RECORDATION NO. 25778-A FILED

AUG 18 '05 3-53 PM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

August 18, 2005

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

Re: Warehouse 24th 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 June 15, 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

RECORDATION NO. 25778-A FILED

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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 10th day of August, 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 10th day of August, 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 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 10th day of August, 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

TRINITY RAIL LEASING II
WAREHOUSE 24th FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
154	LAFX050154	8074	5/31/2005	Freight
155	LAFX050155	8074	5/31/2005	Freight
156	LAFX050156	8074	5/31/2005	Freight
157	LAFX050157	8074	5/31/2005	Freight
158	LAFX050158	8074	5/31/2005	Freight
159	LAFX050159	8074	5/31/2005	Freight
160	LAFX050160	8074	5/31/2005	Freight
161	LAFX050161	8074	5/31/2005	Freight
162	LAFX050162	8074	5/31/2005	Freight
163	LAFX050163	8074	5/31/2005	Freight
164	LAFX050164	8074	5/31/2005	Freight
165	LAFX050165	8074	5/31/2005	Freight
166	LAFX050166	8074	5/31/2005	Freight
167	LAFX050167	8074	5/31/2005	Freight
168	LAFX050168	8074	5/31/2005	Freight
169	LAFX050169	8074	5/31/2005	Freight
170	LAFX050170	8074	5/31/2005	Freight
171	LAFX050171	8074	5/31/2005	Freight
172	LAFX050172	8074	5/31/2005	Freight
173	LAFX050173	8074	5/31/2005	Freight
174	LAFX050174	8074	5/31/2005	Freight
175	LAFX050175	8074	5/31/2005	Freight
176	LAFX050176	8074	5/31/2005	Freight
177	LAFX050177	8074	5/31/2005	Freight
178	LAFX050178	8074	5/31/2005	Freight
179	LAFX050179	8074	5/31/2005	Freight
180	LAFX050180	8074	5/31/2005	Freight
181	LAFX050181	8074	5/31/2005	Freight
182	LAFX050182	8074	5/31/2005	Freight
183	LAFX050183	8074	5/31/2005	Freight
184	LAFX050184	8074	5/31/2005	Freight
185	LAFX050185	8074	5/31/2005	Freight
186	LAFX050186	8074	5/31/2005	Freight
187	LAFX050187	8074	5/31/2005	Freight
188	LAFX050188	8074	5/31/2005	Freight
189	LAFX050189	8074	5/31/2005	Freight
190	LAFX050190	8074	5/31/2005	Freight
191	LAFX050191	8074	5/31/2005	Freight
192	LAFX050192	8074	5/31/2005	Freight
193	LAFX050193	8074	5/31/2005	Freight
194	LAFX050194	8074	5/31/2005	Freight
195	LAFX050195	8074	5/31/2005	Freight
196	LAFX050196	8074	5/31/2005	Freight
197	LAFX050197	8074	5/31/2005	Freight
198	LAFX050198	8074	5/31/2005	Freight
199	LAFX050199	8074	5/31/2005	Freight
200	LAFX050200	8074	5/31/2005	Freight
201	LAFX050201	8074	5/31/2005	Freight
202	LAFX050202	8074	5/31/2005	Freight
203	LAFX050203	8074	5/31/2005	Freight
204	LAFX050204	8074	5/31/2005	Freight

TRINITY RAIL LEASING II
WAREHOUSE 24th FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
205	LAFX050205	8074	5/31/2005	Freight
206	LAFX050206	8074	5/31/2005	Freight
207	LAFX050207	8074	5/31/2005	Freight
208	LAFX050208	8074	5/31/2005	Freight
209	LAFX050209	8074	5/31/2005	Freight
210	LAFX050210	8074	5/31/2005	Freight
211	LAFX050211	8074	5/31/2005	Freight
212	LAFX050212	8074	5/31/2005	Freight
213	LAFX050213	8074	6/10/2005	Freight
214	LAFX050214	8074	5/31/2005	Freight
215	LAFX050215	8074	5/31/2005	Freight
216	LAFX050216	8074	5/31/2005	Freight
217	LAFX050217	8074	5/31/2005	Freight
218	LAFX050218	8074	5/31/2005	Freight
219	LAFX050219	8074	5/31/2005	Freight
220	LAFX050220	8074	5/31/2005	Freight
221	LAFX050221	8074	5/31/2005	Freight
222	LAFX050222	8074	5/31/2005	Freight
223	LAFX050223	8074	6/10/2005	Freight
224	LAFX050224	8074	6/23/2005	Freight
225	LAFX050225	8074	5/31/2005	Freight
226	LAFX050226	8074	6/17/2005	Freight
227	LAFX050227	8074	6/28/2005	Freight
228	LAFX050228	8074	6/17/2005	Freight
229	LAFX050229	8074	6/20/2005	Freight
230	LAFX050230	8074	6/23/2005	Freight
231	LAFX050231	8074	6/15/2005	Freight
232	LAFX050232	8074	6/23/2005	Freight
233	LAFX050233	8074	6/15/2005	Freight
234	LAFX050234	8074	6/20/2005	Freight
235	LAFX050235	8074	6/15/2005	Freight
236	LAFX050236	8074	6/15/2005	Freight
237	LAFX050237	8074	6/23/2005	Freight
238	LAFX050238	8074	6/17/2005	Freight
239	LAFX050239	8074	6/20/2005	Freight
240	LAFX050240	8074	6/23/2005	Freight
241	LAFX050241	8074	6/20/2005	Freight
242	LAFX050242	8074	6/17/2005	Freight
243	LAFX050243	8074	6/17/2005	Freight
244	LAFX050244	8074	6/17/2005	Freight
245	LAFX050245	8074	6/17/2005	Freight
246	LAFX050246	8074	6/17/2005	Freight
247	LAFX050247	8074	6/23/2005	Freight
248	LAFX050248	8074	6/20/2005	Freight
249	LAFX050249	8074	6/20/2005	Freight
250	LAFX050250	8074	6/20/2005	Freight
251	LAFX050251	8074	6/23/2005	Freight
252	LAFX050252	8074	6/20/2005	Freight
253	LAFX050253	8074	6/23/2005	Freight
254	LAFX050254	8074	6/28/2005	Freight
255	LAFX050255	8074	6/28/2005	Freight

