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May 17, 2005



RECORDATION NO. 25590-A FILED

MAY 18 '05 8-35 AM

SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Re: Warehouse 22nd Funding

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 May 12, 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

Mr. Vernon A. Williams
May 17, 2005
Page 2

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

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

TILX 191128 – TILX 191141 (inclusive)
TILX 191578 – TILX 191677 (inclusive)
TILX 191978 – TILX 192022 (inclusive)
TILX 200266 – TILX 200295 (inclusive)
TILX 250598 – TILX 250607 (inclusive)
TILX 250753 – TILX 250787 (inclusive)
TILX 261321 – TILX 261370 (inclusive)
TILX 400677 – TILX 400701 (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

BILL OF SALE AND ASSIGNMENT AND ASSUMPTION AGREEMENT

MAY 18 '05 8-35 AM

SURFACE TRANSPORTATION BOARD

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

And TILC hereby warrants to the Company at the time of delivery of the Railcars and the assignment and beneficial title thereto and good and lawful right and the Railcars and the Leases are free and clear provided, however, that TILC covenants that it will defend the Leases against the demands or claims of a third party (including, without limitation, the holders of such Permitted Liens) based on a result of, or related to, 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 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.

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gns that, at the TILC has legal title to the Leases, including Permitted Liens); the Railcars and Leases, without limitation, as a result of, or related to, 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 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.

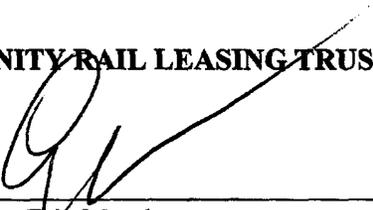
THIS BILL OF SALE AND ASSIGNMENT AND ASSUMPTION AGREEMENT SHALL BE GOVERNED BY THE LAWS OF THE STATE OF NEW YORK, INCLUDING ALL MATTERS OF CONSTRUCTION, VALIDITY AND PERFORMANCE (INCLUDING SECTION 5-1401 AND 5-1402 OF THE NEW YORK GENERAL OBLIGATIONS LAW BUT EXCLUDING TO THE EXTENT PERMITTED BY LAW, 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 12th day of May, 2005.

TRINITY INDUSTRIES LEASING COMPANY

By: 
Name: Eric Marchetto
Title: Senior Vice President

TRINITY RAIL LEASING TRUST II

By: 
Name: Eric Marchetto
Title: Senior 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 Senior 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 12th day of May, 2005.

MY COMMISSION EXPIRES: 5-26-2006

Notary Public

Cathy I. Gott



ACKNOWLEDGMENT

STATE OF Texas)
COUNTY OF Dallas)

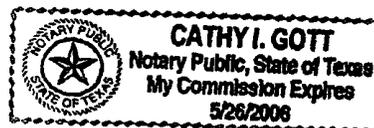
BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Eric Marchetto, who upon oath, acknowledged himself to be a Senior Vice President of TRINITY RAIL LEASING TRUST II, a Delaware business trust, and that s/he as such officer being authorized to do so, executed the foregoing 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 12th day of May, 2005.

