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ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

MAR 29 2005
RECEIVED

March 29, 2005

RECORDATION NO. 25521 FILED
MAR 29 '05 11-18 AM
SURFACE TRANSPORTATION BOARD

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 Memorandum of Security Agreement, dated as of March 24, 2005, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Secured Party: Credit Suisse First Boston, New York Branch
Eleven Madison Avenue
New York, New York 10010

Borrower: Trinity Rail Leasing Trust II
2525 Stemmons Freeway
Dallas, Texas 75207

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

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

AMCX 302990
AMCX 302995
RCRX 001772 – RCRX 001815 (inclusive)
TILX 191097 – TILX 191126
TILX 191142 – TILX 191241 (inclusive)
TILX 250583 – TILX 250597 (inclusive)
TILX 250618 – TILX 250632 (inclusive)
TILX 261246 – TILX 261320 (inclusive)
TILX 302967 – TILX 302996
TILX 400667 – TILX 400676 (inclusive)
TILX 636173 – TILX 636282 (inclusive)

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

Memorandum of Security 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

MEMORANDUM OF SECURITY AGREEMENT

This Memorandum of Security Agreement (this "Memorandum") is executed as of 24th of March, 2005, by and between TRINITY RAIL LEASING TRUST II, a Delaware business trust (the "Borrower") and CREDIT SUISSE FIRST BOSTON, NEW YORK BRANCH, as Agent for the Secured Parties (as defined in the Security Agreement, as defined below).

The Borrower and the Agent have entered into a Security Agreement dated as of June 27, 2002 (as from time to time amended, modified or supplemented, the "Security Agreement") by which the Borrower has granted a security interest to the Agent for the ratable benefit of the Secured Parties (as defined in the Security Agreement) in all assets of the Borrower, including without limitation, certain railroad equipment described on and bearing reporting marks and road numbers as provided on Exhibit A (the "Railcars") and certain leases relating to such Railcars as described on Exhibit B (the "Leases"), whether now owned or hereafter arising or acquired.

The purpose of this Memorandum is to give record notice of the existence of the security interest of the Agent in the Railcars and the Leases, and all terms and conditions of the Security Agreement are incorporated by reference herein.

This Memorandum is prepared only for the public record and is being recorded with the Surface Transportation Board pursuant to 49 U.S.C. 11301(a) and the Registrar General of Canada.

[signature page to follow]

RECORDATION NO. 25521 FILED

MAR 29 '05 11-18 AM

SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

TRINITY RAIL LEASING TRUST II

By:_____

Name: Eric Marchetto

Title: Senior Vice President

CREDIT SUISSE FIRST BOSTON,
NEW YORK BRANCH

By: _____
Name: MARK LENGEL
Title: DIRECTOR

By: _____
Name: Mark Golombeck
Title: Director

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 Senior 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 Memorandum of Security 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 24th day of March, 2005.

Cathy I. Gott
Notary Public

MY COMMISSION EXPIRES: 5-26-2006

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

ACKNOWLEDGMENT

STATE OF New York)
)
COUNTY OF Kings)

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared MARK LENGEL / MARK GOLOMBECK, who upon oath, acknowledged himself to be a DIRECTOR / DIRECTOR of CREDIT SUISSE FIRST BOSTON, NEW YORK BRANCH, and that s/he as such officer being authorized to do so, executed the foregoing Memorandum of Security Agreement for the purposes therein contained by signing the name of such bank by her/himself as a such officer such Credit Suisse First Boston, New York Branch.

WITNESS my hand and official seal this 28th day of March, 2005.