TRINITY RAIL LEASING II
WAREHOUSE 24th FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
256	LAFX050256	8074	6/28/2005	Freight
257	LAFX050257	8074	6/23/2005	Freight
258	LAFX050258	8074	6/28/2005	Freight
259	LAFX050259	8074	6/28/2005	Freight
260	LAFX050260	8074	6/28/2005	Freight
261	LAFX050261	8074	6/28/2005	Freight
262	LAFX050262	8074	6/28/2005	Freight
263	LAFX050263	8074	6/28/2005	Freight
264	LAFX050264	8074	6/28/2005	Freight
265	LAFX050265	8074	6/28/2005	Freight
266	LAFX050266	8074	6/23/2005	Freight
267	LAFX050267	8074	6/28/2005	Freight
268	LAFX050268	8074	6/28/2005	Freight
269	LAFX050269	8074	6/28/2005	Freight
270	LAFX050270	8074	6/23/2005	Freight
271	LAFX050271	8074	6/23/2005	Freight
272	LAFX050272	8074	6/28/2005	Freight
273	LAFX050273	8074	6/28/2005	Freight
274	LAFX050274	8074	6/23/2005	Freight
275	LAFX050275	8074	6/28/2005	Freight
276	TILX016355	7444	7/1/2000	Tank
277	TILX016356	7444	7/1/2000	Tank
278	TILX032355	53939	6/10/2005	Freight
279	TILX032356	53939	6/10/2005	Freight
280	TILX032357	53939	6/10/2005	Freight
281	TILX032358	53939	6/10/2005	Freight
282	TILX032359	53939	6/10/2005	Freight
283	TILX032360	53939	6/10/2005	Freight
284	TILX032361	53939	6/10/2005	Freight
285	TILX032362	53939	6/10/2005	Freight
286	TILX032363	53939	6/10/2005	Freight
287	TILX032364	53939	6/10/2005	Freight
288	TILX032365	53939	6/10/2005	Freight
289	TILX032366	53939	6/10/2005	Freight
290	TILX032367	53939	6/10/2005	Freight
291	TILX032368	53939	6/10/2005	Freight
292	TILX032369	53939	6/10/2005	Freight
293	TILX032370	53939	6/10/2005	Freight
294	TILX032371	53939	6/10/2005	Freight
295	TILX032372	53939	6/10/2005	Freight
296	TILX032373	53939	6/10/2005	Freight
297	TILX032374	53939	6/10/2005	Freight
298	TILX032375	53939	6/10/2005	Freight
299	TILX032376	53939	6/10/2005	Freight
300	TILX032377	53939	6/10/2005	Freight
301	TILX032378	53939	6/10/2005	Freight
302	TILX032379	53939	6/10/2005	Freight
303	TILX100585	11656	6/7/2005	Tank
304	TILX100586	11656	6/10/2005	Tank
305	TILX100587	11656	6/10/2005	Tank
306	TILX100588	11656	6/7/2005	Tank