MY COMMISSION EXPIRES: 5-26-2006

Notary Public

Cathy I. Gott



**TRINITY RAIL LEASING II
WAREHOUSE 22nd FUNDING PORTFOLIO**

Exhibit A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
1	TILX250773	1321	4/15/2005	Tank
2	TILX250774	1321	4/15/2005	Tank
3	TILX250775	1321	4/15/2005	Tank
4	TILX250776	1321	4/15/2005	Tank
5	TILX250777	1321	4/15/2005	Tank
6	TILX250778	1321	4/15/2005	Tank
7	TILX250779	1321	4/25/2005	Tank
8	TILX250780	1321	4/25/2005	Tank
9	TILX250781	1321	4/15/2005	Tank
10	TILX250782	1321	4/25/2005	Tank
11	TILX250783	1321	4/25/2005	Tank
12	TILX250784	1321	4/25/2005	Tank
13	TILX250785	1321	4/25/2005	Tank
14	TILX250786	1321	4/25/2005	Tank
15	TILX250787	1321	4/25/2005	Tank
16	TILX261336	10039	4/28/2005	Tank
17	TILX261337	10039	4/29/2005	Tank
18	TILX261338	10039	4/28/2005	Tank
19	TILX261339	10039	4/29/2005	Tank
20	TILX261340	10039	4/29/2005	Tank
21	TILX261341	10039	4/29/2005	Tank
22	TILX261342	10039	4/28/2005	Tank
23	TILX261343	10039	4/28/2005	Tank
24	TILX261344	10039	4/28/2005	Tank
25	TILX261345	10039	4/28/2005	Tank
26	TILX191128	12317	3/29/2005	Tank
27	TILX191129	12317	3/29/2005	Tank
28	TILX191130	12317	3/29/2005	Tank
29	TILX191131	12317	3/29/2005	Tank
30	TILX191132	12317	3/29/2005	Tank
31	TILX191133	12317	3/29/2005	Tank
32	TILX191134	12317	3/29/2005	Tank
33	TILX191135	12317	3/29/2005	Tank
34	TILX191136	12317	3/29/2005	Tank
35	TILX191137	12317	3/29/2005	Tank
36	TILX191138	12317	3/29/2005	Tank
37	TILX191139	12317	3/29/2005	Tank
38	TILX191140	12317	3/29/2005	Tank
39	TILX191141	12317	3/29/2005	Tank
40	TILX191578	5197	3/16/2005	Tank
41	TILX191579	5197	3/16/2005	Tank
42	TILX191580	5197	3/16/2005	Tank
43	TILX191581	5197	3/16/2005	Tank
44	TILX191582	5197	3/16/2005	Tank
45	TILX191583	5197	3/10/2005	Tank

**TRINITY RAIL LEASING II
WAREHOUSE 22nd FUNDING PORTFOLIO**

Exhibit A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
46	TILX191584	5197	3/10/2005	Tank
47	TILX191585	5197	3/10/2005	Tank
48	TILX191586	5197	3/10/2005	Tank
49	TILX191587	5197	3/10/2005	Tank
50	TILX191588	5197	3/10/2005	Tank
51	TILX191589	5197	3/10/2005	Tank
52	TILX191590	5197	3/10/2005	Tank
53	TILX191591	5197	3/10/2005	Tank
54	TILX191592	5197	3/22/2005	Tank
55	TILX191593	5197	3/10/2005	Tank
56	TILX191594	5197	3/18/2005	Tank
57	TILX191595	5197	3/18/2005	Tank
58	TILX191596	5197	3/16/2005	Tank
59	TILX191597	5197	3/16/2005	Tank
60	TILX191598	5197	3/18/2005	Tank
61	TILX191599	5197	3/10/2005	Tank
62	TILX191600	5197	3/10/2005	Tank
63	TILX191601	5197	3/10/2005	Tank
64	TILX191602	5197	3/10/2005	Tank
65	TILX191603	5197	3/16/2005	Tank
66	TILX191604	5197	3/10/2005	Tank
67	TILX191605	5197	3/10/2005	Tank
68	TILX191606	5197	3/10/2005	Tank
69	TILX191607	5197	3/10/2005	Tank
70	TILX191608	5197	3/10/2005	Tank
71	TILX191609	5197	3/10/2005	Tank
72	TILX191610	5197	3/31/2005	Tank
73	TILX191611	5197	3/10/2005	Tank
74	TILX191612	5197	3/10/2005	Tank
75	TILX191613	5197	3/16/2005	Tank
76	TILX191614	5197	3/10/2005	Tank
77	TILX191615	5197	3/10/2005	Tank
78	TILX191616	5197	3/10/2005	Tank
79	TILX191617	5197	3/10/2005	Tank
80	TILX191618	5197	3/10/2005	Tank
81	TILX191619	5197	3/10/2005	Tank
82	TILX191620	5197	3/10/2005	Tank
83	TILX191621	5197	3/10/2005	Tank
84	TILX191622	5197	3/10/2005	Tank
85	TILX191623	5197	3/16/2005	Tank
86	TILX191624	5197	3/10/2005	Tank
87	TILX191625	5197	3/10/2005	Tank
88	TILX191626	5197	3/16/2005	Tank
89	TILX191627	5197	3/10/2005	Tank
90	TILX191628	5197	3/10/2005	Tank