Vivienne I. Bent
Notary Public

MY COMMISSION EXPIRES: 10/30/06

Vivienne I. Bent
Notary Public, State of New York
No. 01BE6050122
Qualified in Kings County
Commission Expires October 30, 2006

TRINITY RAIL LEASING II
WAREHOUSE 21st FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
1	AMCX302990	2716	2/21/2005	Tank
2	AMCX302995	2716	2/21/2005	Tank
3	RCRX001772	11437	2/8/2005	Tank
4	RCRX001773	11437	2/8/2005	Tank
5	RCRX001774	11437	1/27/2005	Tank
6	RCRX001775	11437	1/31/2005	Tank
7	RCRX001776	11437	1/31/2005	Tank
8	RCRX001777	11437	1/27/2005	Tank
9	RCRX001778	11437	1/27/2005	Tank
10	RCRX001779	11437	1/31/2005	Tank
11	RCRX001780	11437	2/16/2005	Tank
12	RCRX001781	11437	2/16/2005	Tank
13	RCRX001782	11437	2/8/2005	Tank
14	RCRX001783	11437	2/18/2005	Tank
15	RCRX001784	11437	2/8/2005	Tank
16	RCRX001785	11437	2/14/2005	Tank
17	RCRX001786	11437	2/14/2005	Tank
18	RCRX001787	11437	2/8/2005	Tank
19	RCRX001788	11437	2/8/2005	Tank
20	RCRX001789	11437	2/15/2005	Tank
21	RCRX001790	11437	2/14/2005	Tank
22	RCRX001791	11437	2/10/2005	Tank
23	RCRX001792	11437	2/10/2005	Tank
24	RCRX001793	11437	2/10/2005	Tank
25	RCRX001794	11437	2/22/2005	Tank
26	RCRX001795	11437	2/25/2005	Tank
27	RCRX001797	11437	2/22/2005	Tank
28	RCRX001800	11437	2/25/2005	Tank
29	RCRX001802	11437	2/28/2005	Tank
30	RCRX001803	11437	2/28/2005	Tank
31	TILX191098	12317	2/28/2005	Tank
32	TILX191099	12317	2/28/2005	Tank
33	TILX191100	12317	2/28/2005	Tank
34	TILX191101	12317	2/24/2005	Tank
35	TILX191102	12317	2/28/2005	Tank
36	TILX191104	12317	2/28/2005	Tank
37	TILX191105	12317	2/28/2005	Tank
38	TILX191106	12317	2/28/2005	Tank
39	TILX191107	12317	2/24/2005	Tank
40	TILX191108	12317	2/28/2005	Tank
41	TILX191109	12317	2/24/2005	Tank
42	TILX191110	12317	2/28/2005	Tank
43	TILX191112	12317	2/24/2005	Tank
44	TILX191113	12317	2/24/2005	Tank
45	TILX191114	12317	2/28/2005	Tank

TRINITY RAIL LEASING II
WAREHOUSE 21st FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
46	TILX191116	12317	2/28/2005	Tank
47	TILX191119	12317	2/28/2005	Tank
48	TILX191120	12317	2/28/2005	Tank
49	TILX191121	12317	2/28/2005	Tank
50	TILX191142	42573	2/9/2005	Tank
51	TILX191143	42573	2/9/2005	Tank
52	TILX191144	42573	2/9/2005	Tank
53	TILX191145	42573	2/9/2005	Tank
54	TILX191146	42573	2/9/2005	Tank
55	TILX191147	42573	2/9/2005	Tank
56	TILX191148	42573	2/9/2005	Tank
57	TILX191149	42573	2/9/2005	Tank
58	TILX191150	42573	2/14/2005	Tank
59	TILX191151	42573	2/9/2005	Tank
60	TILX191152	42573	2/9/2005	Tank
61	TILX191153	42573	2/9/2005	Tank
62	TILX191154	42573	2/9/2005	Tank
63	TILX191155	42573	2/9/2005	Tank
64	TILX191156	42573	2/9/2005	Tank
65	TILX191157	42573	2/9/2005	Tank
66	TILX191158	42573	2/9/2005	Tank
67	TILX191159	42573	2/9/2005	Tank
68	TILX191160	42573	2/9/2005	Tank
69	TILX191161	42573	2/9/2005	Tank
70	TILX191162	42573	2/9/2005	Tank
71	TILX191163	42573	2/9/2005	Tank
72	TILX191164	42573	2/9/2005	Tank
73	TILX191165	42573	2/17/2005	Tank
74	TILX191166	42573	2/22/2005	Tank
75	TILX191167	42573	2/28/2005	Tank
76	TILX191168	42573	2/14/2005	Tank
77	TILX191169	42573	2/9/2005	Tank
78	TILX191170	42573	2/24/2005	Tank
79	TILX191171	42573	2/9/2005	Tank
80	TILX191172	42573	2/9/2005	Tank
81	TILX191173	42573	2/9/2005	Tank
82	TILX191174	42573	2/9/2005	Tank
83	TILX191175	42573	2/17/2005	Tank
84	TILX191176	42573	2/9/2005	Tank
85	TILX191177	42573	2/14/2005	Tank
86	TILX191178	42573	2/14/2005	Tank
87	TILX191179	42573	2/9/2005	Tank
88	TILX191180	42573	2/28/2005	Tank
89	TILX191181	42573	2/24/2005	Tank
90	TILX191182	42573	2/14/2005	Tank