TRINITY RAIL LEASING II
WAREHOUSE 24th FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
307	TILX100589	11656	5/31/2005	Tank
308	TILX100590	11656	6/28/2005	Tank
309	TILX100591	11656	6/7/2005	Tank
310	TILX100592	11656	5/31/2005	Tank
311	TILX100593	11656	5/31/2005	Tank
312	TILX100594	11656	5/31/2005	Tank
313	TILX100595	11656	6/7/2005	Tank
314	TILX100596	11656	5/31/2005	Tank
315	TILX100597	11656	5/31/2005	Tank
316	TILX100598	11656	6/7/2005	Tank
317	TILX100599	11656	6/7/2005	Tank
318	TILX100600	11656	5/31/2005	Tank
319	TILX100601	11656	5/31/2005	Tank
320	TILX100602	11656	6/7/2005	Tank
321	TILX100603	11656	6/7/2005	Tank
322	TILX100604	11656	6/10/2005	Tank
323	TILX100605	11656	5/31/2005	Tank
324	TILX100606	11656	6/16/2005	Tank
325	TILX100607	11656	6/9/2005	Tank
326	TILX100608	11656	6/7/2005	Tank
327	TILX100609	11656	5/31/2005	Tank
328	TILX100610	11656	6/14/2005	Tank
329	TILX100611	11656	6/7/2005	Tank
330	TILX100612	11656	6/7/2005	Tank
331	TILX100613	11656	5/31/2005	Tank
332	TILX100614	11656	5/31/2005	Tank
333	TILX100615	11656	5/31/2005	Tank
334	TILX100616	11656	5/31/2005	Tank
335	TILX100617	11656	5/31/2005	Tank
336	TILX100618	11656	6/7/2005	Tank
337	TILX100619	11656	6/7/2005	Tank
338	TILX100620	11656	5/31/2005	Tank
339	TILX100621	11656	6/7/2005	Tank
340	TILX100622	11656	6/14/2005	Tank
341	TILX100623	11656	6/9/2005	Tank
342	TILX100624	11656	6/7/2005	Tank
343	TILX100625	11656	6/10/2005	Tank
344	TILX100626	11656	6/21/2005	Tank
345	TILX100627	11656	6/14/2005	Tank
346	TILX100628	11656	6/16/2005	Tank
347	TILX100629	11656	6/21/2005	Tank
348	TILX100630	11656	6/24/2005	Tank
349	TILX100631	11656	6/16/2005	Tank
350	TILX100632	11656	6/21/2005	Tank
351	TILX100633	11656	6/17/2005	Tank
352	TILX100634	11656	6/17/2005	Tank
353	TILX100635	11656	6/21/2005	Tank
354	TILX100636	11656	6/17/2005	Tank
355	TILX100637	11656	6/21/2005	Tank
356	TILX100638	11656	6/21/2005	Tank
357	TILX100639	11656	6/24/2005	Tank

TRINITY RAIL LEASING II
WAREHOUSE 24th FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
358	TILX100640	11656	6/28/2005	Tank
359	TILX100641	11656	6/23/2005	Tank
360	TILX100642	11656	6/24/2005	Tank
361	TILX100643	11656	6/23/2005	Tank
362	TILX100644	11656	6/23/2005	Tank
363	TILX191377	12848	4/19/2005	Tank
364	TILX191378	12848	4/19/2005	Tank
365	TILX191379	12848	4/19/2005	Tank
366	TILX191380	12848	4/19/2005	Tank
367	TILX191381	12848	4/19/2005	Tank
368	TILX191382	3967	4/19/2005	Tank
369	TILX191383	3967	4/19/2005	Tank
370	TILX191384	3967	4/19/2005	Tank
371	TILX191385	3967	4/19/2005	Tank
372	TILX191386	3967	4/19/2005	Tank
373	TILX191387	3967	4/19/2005	Tank
374	TILX191388	3967	4/19/2005	Tank
375	TILX191389	3967	4/19/2005	Tank
376	TILX191390	3967	4/19/2005	Tank
377	TILX191391	3967	4/19/2005	Tank
378	TILX191392	3967	4/19/2005	Tank
379	TILX191393	3967	4/19/2005	Tank
380	TILX191394	3967	4/19/2005	Tank
381	TILX191395	3967	4/25/2005	Tank
382	TILX191396	3967	4/19/2005	Tank
383	TILX191678	42573	3/29/2005	Tank
384	TILX191679	42573	3/29/2005	Tank
385	TILX191680	42573	3/29/2005	Tank
386	TILX191681	42573	3/29/2005	Tank
387	TILX191682	42573	3/29/2005	Tank
388	TILX191683	42573	3/24/2005	Tank
389	TILX191684	42573	3/29/2005	Tank
390	TILX191685	42573	3/24/2005	Tank
391	TILX191686	42573	3/24/2005	Tank
392	TILX191687	42573	3/24/2005	Tank
393	TILX191688	42573	3/29/2005	Tank
394	TILX191689	42573	3/29/2005	Tank
395	TILX191690	42573	3/24/2005	Tank
396	TILX191691	42573	3/24/2005	Tank
397	TILX191692	42573	3/24/2005	Tank
398	TILX191693	42573	3/29/2005	Tank
399	TILX191694	42573	3/24/2005	Tank
400	TILX191695	42573	3/24/2005	Tank
401	TILX191696	42573	3/29/2005	Tank
402	TILX191697	42573	3/29/2005	Tank
403	TILX191698	42573	3/29/2005	Tank
404	TILX191699	42573	3/24/2005	Tank
405	TILX191700	42573	3/29/2005	Tank
406	TILX191701	42573	3/30/2005	Tank
407	TILX191702	42573	5/3/2005	Tank
408	TILX191703	42573	3/30/2005	Tank