**TRINITY RAIL LEASING II
WAREHOUSE 22nd FUNDING PORTFOLIO**

Exhibit A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
91	TILX191629	5197	3/24/2005	Tank
92	TILX191630	5197	3/10/2005	Tank
93	TILX191631	5197	3/10/2005	Tank
94	TILX191632	5197	3/10/2005	Tank
95	TILX191633	5197	3/10/2005	Tank
96	TILX191634	5197	3/10/2005	Tank
97	TILX191635	5197	3/10/2005	Tank
98	TILX191636	5197	3/10/2005	Tank
99	TILX191637	5197	3/10/2005	Tank
100	TILX191638	5197	3/10/2005	Tank
101	TILX191639	5197	3/10/2005	Tank
102	TILX191640	5197	3/10/2005	Tank
103	TILX191641	5197	3/10/2005	Tank
104	TILX191642	5197	3/16/2005	Tank
105	TILX191643	5197	3/16/2005	Tank
106	TILX191644	5197	3/17/2005	Tank
107	TILX191645	5197	3/17/2005	Tank
108	TILX191646	5197	3/17/2005	Tank
109	TILX191647	5197	3/17/2005	Tank
110	TILX191648	5197	3/17/2005	Tank
111	TILX191649	5197	3/17/2005	Tank
112	TILX191650	5197	3/17/2005	Tank
113	TILX191651	5197	3/18/2005	Tank
114	TILX191652	5197	3/17/2005	Tank
115	TILX191653	5197	3/9/2005	Tank
116	TILX191654	5197	2/28/2005	Tank
117	TILX191655	5197	2/28/2005	Tank
118	TILX191656	5197	3/11/2005	Tank
119	TILX191657	5197	2/28/2005	Tank
120	TILX191658	5197	3/10/2005	Tank
121	TILX191659	5197	2/28/2005	Tank
122	TILX191660	5197	2/28/2005	Tank
123	TILX191661	5197	3/3/2005	Tank
124	TILX191662	5197	2/28/2005	Tank
125	TILX191663	5197	3/11/2005	Tank
126	TILX191664	5197	3/7/2005	Tank
127	TILX191665	5197	2/28/2005	Tank
128	TILX191666	5197	3/9/2005	Tank
129	TILX191667	5197	2/28/2005	Tank
130	TILX191668	5197	3/3/2005	Tank
131	TILX191669	5197	3/4/2005	Tank
132	TILX191670	5197	3/3/2005	Tank
133	TILX191671	5197	3/3/2005	Tank
134	TILX191672	5197	3/7/2005	Tank
135	TILX191673	5197	3/3/2005	Tank

**TRINITY RAIL LEASING II
WAREHOUSE 22nd FUNDING PORTFOLIO**

Exhibit A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
136	TILX191674	5197	3/9/2005	Tank
137	TILX191675	5197	3/4/2005	Tank
138	TILX191676	5197	3/10/2005	Tank
139	TILX191677	5197	3/3/2005	Tank
140	TILX191978	9441	2/28/2005	Tank
141	TILX191979	9441	2/25/2005	Tank
142	TILX191980	9441	2/25/2005	Tank
143	TILX191981	9441	3/11/2005	Tank
144	TILX191982	9441	3/10/2005	Tank
145	TILX191983	9441	2/25/2005	Tank
146	TILX191984	9441	2/25/2005	Tank
147	TILX191985	9441	2/25/2005	Tank
148	TILX191986	9441	2/28/2005	Tank
149	TILX191987	9441	3/2/2005	Tank
150	TILX191988	9441	3/2/2005	Tank
151	TILX191989	9441	3/7/2005	Tank
152	TILX191990	9441	3/10/2005	Tank
153	TILX191991	9441	3/11/2005	Tank
154	TILX191992	9441	2/28/2005	Tank
155	TILX191993	9441	3/2/2005	Tank
156	TILX191994	9441	3/2/2005	Tank
157	TILX191995	9441	2/28/2005	Tank
158	TILX191996	9441	2/28/2005	Tank
159	TILX191997	9441	3/3/2005	Tank
160	TILX191998	9441	3/4/2005	Tank
161	TILX191999	9441	3/4/2005	Tank
162	TILX192000	9441	3/7/2005	Tank
163	TILX192001	9441	3/7/2005	Tank
164	TILX192002	9441	3/7/2005	Tank
165	TILX192003	9441	3/17/2005	Tank
166	TILX192004	9441	3/7/2005	Tank
167	TILX192005	9441	3/11/2005	Tank
168	TILX192006	9441	3/11/2005	Tank
169	TILX192007	9441	3/7/2005	Tank
170	TILX192008	9441	3/9/2005	Tank
171	TILX192009	9441	3/7/2005	Tank
172	TILX192010	9441	3/9/2005	Tank
173	TILX192011	9441	3/16/2005	Tank
174	TILX192012	9441	3/9/2005	Tank
175	TILX192013	9441	3/9/2005	Tank
176	TILX192014	9441	3/16/2005	Tank
177	TILX192015	9441	3/16/2005	Tank
178	TILX192016	9441	3/11/2005	Tank
179	TILX192017	9441	3/16/2005	Tank
180	TILX192018	9441	3/9/2005	Tank