TRINITY RAIL LEASING II
WAREHOUSE 21st FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
91	TILX191183	42573	2/28/2005	Tank
92	TILX191184	42573	2/22/2005	Tank
93	TILX191185	42573	2/28/2005	Tank
94	TILX191186	42573	2/14/2005	Tank
95	TILX191187	42573	2/17/2005	Tank
96	TILX191188	42573	2/28/2005	Tank
97	TILX191189	42573	2/14/2005	Tank
98	TILX191190	42573	2/9/2005	Tank
99	TILX191191	42573	2/14/2005	Tank
100	TILX191192	42573	2/22/2005	Tank
101	TILX191193	42573	2/22/2005	Tank
102	TILX191194	42573	2/14/2005	Tank
103	TILX191195	42573	2/24/2005	Tank
104	TILX191196	42573	2/22/2005	Tank
105	TILX191197	42573	2/14/2005	Tank
106	TILX191198	42573	2/28/2005	Tank
107	TILX191199	42573	2/24/2005	Tank
108	TILX191200	42573	2/17/2005	Tank
109	TILX191201	42573	2/28/2005	Tank
110	TILX191202	42573	2/28/2005	Tank
111	TILX191203	42573	2/24/2005	Tank
112	TILX191204	42573	2/14/2005	Tank
113	TILX191205	42573	2/14/2005	Tank
114	TILX191206	42573	2/14/2005	Tank
115	TILX191207	42573	2/14/2005	Tank
116	TILX191208	42573	2/14/2005	Tank
117	TILX191209	42573	2/17/2005	Tank
118	TILX191210	42573	2/17/2005	Tank
119	TILX191211	42573	2/17/2005	Tank
120	TILX191212	42573	2/14/2005	Tank
121	TILX191213	42573	2/14/2005	Tank
122	TILX191214	42573	2/17/2005	Tank
123	TILX191215	42573	2/16/2005	Tank
124	TILX191216	42573	2/17/2005	Tank
125	TILX191217	42573	2/17/2005	Tank
126	TILX191218	42573	2/14/2005	Tank
127	TILX191219	42573	2/16/2005	Tank
128	TILX191220	42573	2/14/2005	Tank
129	TILX191221	42573	2/17/2005	Tank
130	TILX191222	42573	2/16/2005	Tank
131	TILX191223	42573	2/17/2005	Tank
132	TILX191224	42573	2/14/2005	Tank
133	TILX191225	42573	2/16/2005	Tank
134	TILX191226	42573	2/14/2005	Tank
135	TILX191227	42573	2/17/2005	Tank

