	3/31/2001	Tank
411	TCPX070069	7810	3/31/2001	Tank
412	TCPX070070	7810	3/28/2001	Tank
413	TCPX070071	7810	3/28/2001	Tank
414	TCPX070072	7810	3/31/2001	Tank
415	TCPX070073	7810	3/28/2001	Tank
416	TCPX070074	7810	3/28/2001	Tank
417	TCPX070075	7810	3/28/2001	Tank
418	TCPX070076	7810	3/28/2001	Tank
419	TCPX070077	7810	3/28/2001	Tank
420	TCPX070078	7810	3/28/2001	Tank
421	TCPX070079	7810	3/28/2001	Tank
422	TCPX070080	7810	3/28/2001	Tank
423	TCPX070081	7810	3/28/2001	Tank
424	TCPX070082	7810	3/28/2001	Tank
425	TCPX070083	7810	3/28/2001	Tank
426	TCPX070084	7810	3/28/2001	Tank
427	TCPX070085	7810	3/28/2001	Tank
428	TCPX070086	7810	3/28/2001	Tank
429	TCPX070087	7810	3/28/2001	Tank
430	TCPX070088	7810	3/31/2001	Tank
431	TCPX070089	7810	3/28/2001	Tank
432	TCPX070090	7810	3/28/2001	Tank
433	TCPX070091	7810	3/31/2001	Tank
434	TCPX070092	7810	3/31/2001	Tank
435	TCPX070093	7810	3/31/2001	Tank
436	TCPX070094	7810	3/31/2001	Tank
437	TCPX070095	7810	3/31/2001	Tank
438	TCPX070096	7810	3/31/2001	Tank
439	TCPX070097	7810	3/31/2001	Tank
440	TCPX070098	7810	3/31/2001	Tank
441	TCPX070099	7810	3/31/2001	Tank
442	TILX135502	1762	5/13/1999	Tank
443	TILX135503	1762	5/13/1999	Tank
444	TILX135504	1762	5/13/1999	Tank
445	TILX135505	1762	5/13/1999	Tank
446	TILX135506	1762	5/13/1999	Tank
447	TILX135507	1762	5/13/1999	Tank
448	TILX135508	1762	5/13/1999	Tank
449	TILX135509	1762	5/13/1999	Tank
450	TILX135510	1762	5/13/1999	Tank

TRINITY RAIL LEASING II
WAREHOUSE 20th FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
451	TILX135511	1763	9/28/1999	Tank
452	TILX135512	1763	9/22/1999	Tank
453	TILX135513	1763	9/29/1999	Tank
454	TILX135514	1763	9/29/1999	Tank
455	TILX135515	1763	9/22/1999	Tank
456	TILX135516	1763	9/22/1999	Tank
457	TILX135517	1763	9/22/1999	Tank
458	TILX135518	1763	9/22/1999	Tank
459	TILX135519	1763	9/22/1999	Tank
460	TILX150040	5590	3/24/1994	Tank
461	TILX150041	5590	3/16/1994	Tank
462	TILX150042	5590	2/28/1994	Tank
463	TILX150043	5590	3/10/1994	Tank
464	TILX150044	5590	2/28/1994	Tank
465	TILX150045	5590	3/9/1994	Tank
466	TILX150046	5590	3/9/1994	Tank
467	TILX150047	5590	3/15/1994	Tank
468	TILX150048	5590	3/15/1994	Tank
469	TILX150049	5590	3/10/1994	Tank
470	TILX150050	5590	3/16/1994	Tank
471	TILX150051	5590	3/24/1994	Tank
472	TILX150052	5590	4/15/1994	Tank
473	TILX150053	5590	3/10/1994	Tank
474	TILX150054	5590	3/10/1994	Tank
475	TILX150055	5590	4/15/1994	Tank
476	TILX150056	5590	3/24/1994	Tank
477	TILX150057	5590	4/15/1994	Tank
478	TILX150058	5590	3/24/1994	Tank
479	TILX150059	5590	3/24/1994	Tank
480	TILX150060	5590	3/16/1994	Tank
481	TILX150061	5590	3/24/1994	Tank
482	TILX150062	5590	3/16/1994	Tank
483	TILX150063	5590	3/31/1994	Tank
484	TILX150064	5590	3/31/1994	Tank
485	TILX150065	5590	4/15/1994	Tank
486	TILX150066	5590	3/31/1994	Tank
487	TILX150067	5590	4/15/1994	Tank
488	TILX150068	5590	3/24/1994	Tank
489	TILX150069	5590	4/15/1994	Tank
490	TILX150070	5590	3/31/1994	Tank
491	TILX150071	5590	3/31/1994	Tank
492	TILX150072	5590	3/24/1994	Tank
493	TILX150073	5590	4/15/1994	Tank
494	TILX150074	5590	3/31/1994	Tank
495	TILX150075	5590	3/31/1994	Tank