TRINITY RAIL LEASING II
WAREHOUSE 24th FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
409	TILX191704	42573	3/30/2005	Tank
410	TILX191705	42573	4/19/2005	Tank
411	TILX191706	42573	5/3/2005	Tank
412	TILX191707	42573	5/3/2005	Tank
413	TILX191708	42573	3/29/2005	Tank
414	TILX191709	42573	3/29/2005	Tank
415	TILX191710	42573	3/24/2005	Tank
416	TILX191711	42573	3/29/2005	Tank
417	TILX191712	42573	4/19/2005	Tank
418	TILX191713	42573	3/30/2005	Tank
419	TILX191714	42573	4/19/2005	Tank
420	TILX191715	42573	4/19/2005	Tank
421	TILX191716	42573	4/19/2005	Tank
422	TILX191717	42573	4/19/2005	Tank
423	TILX191718	42573	3/24/2005	Tank
424	TILX191719	42573	5/3/2005	Tank
425	TILX191720	42573	4/19/2005	Tank
426	TILX191721	42573	4/19/2005	Tank
427	TILX191722	42573	4/19/2005	Tank
428	TILX191723	42573	4/19/2005	Tank
429	TILX191724	42573	4/19/2005	Tank
430	TILX191725	42573	5/3/2005	Tank
431	TILX191726	42573	5/3/2005	Tank
432	TILX191727	42573	5/3/2005	Tank
433	TILX191728	42573	3/29/2005	Tank
434	TILX191729	42573	5/3/2005	Tank
435	TILX191730	42573	3/30/2005	Tank
436	TILX191731	42573	3/29/2005	Tank
437	TILX191732	42573	3/29/2005	Tank
438	TILX191733	42573	3/29/2005	Tank
439	TILX191734	42573	4/19/2005	Tank
440	TILX191735	42573	3/29/2005	Tank
441	TILX191736	42573	3/29/2005	Tank
442	TILX191737	42573	5/3/2005	Tank
443	TILX191738	42573	3/24/2005	Tank
444	TILX191739	42573	5/3/2005	Tank
445	TILX191740	42573	5/3/2005	Tank
446	TILX191741	42573	5/3/2005	Tank
447	TILX191742	42573	4/19/2005	Tank
448	TILX191743	42573	4/19/2005	Tank
449	TILX191744	42573	5/3/2005	Tank
450	TILX191745	42573	4/19/2005	Tank
451	TILX191746	42573	4/19/2005	Tank
452	TILX191747	42573	4/19/2005	Tank
453	TILX191748	42573	4/19/2005	Tank
454	TILX191749	42573	4/19/2005	Tank
455	TILX191750	42573	4/19/2005	Tank
456	TILX191751	42573	5/3/2005	Tank
457	TILX191752	42573	4/19/2005	Tank
458	TILX191753	42573	4/19/2005	Tank
459	TILX191754	42573	4/19/2005	Tank

TRINITY RAIL LEASING II
WAREHOUSE 24th FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
460	TILX191755	42573	4/19/2005	Tank
461	TILX191756	42573	4/19/2005	Tank
462	TILX191757	42573	4/19/2005	Tank
463	TILX191758	42573	4/19/2005	Tank
464	TILX191759	42573	4/19/2005	Tank
465	TILX191760	42573	4/19/2005	Tank
466	TILX191761	42573	4/19/2005	Tank
467	TILX191762	42573	4/19/2005	Tank
468	TILX191763	42573	4/19/2005	Tank
469	TILX191764	42573	4/19/2005	Tank
470	TILX191765	42573	4/19/2005	Tank
471	TILX191766	42573	4/19/2005	Tank
472	TILX191768	42573	5/3/2005	Tank
473	TILX191868	42573	5/25/2005	Tank
474	TILX191869	42573	5/25/2005	Tank
475	TILX191870	42573	5/25/2005	Tank
476	TILX191871	42573	6/13/2005	Tank
477	TILX191872	42573	5/25/2005	Tank
478	TILX191873	42573	5/25/2005	Tank
479	TILX191874	42573	5/25/2005	Tank
480	TILX191875	42573	5/25/2005	Tank
481	TILX191876	42573	6/13/2005	Tank
482	TILX191877	42573	5/25/2005	Tank
483	TILX250788	1321	5/10/2005	Tank
484	TILX250789	1321	5/12/2005	Tank
485	TILX250790	1321	5/6/2005	Tank
486	TILX250791	1321	5/3/2005	Tank
487	TILX250792	1321	5/3/2005	Tank
488	TILX250793	1321	4/26/2005	Tank
489	TILX250794	1321	5/10/2005	Tank
490	TILX250795	1321	5/10/2005	Tank
491	TILX250796	1321	5/5/2005	Tank
492	TILX250797	1321	5/6/2005	Tank
493	TILX250798	1321	5/10/2005	Tank
494	TILX250799	1321	5/10/2005	Tank
495	TILX250800	1321	4/26/2005	Tank
496	TILX250801	1321	4/26/2005	Tank
497	TILX250802	1321	5/10/2005	Tank
498	TILX250803	1321	4/27/2005	Tank
499	TILX250804	1321	4/26/2005	Tank
500	TILX250805	1321	4/29/2005	Tank
501	TILX250806	1321	4/27/2005	Tank
502	TILX250807	1321	4/27/2005	Tank
503	TILX250808	1321	4/27/2005	Tank
504	TILX250809	1321	5/10/2005	Tank
505	TILX250810	1321	4/29/2005	Tank
506	TILX250811	1321	5/3/2005	Tank
507	TILX250812	1321	5/3/2005	Tank
508	TILX250813	1321	5/6/2005	Tank
509	TILX250814	1321	5/3/2005	Tank
510	TILX250815	1321	5/3/2005	Tank