TRINITY RAIL LEASING II
WAREHOUSE 21st FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
136	TILX191228	42573	2/14/2005	Tank
137	TILX191229	42573	2/22/2005	Tank
138	TILX191230	42573	2/22/2005	Tank
139	TILX191231	42573	2/22/2005	Tank
140	TILX191232	42573	2/18/2005	Tank
141	TILX191233	42573	2/22/2005	Tank
142	TILX191234	42573	2/22/2005	Tank
143	TILX191235	42573	2/18/2005	Tank
144	TILX191236	42573	2/22/2005	Tank
145	TILX191237	42573	2/22/2005	Tank
146	TILX191238	42573	2/22/2005	Tank
147	TILX191239	42573	2/22/2005	Tank
148	TILX191240	42573	2/22/2005	Tank
149	TILX191241	42573	2/22/2005	Tank
150	TILX250583	51117	1/31/2005	Tank
151	TILX250584	51117	2/28/2005	Tank
152	TILX250585	51117	2/28/2005	Tank
153	TILX250586	51117	2/28/2005	Tank
154	TILX250587	51117	2/28/2005	Tank
155	TILX250588	51117	1/31/2005	Tank
156	TILX250589	51117	2/28/2005	Tank
157	TILX250590	51117	2/28/2005	Tank
158	TILX250591	51117	2/28/2005	Tank
159	TILX250592	51117	2/28/2005	Tank
160	TILX250593	51117	2/28/2005	Tank
161	TILX250594	51117	1/31/2005	Tank
162	TILX250595	51117	2/28/2005	Tank
163	TILX250596	51117	2/14/2005	Tank
164	TILX250597	51117	2/28/2005	Tank
165	TILX250618	51117	1/26/2005	Tank
166	TILX250619	51117	1/31/2005	Tank
167	TILX250620	51117	1/31/2005	Tank
168	TILX250621	51117	1/31/2005	Tank
169	TILX250622	51117	1/26/2005	Tank
170	TILX250623	51117	1/26/2005	Tank
171	TILX250624	51117	1/31/2005	Tank
172	TILX250625	51117	1/26/2005	Tank
173	TILX250626	51117	1/31/2005	Tank
174	TILX250627	51117	1/31/2005	Tank
175	TILX250628	51117	1/31/2005	Tank
176	TILX250629	51117	1/31/2005	Tank
177	TILX250630	51117	1/31/2005	Tank
178	TILX250631	51117	1/31/2005	Tank
179	TILX250632	51117	1/26/2005	Tank
180	TILX261246	12317	1/18/2005	Tank

TRINITY RAIL LEASING II
WAREHOUSE 21st FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
181	TILX261247	12317	1/18/2005	Tank
182	TILX261248	12317	1/18/2005	Tank
183	TILX261249	12317	1/18/2005	Tank
184	TILX261250	12317	1/27/2005	Tank
185	TILX261251	12317	1/18/2005	Tank
186	TILX261252	12317	1/31/2005	Tank
187	TILX261253	12317	1/27/2005	Tank
188	TILX261254	12317	1/27/2005	Tank
189	TILX261255	12317	1/24/2005	Tank
190	TILX261256	12317	1/18/2005	Tank
191	TILX261257	12317	1/18/2005	Tank
192	TILX261258	12317	1/31/2005	Tank
193	TILX261259	12317	1/31/2005	Tank
194	TILX261260	12317	1/18/2005	Tank
195	TILX261261	12317	2/8/2005	Tank
196	TILX261262	12317	1/27/2005	Tank
197	TILX261263	12317	1/27/2005	Tank
198	TILX261264	12317	1/18/2005	Tank
199	TILX261265	12317	1/21/2005	Tank
200	TILX261266	12317	1/31/2005	Tank
201	TILX261267	12317	1/24/2005	Tank
202	TILX261268	12317	1/18/2005	Tank
203	TILX261269	12317	2/8/2005	Tank
204	TILX261270	12317	1/21/2005	Tank
205	TILX261271	12317	1/27/2005	Tank
206	TILX261272	12317	1/31/2005	Tank
207	TILX261273	12317	1/21/2005	Tank
208	TILX261274	12317	2/8/2005	Tank
209	TILX261275	12317	1/27/2005	Tank
210	TILX261276	12317	1/27/2005	Tank
211	TILX261277	12317	1/31/2005	Tank
212	TILX261278	12317	1/31/2005	Tank
213	TILX261279	12317	2/23/2005	Tank
214	TILX261281	12317	2/23/2005	Tank
215	TILX261282	12317	2/23/2005	Tank
216	TILX261283	12317	2/23/2005	Tank
217	TILX261284	12317	2/23/2005	Tank
218	TILX261285	12317	2/23/2005	Tank
219	TILX261286	12317	2/23/2005	Tank
220	TILX261288	12317	2/23/2005	Tank
221	TILX261289	12317	2/23/2005	Tank
222	TILX261290	12317	2/23/2005	Tank
223	TILX261292	12317	2/25/2005	Tank
224	TILX261294	12317	2/23/2005	Tank
225	TILX261297	12317	2/25/2005	Tank