TRINITY RAIL LEASING II
WAREHOUSE 20th FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
496	TILX150076	5590	4/15/1994	Tank
497	TILX150077	5590	3/31/1994	Tank
498	TILX150078	5590	4/15/1994	Tank
499	TILX150079	5590	3/31/1994	Tank
500	TILX150080	5590	4/15/1994	Tank
501	TILX150081	5590	3/31/1994	Tank
502	TILX150082	5590	4/15/1994	Tank
503	TILX150083	5590	1/18/1996	Tank
504	TILX150084	5590	1/12/1996	Tank
505	TILX150085	5590	11/30/1995	Tank
506	TILX150086	5590	1/29/1996	Tank
507	TILX150087	5590	1/18/1996	Tank
508	TILX150088	5590	1/18/1996	Tank
509	TILX150089	5590	1/12/1996	Tank
510	TILX150090	5590	11/30/1995	Tank
511	TILX150091	5590	1/22/1996	Tank
512	TILX150092	5590	11/30/1995	Tank
513	TILX150093	5590	11/30/1995	Tank
514	TILX150094	5590	1/12/1996	Tank
515	TILX150095	5590	1/12/1996	Tank
516	TILX150096	5590	1/12/1996	Tank
517	TILX150097	5590	1/30/1996	Tank
518	TILX150098	5590	11/30/1995	Tank
519	TILX150099	5590	11/30/1995	Tank
520	TILX150100	5590	1/30/1996	Tank
521	TILX150101	5590	1/30/1996	Tank
522	TILX150102	5590	1/18/1996	Tank
523	TILX150103	5590	1/12/1996	Tank
524	TILX150104	5590	1/18/1996	Tank
525	TILX150105	5590	1/18/1996	Tank
526	TILX150106	5590	1/30/1996	Tank
527	TILX150107	5590	1/18/1996	Tank
528	TILX150108	5590	1/30/1996	Tank
529	TILX150109	5590	1/12/1996	Tank
530	TILX150110	5590	1/12/1996	Tank
531	TILX150111	5590	4/12/1996	Tank
532	TILX150112	5590	12/31/1995	Tank
533	TILX150113	5590	12/31/1995	Tank
534	TILX150114	5590	1/12/1996	Tank
535	TILX150115	5590	1/12/1996	Tank
536	TILX150116	5590	12/31/1995	Tank
537	TILX150117	5590	1/12/1996	Tank
538	TILX150118	5590	12/31/1995	Tank
539	TILX150119	5590	1/30/1996	Tank
540	TILX150120	5590	1/30/1996	Tank

TRINITY RAIL LEASING II
WAREHOUSE 20th FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
541	TILX150121	5590	1/30/1996	Tank
542	TILX150122	5590	1/30/1996	Tank
543	TILX150123	5590	1/30/1996	Tank
544	TILX150124	5590	1/30/1996	Tank
545	TILX150125	5590	1/30/1996	Tank
546	TILX150126	5590	1/30/1996	Tank
547	TILX150127	5590	1/30/1996	Tank
548	TILX150128	5590	2/8/1996	Tank
549	TILX150129	5590	1/30/1996	Tank
550	TILX150130	5590	1/30/1996	Tank
551	TILX150131	5590	1/30/1996	Tank
552	TILX150132	5590	1/30/1996	Tank
553	TILX150133	5590	1/30/1996	Tank
554	TILX150134	5590	1/30/1996	Tank
555	TILX400321	4448	12/8/1994	Tank
556	TILX400322	4448	12/8/1994	Tank
557	TILX400325	4448	12/15/1994	Tank
558	TILX400326	4448	12/31/1994	Tank
559	TILX400327	4448	12/15/1994	Tank
560	TILX400328	4448	12/21/1994	Tank
561	TILX400329	4448	12/21/1994	Tank
562	TILX400330	4448	12/15/1994	Tank
563	TILX400331	4448	12/21/1994	Tank
564	TILX400332	4448	1/11/1995	Tank
565	TILX400333	4448	12/21/1994	Tank
566	TILX400334	4448	1/31/1995	Tank
567	TILX400335	4448	12/31/1994	Tank
568	TILX400339	4448	12/31/1994	Tank
569	TILX400341	4448	12/31/1994	Tank
570	TILX400344	4448	1/31/1995	Tank
571	TILX400345	4448	1/11/1995	Tank
572	TILX400363	4448	5/31/1995	Tank
573	TILX400369	4448	6/30/1995	Tank
574	TILX400370	4448	5/31/1995	Tank
575	TILX400371	4448	5/31/1995	Tank
576	TILX400377	4448	7/13/1995	Tank
577	TILX400380	4448	7/13/1995	Tank
578	TILX400381	4448	6/21/1995	Tank
579	TILX400383	4448	7/13/1995	Tank
580	TILX400384	4448	7/13/1995	Tank
581	TILX400387	4448	6/21/1995	Tank
582	TILX400389	4448	6/21/1995	Tank
583	TILX400390	4448	7/13/1995	Tank
584	TILX400391	4448	7/31/1995	Tank
585	TILX516222	104	8/31/2000	Freight