TRINITY RAIL LEASING II
WAREHOUSE 24th FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
511	TILX250816	1321	5/3/2005	Tank
512	TILX250817	1321	5/4/2005	Tank
513	TILX250818	1321	5/6/2005	Tank
514	TILX250819	1321	5/5/2005	Tank
515	TILX250820	1321	5/3/2005	Tank
516	TILX250821	1321	5/3/2005	Tank
517	TILX250822	1321	5/13/2005	Tank
518	TILX250823	1321	5/3/2005	Tank
519	TILX250824	1321	5/10/2005	Tank
520	TILX250825	1321	5/5/2005	Tank
521	TILX250826	1321	5/6/2005	Tank
522	TILX250827	1321	5/13/2005	Tank
523	TILX261421	5166	5/17/2005	Tank
524	TILX261422	5166	5/17/2005	Tank
525	TILX261423	5166	5/23/2005	Tank
526	TILX261424	5166	5/17/2005	Tank
527	TILX261425	5166	5/17/2005	Tank
528	TILX261426	5166	5/23/2005	Tank
529	TILX261427	5166	5/23/2005	Tank
530	TILX261428	5166	5/17/2005	Tank
531	TILX261429	5166	5/26/2005	Tank
532	TILX261430	5166	5/23/2005	Tank
533	TILX261431	5166	5/17/2005	Tank
534	TILX261432	5166	5/23/2005	Tank
535	TILX261433	5166	5/24/2005	Tank
536	TILX261434	5166	5/24/2005	Tank
537	TILX261435	5166	5/26/2005	Tank
538	TILX261436	5166	5/23/2005	Tank
539	TILX261437	5166	5/26/2005	Tank
540	TILX261438	5166	6/7/2005	Tank
541	TILX261439	5166	5/24/2005	Tank
542	TILX261440	5166	6/7/2005	Tank
543	TILX261441	5166	5/26/2005	Tank
544	TILX261442	5166	6/7/2005	Tank
545	TILX261443	5166	6/7/2005	Tank
546	TILX261444	5166	6/7/2005	Tank
547	TILX261445	5166	5/26/2005	Tank
548	TILX261446	5166	6/7/2005	Tank
549	TILX261447	5166	6/7/2005	Tank
550	TILX261448	5166	6/7/2005	Tank
551	TILX261449	5166	6/7/2005	Tank
552	TILX261450	5166	6/7/2005	Tank
553	TILX261451	5166	6/10/2005	Tank
554	TILX261452	5166	6/7/2005	Tank
555	TILX261453	5166	6/10/2005	Tank
556	TILX261454	5166	6/10/2005	Tank
557	TILX261455	5166	6/7/2005	Tank
558	TILX261456	5166	6/7/2005	Tank
559	TILX261457	5166	6/7/2005	Tank
560	TILX261458	5166	6/10/2005	Tank
561	TILX261459	5166	6/16/2005	Tank