**TRINITY RAIL LEASING II
WAREHOUSE 22nd FUNDING PORTFOLIO**

Exhibit A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
181	TILX192019	9441	3/16/2005	Tank
182	TILX192020	9441	3/16/2005	Tank
183	TILX192021	9441	3/16/2005	Tank
184	TILX192022	9441	3/16/2005	Tank
185	TILX200266	33800	3/24/2005	Tank
186	TILX200267	33800	3/16/2005	Tank
187	TILX200268	33800	3/29/2005	Tank
188	TILX200269	33800	3/29/2005	Tank
189	TILX200270	33800	3/17/2005	Tank
190	TILX200271	33800	3/21/2005	Tank
191	TILX200272	33800	3/17/2005	Tank
192	TILX200273	33800	3/16/2005	Tank
193	TILX200274	33800	3/22/2005	Tank
194	TILX200275	33800	3/21/2005	Tank
195	TILX200276	33800	3/21/2005	Tank
196	TILX200277	33800	3/18/2005	Tank
197	TILX200278	33800	3/24/2005	Tank
198	TILX200279	33800	3/21/2005	Tank
199	TILX200280	33800	3/22/2005	Tank
200	TILX200281	33800	3/21/2005	Tank
201	TILX200282	33800	3/22/2005	Tank
202	TILX200283	33800	3/29/2005	Tank
203	TILX200284	33800	3/21/2005	Tank
204	TILX200285	33800	3/17/2005	Tank
205	TILX200286	33800	3/16/2005	Tank
206	TILX200287	33800	3/21/2005	Tank
207	TILX200288	33800	3/21/2005	Tank
208	TILX200289	33800	3/16/2005	Tank
209	TILX200290	33800	3/17/2005	Tank
210	TILX200291	33800	3/24/2005	Tank
211	TILX200292	33800	3/21/2005	Tank
212	TILX200293	33800	3/21/2005	Tank
213	TILX200294	33800	3/16/2005	Tank
214	TILX200295	33800	3/16/2005	Tank
215	TILX250598	42433	2/14/2005	Tank
216	TILX250599	42433	2/17/2005	Tank
217	TILX250600	42433	2/17/2005	Tank
218	TILX250601	42433	2/23/2005	Tank
219	TILX250602	42433	2/14/2005	Tank
220	TILX250603	42433	2/17/2005	Tank
221	TILX250604	42433	2/17/2005	Tank
222	TILX250605	42433	2/14/2005	Tank
223	TILX250606	42433	2/17/2005	Tank
224	TILX250607	42433	2/14/2005	Tank
225	TILX250753	42433	2/25/2005	Tank