TRINITY RAIL LEASING II
WAREHOUSE 21st FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
226	TILX261299	12317	2/28/2005	Tank
227	TILX261300	12317	2/25/2005	Tank
228	TILX261307	12317	2/25/2005	Tank
229	TILX302967	2716	1/31/2005	Tank
230	TILX302968	2716	2/3/2005	Tank
231	TILX302969	2716	2/3/2005	Tank
232	TILX302970	2716	2/3/2005	Tank
233	TILX302971	2716	2/8/2005	Tank
234	TILX302972	2716	2/3/2005	Tank
235	TILX302973	2716	2/8/2005	Tank
236	TILX302974	2716	2/8/2005	Tank
237	TILX302975	2716	2/3/2005	Tank
238	TILX302976	2716	2/3/2005	Tank
239	TILX302977	2716	2/3/2005	Tank
240	TILX302978	2716	2/28/2005	Tank
241	TILX302979	2716	2/17/2005	Tank
242	TILX302980	2716	2/3/2005	Tank
243	TILX302981	2716	2/28/2005	Tank
244	TILX302982	2716	2/8/2005	Tank
245	TILX302983	2716	2/14/2005	Tank
246	TILX302984	2716	2/14/2005	Tank
247	TILX302985	2716	2/17/2005	Tank
248	TILX302986	2716	2/14/2005	Tank
249	TILX302987	2716	2/14/2005	Tank
250	TILX302988	2716	2/17/2005	Tank
251	TILX302989	2716	2/17/2005	Tank
252	TILX302991	2716	2/17/2005	Tank
253	TILX302992	2716	2/17/2005	Tank
254	TILX302993	2716	2/21/2005	Tank
255	TILX302994	2716	2/21/2005	Tank
256	TILX302996	2716	2/21/2005	Tank
257	TILX636173	2791	1/31/2005	Freight
258	TILX636174	2791	1/31/2005	Freight
259	TILX636175	2791	1/31/2005	Freight
260	TILX636176	2791	2/28/2005	Freight
261	TILX636177	2791	1/31/2005	Freight
262	TILX636178	2791	1/31/2005	Freight
263	TILX636179	2791	1/31/2005	Freight
264	TILX636180	2791	1/31/2005	Freight
265	TILX636181	2791	1/31/2005	Freight
266	TILX636182	2791	1/31/2005	Freight
267	TILX636183	2791	1/31/2005	Freight
268	TILX636184	2791	1/31/2005	Freight
269	TILX636185	2791	1/31/2005	Freight
270	TILX636186	2791	1/31/2005	Freight