TRINITY RAIL LEASING II
WAREHOUSE 20th FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
586	TILX516223	104	8/31/2000	Freight
587	TILX516224	104	8/31/2000	Freight
588	TILX516225	104	8/31/2000	Freight
589	TILX516226	104	8/31/2000	Freight
590	TILX516227	104	8/31/2000	Freight
591	TILX516228	104	8/31/2000	Freight
592	TILX516229	104	8/31/2000	Freight
593	TILX516230	104	8/31/2000	Freight
594	TILX516231	104	8/31/2000	Freight
595	TILX516232	104	8/31/2000	Freight
596	TILX516233	104	8/31/2000	Freight
597	TILX516234	104	8/31/2000	Freight
598	TILX516235	104	8/31/2000	Freight
599	TILX516236	104	8/31/2000	Freight
600	TILX793000	781	11/6/2001	Freight
601	TILX793001	781	11/6/2001	Freight
602	TILX793002	781	11/6/2001	Freight
603	TILX793003	781	11/6/2001	Freight
604	TILX793004	781	11/6/2001	Freight
605	TILX793005	781	11/6/2001	Freight
606	TILX793006	781	11/6/2001	Freight
607	TILX793007	781	11/6/2001	Freight
608	TILX793008	781	11/6/2001	Freight
609	TILX793009	781	11/6/2001	Freight
610	TILX793010	781	11/6/2001	Freight
611	TILX793011	781	11/6/2001	Freight
612	TILX793012	781	11/6/2001	Freight
613	TILX793013	781	11/6/2001	Freight
614	TILX793014	781	11/6/2001	Freight
615	TILX793015	781	11/6/2001	Freight
616	TILX793016	781	11/6/2001	Freight
617	TILX793017	781	11/6/2001	Freight
618	TILX793018	781	11/6/2001	Freight
619	TILX793019	781	11/6/2001	Freight
620	TILX793020	781	11/6/2001	Freight
621	TILX793021	781	11/6/2001	Freight
622	TILX793022	781	11/6/2001	Freight
623	TILX793023	781	11/6/2001	Freight
624	TILX793024	781	11/6/2001	Freight
625	TILX793025	781	11/6/2001	Freight
626	TILX793026	781	11/6/2001	Freight
627	TILX793027	781	11/6/2001	Freight
628	TILX793028	781	11/6/2001	Freight
629	TILX793029	781	11/6/2001	Freight
630	TILX793030	781	11/6/2001	Freight