**TRINITY RAIL LEASING II
WAREHOUSE 22nd FUNDING PORTFOLIO**

Exhibit A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
226	TILX250754	42433	2/22/2005	Tank
227	TILX250755	42433	2/14/2005	Tank
228	TILX250756	42433	2/17/2005	Tank
229	TILX250757	42433	2/25/2005	Tank
230	TILX250758	42433	2/23/2005	Tank
231	TILX250759	42433	2/16/2005	Tank
232	TILX250760	42433	2/15/2005	Tank
233	TILX250761	42433	2/22/2005	Tank
234	TILX250762	42433	2/23/2005	Tank
235	TILX250763	42433	2/22/2005	Tank
236	TILX250764	42433	2/25/2005	Tank
237	TILX250765	42433	2/25/2005	Tank
238	TILX250766	42433	2/25/2005	Tank
239	TILX250767	42433	2/17/2005	Tank
240	TILX250768	42433	2/25/2005	Tank
241	TILX250769	42433	2/25/2005	Tank
242	TILX250770	42433	2/25/2005	Tank
243	TILX250771	42433	2/28/2005	Tank
244	TILX250772	42433	2/17/2005	Tank
245	TILX261321	12317	3/21/2005	Tank
246	TILX261322	12317	3/18/2005	Tank
247	TILX261323	12317	3/17/2005	Tank
248	TILX261324	12317	3/31/2005	Tank
249	TILX261325	12317	3/23/2005	Tank
250	TILX261326	12317	3/23/2005	Tank
251	TILX261327	12317	3/17/2005	Tank
252	TILX261328	12317	3/18/2005	Tank
253	TILX261329	12317	3/17/2005	Tank
254	TILX261330	12317	3/31/2005	Tank
255	TILX261331	12317	3/17/2005	Tank
256	TILX261332	12317	3/17/2005	Tank
257	TILX261333	12317	3/23/2005	Tank
258	TILX261334	12317	3/24/2005	Tank
259	TILX261335	12317	3/23/2005	Tank
260	TILX261346	3075	3/23/2005	Tank
261	TILX261347	3075	3/23/2005	Tank
262	TILX261348	3075	3/23/2005	Tank
263	TILX261349	3075	3/23/2005	Tank
264	TILX261350	3075	3/30/2005	Tank
265	TILX261351	3075	3/23/2005	Tank
266	TILX261352	3075	3/23/2005	Tank
267	TILX261353	3075	3/23/2005	Tank
268	TILX261354	3075	3/23/2005	Tank
269	TILX261355	3075	3/23/2005	Tank
270	TILX261356	3075	3/23/2005	Tank

**TRINITY RAIL LEASING II
WAREHOUSE 22nd FUNDING PORTFOLIO**

Exhibit A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
271	TILX261357	3075	3/30/2005	Tank
272	TILX261358	3075	3/23/2005	Tank
273	TILX261359	3075	3/23/2005	Tank
274	TILX261360	3075	3/23/2005	Tank
275	TILX261361	3075	3/23/2005	Tank
276	TILX261362	3075	3/23/2005	Tank
277	TILX261363	3075	3/30/2005	Tank
278	TILX261364	3075	3/23/2005	Tank
279	TILX261365	3075	3/23/2005	Tank
280	TILX261366	3075	3/23/2005	Tank
281	TILX261367	3075	3/23/2005	Tank
282	TILX261368	3075	3/30/2005	Tank
283	TILX261369	3075	3/23/2005	Tank
284	TILX261370	3075	3/23/2005	Tank
285	TILX400677	2624	2/15/2005	Tank
286	TILX400678	2624	2/15/2005	Tank
287	TILX400679	2624	2/14/2005	Tank
288	TILX400680	2624	2/14/2005	Tank
289	TILX400681	2624	2/17/2005	Tank
290	TILX400682	2624	3/11/2005	Tank
291	TILX400683	2624	3/31/2005	Tank
292	TILX400684	2624	2/15/2005	Tank
293	TILX400685	2624	3/23/2005	Tank
294	TILX400686	2624	2/25/2005	Tank
295	TILX400687	2624	2/16/2005	Tank
296	TILX400688	2624	2/22/2005	Tank
297	TILX400689	2624	2/25/2005	Tank
298	TILX400690	2624	2/22/2005	Tank
299	TILX400691	2624	2/22/2005	Tank
300	TILX400692	2624	2/28/2005	Tank
301	TILX400693	2624	3/7/2005	Tank
302	TILX400694	2624	3/16/2005	Tank
303	TILX400695	2624	3/16/2005	Tank
304	TILX400696	2624	3/16/2005	Tank
305	TILX400697	2624	3/16/2005	Tank
306	TILX400698	2624	3/16/2005	Tank
307	TILX400699	2624	3/16/2005	Tank
308	TILX400700	2624	3/16/2005	Tank
309	TILX400701	2624	3/24/2005	Tank

**TRINITY RAIL LEASING II
WAREHOUSE 22nd FUNDING PORTFOLIO**

Exhibit B

<u>Lessee Number</u>	<u>Lessee</u>	<u>Rider Number</u>
1321	AG PROCESSING INC	5
2624	BOC GASES	8
3075	CALUMET LUBRICANTS CO.	6
5197	ETHANOL PRODUCTS LLC	7
9441	MUREX, INC.	5
10039	NOVUS INTERNATIONAL, INC.	5
12317	SHELL OIL COMPANY	22
12317	SHELL OIL COMPANY	25
33800	CELANESE LTD	4
42433	FLINT HILLS	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:

5/17/05



Robert W. Alvord