TRINITY RAIL LEASING II
WAREHOUSE 21st FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
271	TILX636187	2791	2/28/2005	Freight
272	TILX636188	2791	1/31/2005	Freight
273	TILX636189	2791	1/31/2005	Freight
274	TILX636190	2791	1/31/2005	Freight
275	TILX636191	2791	1/31/2005	Freight
276	TILX636192	2791	1/31/2005	Freight
277	TILX636193	2791	1/31/2005	Freight
278	TILX636194	2791	1/31/2005	Freight
279	TILX636195	2791	1/31/2005	Freight
280	TILX636196	2791	1/31/2005	Freight
281	TILX636197	2791	2/18/2005	Freight
282	TILX636198	2791	1/31/2005	Freight
283	TILX636199	2791	1/31/2005	Freight
284	TILX636200	2791	1/31/2005	Freight
285	TILX636201	2791	2/18/2005	Freight
286	TILX636202	2791	2/18/2005	Freight
287	TILX636203	2791	2/18/2005	Freight
288	TILX636204	2791	2/18/2005	Freight
289	TILX636205	2791	2/18/2005	Freight
290	TILX636206	2791	2/18/2005	Freight
291	TILX636207	2791	2/18/2005	Freight
292	TILX636208	2791	2/28/2005	Freight
293	TILX636209	2791	2/18/2005	Freight
294	TILX636210	2791	1/31/2005	Freight
295	TILX636211	2791	1/31/2005	Freight
296	TILX636212	2791	1/31/2005	Freight
297	TILX636213	2791	1/31/2005	Freight
298	TILX636214	2791	1/31/2005	Freight
299	TILX636215	2791	1/31/2005	Freight
300	TILX636216	2791	1/31/2005	Freight
301	TILX636217	2791	2/18/2005	Freight
302	TILX636218	2791	1/31/2005	Freight
303	TILX636219	2791	2/28/2005	Freight
304	TILX636220	2791	1/31/2005	Freight
305	TILX636221	2791	1/31/2005	Freight
306	TILX636222	2791	1/31/2005	Freight
307	TILX636223	2791	1/31/2005	Freight
308	TILX636224	2791	1/31/2005	Freight
309	TILX636225	2791	1/31/2005	Freight
310	TILX636226	2791	1/31/2005	Freight
311	TILX636227	2791	1/31/2005	Freight
312	TILX636228	2791	1/31/2005	Freight
313	TILX636229	2791	1/31/2005	Freight
314	TILX636230	2791	1/31/2005	Freight
315	TILX636231	2791	1/31/2005	Freight

TRINITY RAIL LEASING II
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Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
316	TILX636232	2791	2/28/2005	Freight
317	TILX636233	2791	1/31/2005	Freight
318	TILX636234	2791	2/28/2005	Freight
319	TILX636235	2791	1/31/2005	Freight
320	TILX636236	2791	1/31/2005	Freight
321	TILX636237	2791	1/31/2005	Freight
322	TILX636238	2791	2/28/2005	Freight
323	TILX636239	2791	2/28/2005	Freight
324	TILX636240	2791	1/31/2005	Freight
325	TILX636241	2791	1/31/2005	Freight
326	TILX636242	2791	2/28/2005	Freight
327	TILX636243	2791	2/18/2005	Freight
328	TILX636244	2791	2/28/2005	Freight
329	TILX636245	2791	2/28/2005	Freight
330	TILX636246	2791	2/28/2005	Freight
331	TILX636247	2791	2/18/2005	Freight
332	TILX636248	2791	2/28/2005	Freight
333	TILX636249	2791	2/28/2005	Freight
334	TILX636250	2791	2/18/2005	Freight
335	TILX636251	2791	2/18/2005	Freight
336	TILX636252	2791	2/28/2005	Freight
337	TILX636253	2791	2/28/2005	Freight
338	TILX636254	2791	2/18/2005	Freight
339	TILX636255	2791	2/28/2005	Freight
340	TILX636256	2791	2/18/2005	Freight
341	TILX636257	2791	2/18/2005	Freight
342	TILX636258	2791	2/23/2005	Freight
343	TILX636259	2791	2/23/2005	Freight
344	TILX636260	2791	2/23/2005	Freight
345	TILX636261	2791	2/28/2005	Freight
346	TILX636262	2791	2/23/2005	Freight
347	TILX636263	2791	2/28/2005	Freight
348	TILX636264	2791	2/23/2005	Freight
349	TILX636265	2791	2/23/2005	Freight
350	TILX636266	2791	2/28/2005	Freight
351	TILX636267	2791	2/28/2005	Freight
352	TILX636268	2791	2/23/2005	Freight
353	TILX636269	2791	2/28/2005	Freight
354	TILX636270	2791	2/28/2005	Freight
355	TILX636271	2791	2/23/2005	Freight
356	TILX636272	2791	2/23/2005	Freight
357	TILX636273	2791	2/28/2005	Freight
358	TILX636274	2791	2/28/2005	Freight
359	TILX636275	2791	2/28/2005	Freight
360	TILX636276	2791	2/28/2005	Freight