TRINITY RAIL LEASING II
WAREHOUSE 24th FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
562	TILX261460	5166	6/10/2005	Tank
563	TILX400762	2624	4/19/2005	Tank
564	TILX400763	2624	4/11/2005	Tank
565	TILX400764	2624	4/11/2005	Tank
566	TILX400765	2624	4/13/2005	Tank
567	TILX400766	2624	4/19/2005	Tank
568	TILX400767	2624	4/19/2005	Tank
569	TILX400768	2624	4/12/2005	Tank
570	TILX400769	2624	4/11/2005	Tank
571	TILX400770	2624	5/4/2005	Tank
572	TILX400771	2624	4/11/2005	Tank
573	TILX400772	2624	4/25/2005	Tank
574	TILX400773	2624	4/19/2005	Tank
575	TILX400774	2624	4/11/2005	Tank
576	TILX400775	2624	4/11/2005	Tank
577	TILX400776	2624	4/26/2005	Tank
578	TILX400777	2624	4/12/2005	Tank
579	TILX400778	2624	4/11/2005	Tank
580	TILX400779	2624	4/13/2005	Tank
581	TILX400780	2624	4/13/2005	Tank
582	TILX400781	2624	4/12/2005	Tank
583	TILX400782	2624	4/19/2005	Tank
584	TILX400783	2624	5/3/2005	Tank
585	TILX400784	2624	4/12/2005	Tank
586	TILX400785	2624	4/13/2005	Tank
587	TILX400786	2624	5/4/2005	Tank
588	TILX400787	2624	4/25/2005	Tank
589	TILX400788	2624	5/4/2005	Tank
590	TILX400789	2624	4/25/2005	Tank
591	TILX400790	2624	4/25/2005	Tank
592	TILX400791	2624	4/14/2005	Tank
593	TILX400792	2624	4/14/2005	Tank
594	TILX400793	2624	5/17/2005	Tank
595	TILX400794	2624	4/26/2005	Tank
596	TILX400795	2624	4/25/2005	Tank
597	TILX400796	2624	4/25/2005	Tank
598	TILX400797	2624	4/25/2005	Tank
599	TILX400798	2624	5/10/2005	Tank
600	TILX400799	2624	5/10/2005	Tank
601	TILX400800	2624	4/25/2005	Tank
602	TILX400801	2624	5/4/2005	Tank
603	TILX400802	2624	4/26/2005	Tank
604	TILX400803	2624	4/29/2005	Tank
605	TILX400804	2624	5/10/2005	Tank
606	TILX400805	2624	5/10/2005	Tank
607	TILX400806	2624	4/25/2005	Tank
608	TILX400807	2624	5/10/2005	Tank
609	TILX400808	2624	5/3/2005	Tank
610	TILX400809	2624	4/29/2005	Tank
611	TILX400810	2624	5/10/2005	Tank
612	TILX400811	2624	5/10/2005	Tank

TRINITY RAIL LEASING II
WAREHOUSE 24th FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
613	TILX400812	2624	5/6/2005	Tank
614	TILX400813	2624	5/10/2005	Tank
615	TILX400814	2624	5/17/2005	Tank
616	TILX400815	2624	5/11/2005	Tank
617	TILX400816	2624	6/15/2005	Tank
618	TILX400817	2624	6/10/2005	Tank
619	TILX636433	49963	5/31/2005	Freight
620	TILX636434	49963	5/31/2005	Freight
621	TILX636435	49963	5/31/2005	Freight
622	TILX636436	49963	5/31/2005	Freight
623	TILX636437	49963	5/31/2005	Freight
624	TILX636438	49963	5/31/2005	Freight
625	TILX636439	49963	5/31/2005	Freight
626	TILX636440	49963	5/31/2005	Freight
627	TILX636441	49963	5/31/2005	Freight
628	TILX636442	49963	5/31/2005	Freight
629	TILX636443	49963	5/31/2005	Freight
630	TILX636444	49963	5/31/2005	Freight
631	TILX636445	49963	5/31/2005	Freight
632	TILX636446	49963	5/31/2005	Freight
633	TILX636447	49963	5/31/2005	Freight
634	TILX636448	49963	5/31/2005	Freight
635	TILX636449	49963	5/31/2005	Freight
636	TILX636450	49963	5/31/2005	Freight
637	TILX636451	49963	5/31/2005	Freight
638	TILX636452	49963	5/31/2005	Freight
639	TILX636453	49963	5/31/2005	Freight
640	TILX636454	49963	5/31/2005	Freight
641	TILX636455	49963	5/31/2005	Freight
642	TILX636456	49963	5/31/2005	Freight
643	TILX636457	49963	5/31/2005	Freight
644	TILX636458	49963	5/31/2005	Freight
645	TILX636459	49963	5/31/2005	Freight
646	TILX636460	49963	5/31/2005	Freight
647	TILX636461	49963	5/31/2005	Freight
648	TILX636462	49963	5/31/2005	Freight
649	TILX636463	49963	5/31/2005	Freight
650	TILX636464	49963	5/31/2005	Freight
651	TILX636465	49963	5/31/2005	Freight
652	TILX636466	49963	5/31/2005	Freight
653	TILX636467	49963	5/31/2005	Freight
654	TILX636468	49963	5/31/2005	Freight
655	TILX636469	49963	5/31/2005	Freight
656	TILX636470	49963	5/31/2005	Freight
657	TILX636471	49963	5/31/2005	Freight
658	TILX636472	49963	5/31/2005	Freight
659	TILX636473	49963	5/31/2005	Freight
660	TILX636474	49963	5/31/2005	Freight
661	TILX636475	49963	5/31/2005	Freight
662	TILX636476	49963	5/31/2005	Freight
663	TILX636477	49963	5/31/2005	Freight