TRINITY RAIL LEASING II
WAREHOUSE 20th FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
631	TILX793031	781	11/6/2001	Freight
632	TILX793032	781	11/6/2001	Freight
633	TILX793033	781	11/6/2001	Freight
634	TILX793034	781	11/6/2001	Freight
635	TILX793035	781	11/6/2001	Freight
636	TILX793036	781	11/6/2001	Freight
637	TILX793037	781	11/6/2001	Freight
638	TILX793038	781	11/6/2001	Freight
639	TILX793039	781	11/6/2001	Freight
640	TILX793040	781	11/6/2001	Freight
641	TILX793041	781	11/6/2001	Freight
642	TILX793042	781	11/6/2001	Freight
643	TILX793043	781	11/6/2001	Freight
644	TILX793044	781	11/6/2001	Freight
645	TILX793045	781	11/6/2001	Freight
646	TILX793046	781	11/6/2001	Freight
647	TILX793047	781	11/6/2001	Freight
648	TILX793048	781	11/6/2001	Freight
649	TILX793049	781	11/6/2001	Freight
650	TILX793050	781	11/6/2001	Freight
651	TILX793051	781	11/6/2001	Freight
652	TILX793052	781	11/6/2001	Freight
653	TILX793053	781	11/6/2001	Freight
654	TILX793054	781	11/6/2001	Freight
655	TILX793055	781	11/6/2001	Freight
656	TILX793056	781	11/6/2001	Freight
657	TILX793057	781	11/6/2001	Freight
658	TILX793058	781	11/6/2001	Freight
659	TILX793059	781	11/6/2001	Freight
660	TILX793060	781	11/6/2001	Freight
661	TILX793061	781	11/6/2001	Freight
662	TILX793062	781	11/6/2001	Freight
663	TILX793063	781	11/6/2001	Freight
664	TILX793064	781	11/6/2001	Freight
665	TILX793065	781	11/6/2001	Freight
666	TILX793066	781	11/6/2001	Freight
667	TILX793067	781	11/6/2001	Freight
668	TILX793068	781	11/6/2001	Freight
669	TILX793069	781	11/6/2001	Freight
670	TILX793070	781	11/6/2001	Freight
671	TILX793071	781	11/6/2001	Freight
672	TILX793072	781	11/6/2001	Freight
673	TILX793073	781	11/6/2001	Freight
674	TILX793074	781	11/6/2001	Freight
675	TILX793075	781	11/6/2001	Freight

TRINITY RAIL LEASING II
WAREHOUSE 20th FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
676	TILX793076	781	11/6/2001	Freight
677	TILX793077	781	11/6/2001	Freight
678	TILX793078	781	11/6/2001	Freight
679	TILX793079	781	11/6/2001	Freight
680	TILX793080	781	11/6/2001	Freight
681	TILX793081	781	11/6/2001	Freight
682	TILX793082	781	11/6/2001	Freight
683	TILX793083	781	11/6/2001	Freight
684	TILX793084	781	11/6/2001	Freight
685	TILX793085	781	11/6/2001	Freight
686	TILX793086	781	11/6/2001	Freight
687	TILX793087	781	11/6/2001	Freight
688	TILX793088	781	11/6/2001	Freight
689	TILX793089	781	11/6/2001	Freight
690	TILX793090	781	11/6/2001	Freight
691	TILX793091	781	11/6/2001	Freight
692	TILX793092	781	11/6/2001	Freight
693	TILX793093	781	11/6/2001	Freight
694	TILX793094	781	11/6/2001	Freight
695	TILX793095	781	11/6/2001	Freight
696	TILX793096	781	11/6/2001	Freight
697	TILX793097	781	11/6/2001	Freight
698	TILX793098	781	11/6/2001	Freight
699	TILX793099	781	11/6/2001	Freight
700	TILX793100	781	11/6/2001	Freight
701	TILX793101	781	11/6/2001	Freight
702	TILX793102	781	11/6/2001	Freight
703	TILX793103	781	11/6/2001	Freight
704	TILX793104	781	11/6/2001	Freight
705	TILX793105	781	11/6/2001	Freight
706	TILX793106	781	11/6/2001	Freight
707	TILX793107	781	11/6/2001	Freight
708	TILX793108	781	11/6/2001	Freight
709	TILX793109	781	11/6/2001	Freight

TRINITY RAIL LEASING II
WAREHOUSE 20th FUNDING PORTFOLIO

Exhibit B

Lessee Number	Lessee	Rider Number
104	A E STALEY MFG. COMPANY	5
1770	EXXONMOBIL GLOBAL SERVICES COMPANY	2
781	J R SIMPLOT CO	1
4450	PRAXAIR, INC.	1
4450	PRAXAIR, INC.	2
1762	SHELL OIL COMPANY	14
1763	SHELL OIL COMPANY	15
332	SOLVAY CHEMICALS INC	1
7810	TRANSRAIL INC	1
5590	WHITE SPRINGS AGRI	2
5590	WHITE SPRINGS AGRI	3

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: 3/7/05

Robert W. Alvord