TRINITY RAIL LEASING II
WAREHOUSE 21st FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
361	TILX636277	2791	2/28/2005	Freight
362	TILX636278	2791	2/28/2005	Freight
363	TILX636279	2791	2/28/2005	Freight
364	TILX636280	2791	2/28/2005	Freight
365	TILX636281	2791	2/28/2005	Freight
366	TILX636282	2791	2/28/2005	Freight
367	RCRX001796	11437	3/18/2005	Tank
368	RCRX001798	11437	3/10/2005	Tank
369	RCRX001799	11437	3/9/2005	Tank
370	RCRX001801	11437	3/16/2005	Tank
371	RCRX001804	11437	3/16/2005	Tank
372	RCRX001805	11437	3/9/2005	Tank
373	RCRX001806	11437	3/18/2005	Tank
374	RCRX001807	11437	3/10/2005	Tank
375	RCRX001808	11437	3/9/2005	Tank
376	RCRX001809	11437	3/7/2005	Tank
377	RCRX001810	11437	3/3/2005	Tank
378	RCRX001811	11437	3/18/2005	Tank
379	RCRX001812	11437	3/10/2005	Tank
380	RCRX001813	11437	3/16/2005	Tank
381	RCRX001814	11437	3/9/2005	Tank
382	RCRX001815	11437	3/9/2005	Tank
383	TILX191097	12317	2/28/2005	Tank
384	TILX261280	12317	3/4/2005	Tank
385	TILX261287	12317	3/4/2005	Tank
386	TILX261291	12317	3/10/2005	Tank
387	TILX261293	12317	3/7/2005	Tank
388	TILX261295	12317	3/7/2005	Tank
389	TILX261296	12317	3/4/2005	Tank
390	TILX261298	12317	3/9/2005	Tank
391	TILX261301	12317	3/2/2005	Tank
392	TILX261302	12317	3/7/2005	Tank
393	TILX261303	12317	3/18/2005	Tank
394	TILX261304	12317	3/3/2005	Tank
395	TILX261305	12317	3/9/2005	Tank
396	TILX261306	12317	3/9/2005	Tank
397	TILX261308	12317	3/7/2005	Tank
398	TILX261309	12317	3/7/2005	Tank
399	TILX261310	12317	3/3/2005	Tank
400	TILX261311	12317	3/7/2005	Tank
401	TILX261312	12317	3/4/2005	Tank
402	TILX261313	12317	3/7/2005	Tank
403	TILX261314	12317	3/3/2005	Tank
404	TILX261315	12317	3/3/2005	Tank
405	TILX261316	12317	3/9/2005	Tank

TRINITY RAIL LEASING II
WAREHOUSE 21st FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
406	TILX261317	12317	3/7/2005	Tank
407	TILX261318	12317	3/9/2005	Tank
408	TILX261319	12317	3/2/2005	Tank
409	TILX261320	12317	3/3/2005	Tank
410	TILX400667	5197	3/7/2005	Tank
411	TILX400668	5197	3/3/2005	Tank
412	TILX400669	5197	3/3/2005	Tank
413	TILX400670	5197	3/7/2005	Tank
414	TILX400671	5197	3/3/2005	Tank
415	TILX400672	5197	3/3/2005	Tank
416	TILX400673	5197	3/7/2005	Tank
417	TILX400674	5197	3/9/2005	Tank
418	TILX400675	5197	3/9/2005	Tank
419	TILX400676	5197	3/11/2005	Tank
420	TILX191122	12317	3/27/2005	Tank
421	TILX191126	12317	3/27/2005	Tank

TRINITY RAIL LEASING II
WAREHOUSE 21st FUNDING PORTFOLIO

Exhibit B

Lessee Number	Lessee	Rider Number
2716	BP AMOCO CHEMICALS	7
2791	BROIN ENTERPRISES, INC.	9
5197	ETHANOL PRODUCTS LLC	6
11437	REAGENT CHEMICALS AND RESEARCH	4
12317	SHELL OIL COMPANY	18
12317	SHELL OIL COMPANY	20
12317	SHELL OIL COMPANY	21
12317	SHELL OIL COMPANY	23
12317	SHELL OIL COMPANY	24
42573	MUSKET CORP	2
51117	CHEVRON ORONITE CO LLC	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: 3/28/05

Robert W. Alvord