TRINITY RAIL LEASING II
WAREHOUSE 24th FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
664	TILX636478	49963	5/31/2005	Freight
665	TILX636479	49963	5/31/2005	Freight
666	TILX636480	49963	5/31/2005	Freight
667	TILX636481	49963	5/31/2005	Freight
668	TILX636482	49963	5/31/2005	Freight
669	TILX636483	49963	5/31/2005	Freight
670	TILX636484	49963	5/31/2005	Freight
671	TILX636485	49963	5/31/2005	Freight
672	TILX636486	49963	5/31/2005	Freight
673	TILX636487	49963	5/31/2005	Freight
674	TILX636488	49963	5/31/2005	Freight
675	TILX636489	49963	5/31/2005	Freight
676	TILX636490	49963	5/31/2005	Freight
677	TILX636491	49963	5/31/2005	Freight
678	TILX636492	49963	5/31/2005	Freight
679	TILX636493	49963	5/31/2005	Freight
680	TILX636494	49963	5/31/2005	Freight
681	TILX636495	49963	5/31/2005	Freight
682	TILX636496	49963	5/31/2005	Freight
683	TILX636497	49963	5/31/2005	Freight
684	TILX636498	49963	5/31/2005	Freight
685	TILX636499	49963	5/31/2005	Freight
686	TILX636500	49963	5/31/2005	Freight
687	TILX636501	49963	5/31/2005	Freight
688	TILX636502	49963	5/31/2005	Freight
689	TILX636503	49963	5/31/2005	Freight
690	TILX636504	49963	5/31/2005	Freight
691	TILX636505	49963	5/31/2005	Freight
692	TILX636506	49963	5/31/2005	Freight
693	TILX636507	49963	5/31/2005	Freight
694	TILX636508	49963	5/31/2005	Freight
695	TILX636509	49963	5/31/2005	Freight
696	TILX636510	49963	5/31/2005	Freight
697	TILX636511	49963	5/31/2005	Freight
698	TILX636512	49963	5/31/2005	Freight
699	TILX636513	49963	6/17/2005	Freight
700	TILX636514	49963	6/15/2005	Freight
701	TILX636515	49963	5/31/2005	Freight
702	TILX636516	49963	5/31/2005	Freight
703	TILX636517	49963	5/31/2005	Freight
704	TILX636518	49963	6/28/2005	Freight
705	TILX636519	49963	5/31/2005	Freight
706	TILX636520	49963	6/15/2005	Freight
707	TILX636521	49963	5/31/2005	Freight
708	TILX636522	49963	5/31/2005	Freight
709	TILX636523	49963	6/15/2005	Freight
710	TILX636524	49963	6/17/2005	Freight
711	TILX636525	49963	5/31/2005	Freight
712	TILX636526	49963	6/15/2005	Freight
713	TILX636527	49963	6/15/2005	Freight
714	TILX636528	49963	6/15/2005	Freight

TRINITY RAIL LEASING II
WAREHOUSE 24th FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
715	TILX636529	49963	6/30/2005	Freight
716	TILX636530	49963	6/15/2005	Freight
717	TILX636531	49963	6/15/2005	Freight
718	TILX636532	49963	6/17/2005	Freight
719	TILX636533	49963	6/15/2005	Freight
720	TILX636534	49963	6/15/2005	Freight
721	TILX636535	49963	6/15/2005	Freight
722	TILX636536	49963	6/15/2005	Freight
723	TILX636537	49963	6/15/2005	Freight
724	TILX636538	49963	6/23/2005	Freight
725	TILX636539	49963	6/17/2005	Freight
726	TILX636540	49963	6/17/2005	Freight
727	TILX636541	49963	6/23/2005	Freight
728	TILX636542	49963	6/23/2005	Freight
729	TILX636543	49963	6/23/2005	Freight
730	TILX636544	49963	6/17/2005	Freight
731	TILX636545	49963	6/17/2005	Freight
732	TILX636546	49963	6/23/2005	Freight
733	TILX636547	49963	6/23/2005	Freight
734	TILX636548	49963	6/23/2005	Freight
735	TILX636549	49963	6/23/2005	Freight
736	TILX636550	49963	6/23/2005	Freight
737	TILX636551	49963	6/23/2005	Freight
738	TILX636552	49963	6/15/2005	Freight
739	TILX636553	49963	6/17/2005	Freight
740	TILX636554	49963	6/23/2005	Freight
741	TILX636555	49963	6/23/2005	Freight
742	TILX636556	49963	6/17/2005	Freight
743	TILX636557	49963	6/17/2005	Freight
744	TILX636558	49963	6/17/2005	Freight
745	TILX636559	49963	6/15/2005	Freight
746	TILX636560	49963	6/17/2005	Freight
747	TILX636561	49963	6/23/2005	Freight
748	TILX636562	49963	6/23/2005	Freight
749	TILX636563	49963	6/28/2005	Freight
750	TILX636564	49963	6/30/2005	Freight
751	TILX636565	49963	6/28/2005	Freight
752	TILX636566	49963	6/28/2005	Freight
753	TILX636567	49963	6/28/2005	Freight
754	TILX636568	49963	6/28/2005	Freight
755	TILX636569	49963	6/28/2005	Freight
756	TILX636570	49963	6/30/2005	Freight
757	TILX636571	49963	6/28/2005	Freight
758	TILX636572	49963	6/28/2005	Freight
759	TILX636573	49963	6/28/2005	Freight
760	TILX636574	49963	6/28/2005	Freight
761	TILX636575	49963	6/28/2005	Freight
762	TILX636576	49963	6/28/2005	Freight
763	TILX636577	49963	6/28/2005	Freight
764	TILX636578	49963	6/28/2005	Freight
765	TILX636579	49963	6/28/2005	Freight

TRINITY RAIL LEASING II
WAREHOUSE 24th FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
766	TILX636580	49963	6/28/2005	Freight
767	TILX636581	49963	6/28/2005	Freight
768	TILX636582	49963	6/30/2005	Freight
769	TILX636583	49963	6/30/2005	Freight
770	TILX636584	49963	6/28/2005	Freight
771	TILX636585	49963	6/30/2005	Freight
772	TILX636586	49963	6/30/2005	Freight
773	TILX636587	49963	6/30/2005	Freight
774	TILX636588	49963	6/30/2005	Freight
775	TILX636589	49963	6/30/2005	Freight
776	TILX636590	49963	6/30/2005	Freight
777	TILX636591	49963	6/30/2005	Freight
778	TILX636592	49963	6/30/2005	Freight
779	TILX636593	49963	6/30/2005	Freight
780	TILX636594	49963	6/30/2005	Freight
781	TILX636595	49963	6/30/2005	Freight
782	TILX636596	49963	6/30/2005	Freight
783	TILX636597	49963	6/30/2005	Freight
784	TILX636598	49963	6/30/2005	Freight
785	TILX636599	49963	6/30/2005	Freight
786	TILX636600	49963	6/30/2005	Freight
787	TILX636601	49963	6/30/2005	Freight
788	TILX636602	49963	6/30/2005	Freight
789	TILX636603	49963	6/30/2005	Freight
790	TILX636604	49963	6/30/2005	Freight
791	TILX636605	49963	6/30/2005	Freight
792	TILX636606	49963	6/30/2005	Freight
793	TILX636607	49963	6/30/2005	Freight
794	TILX636608	49963	6/30/2005	Freight
795	TILX636609	49963	6/30/2005	Freight
796	TILX636610	49963	6/30/2005	Freight
797	TILX636611	49963	6/30/2005	Freight
798	TILX636612	49963	6/30/2005	Freight
799	TILX636613	49963	6/30/2005	Freight
800	TILX636614	49963	6/30/2005	Freight
801	TILX636615	49963	6/30/2005	Freight
802	TILX636616	49963	5/31/2005	Freight
803	TILX636617	49963	5/31/2005	Freight
804	TILX636618	49963	5/31/2005	Freight
805	TILX636619	49963	5/31/2005	Freight
806	TILX636620	49963	5/31/2005	Freight
807	TILX636621	49963	5/31/2005	Freight
808	TILX636622	49963	5/31/2005	Freight
809	TILX636623	49963	5/31/2005	Freight
810	TILX636624	49963	5/31/2005	Freight
811	TILX636625	49963	5/31/2005	Freight
812	TILX636626	49963	5/31/2005	Freight
813	TILX636627	49963	5/31/2005	Freight
814	TILX636628	49963	5/31/2005	Freight
815	TILX636629	49963	5/31/2005	Freight
816	TILX636630	49963	5/31/2005	Freight

TRINITY RAIL LEASING II
WAREHOUSE 24th FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
817	TILX636631	49963	5/31/2005	Freight
818	TILX636632	49963	6/30/2005	Freight

TRINITY RAIL LEASING II
WAREHOUSE 24th FUNDING PORTFOLIO

Exhibit B

Lessee Number	Lessee	Rider Number
1321	AG PROCESSING INC	6
2624	BOC GASES	9
3967	CONOCOPHILLIPS CO	12
5166	EQUISTAR CHEMICALS, LP	4
7444	J M HUBER CORPORATION	2
8074	LAFARGE N AMERICA	1
11656	RHODIA INC	5
12848	STOLT-NIELSEN INC.	4
42573	MUSKET CORP	3
49963	VERASUN FORT DODGE LLC	1
53939	GAF MATERIALS CORP C/O BUILDING MATERIALS OF AMER	1