RECORDATION NO. 26058 - A
FILED
DEC 23 '05 11-46 AM
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

December 23, 2005

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

Re: Warehouse 26th 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 December 23, 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 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:

431 railcars:

ACTX 210049 – ACTX 210068
TILX 160206 – TILX 160414 (not inclusive)
TILX 192413 – TILX 192449
TILX 193015 – TILX 193025
TILX 200346 – TILX 200425 (not inclusive)
TILX 250653 – TILX 250752
TILX 251093 – TILX 251117

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 $33.00 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. 26058-A FILED

DEC 23 '05 11-46 AM

SURFACE TRANSPORTATION BOARD

BILL OF SALE
AND ASSIGNMENT AND ASSUMPTION AGREEMENT

TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation ("TILC"), in consideration of the Purchase Price set forth on Schedule A and other good and valuable consideration given by TRINITY RAIL LEASING TRUST II, a Delaware business trust (the "Company"), under the Asset Contribution and Purchase Agreement (the "Asset Contribution and Purchase Agreement") dated as of June 27, 2002 as amended and restated by and between TILC and the Company, at or before the execution and delivery of these presents, and receipt of which is hereby acknowledged, does hereby (i) grant, bargain, sell, transfer, assign and set over unto the Company and its successors and assigns all right, title, and interest of TILC, in and to (x) certain Railcars set forth on Exhibit A and (y) any Leases related thereto set forth on Exhibit B and (ii) assign all of its right, title and interest in and to all warranties or representations made or given to TILC with respect to the Railcars by the manufacturer thereof. The Company hereby assumes, and agrees it is unconditionally bound in respect of, as of the date hereof, all duties and obligations of TILC under the Leases.

To have and to hold all and singular the rights to the Railcars and the Leases to the Company and its successors and assigns for their own use and behalf forever.

And TILC hereby warrants to the Company and its successors and assigns that, at the time of delivery of the Railcars and the assignment and assumption of the Leases, TILC has legal and beneficial title thereto and good and lawful right to sell the Railcars and to assign the Leases, and the Railcars and the Leases are free and clear of all Liens (other than Permitted Liens); provided, however, that TILC covenants that it will defend forever such title to the Railcars and the Leases against the demands or claims of all Persons whomsoever (including, without limitation, the holders of such Permitted Liens) based on claims arising as a result of, or related or attributable to, acts, events or circumstances occurring prior to the delivery of the Railcars and the assignment of the Leases by TILC hereunder. Notwithstanding the provisions above and its and the Company's intent that TILC grant, bargain, sell, transfer, assign and set over to the Company all right, title and interest of TILC in the Railcars and the Leases, as a precaution only, in the event of any challenge to this Bill of Sale as being in the nature of an absolute sale or assignment rather than a financing, TILC hereby also grants the Company a security interest in the Railcars and the Leases. Such grant of a security interest does not constitute an admission or acknowledgment that the transactions contemplated by the Asset Contribution and Purchase Agreement provide that this Bill of Sale and Assignment Agreement is other than a grant, bargain, sale, transfer, assignment and set over to the Company of all right, title and interest of TILC in the Railcars and the Leases.

Terms used herein with initial capital letters and not otherwise defined shall have the respective meanings given thereto in the Asset Contribution and Purchase Agreement.

THIS BILL OF SALE AND ASSIGNMENT AND ASSUMPTION AGREEMENT SHALL BE GOVERNED BY THE LAWS OF THE STATE OF NEW YORK, INCLUDING ALL MATTERS OF CONSTRUCTION, VALIDITY AND PERFORMANCE (INCLUDING SECTION 5-1401 AND 5-1402 OF THE NEW YORK GENERAL OBLIGATIONS LAW BUT EXCLUDING TO THE EXTENT PERMITTED BY LAW, ALL OTHER CHOICE OF LAW AND CONFLICTS OF LAW RULES). THIS BILL OF SALE AND ASSIGNMENT AND ASSUMPTION AGREEMENT HAS BEEN DELIVERED IN THE STATE OF NEW YORK. .

IN WITNESS WHEREOF, TILC and the Company have caused this instrument to be executed in its name, by a duly authorized officer on the 23rd day of December, 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 23rd day of December, 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 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 23rd day of December, 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

TRINITY RAIL LEASING II
WAREHOUSE 26th FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
1	TILX200366	30199	11/16/2005	Tank
2	TILX200367	30199	11/16/2005	Tank
3	TILX200368	30199	11/16/2005	Tank
4	TILX200369	30199	11/16/2005	Tank
5	TILX200370	30199	11/16/2005	Tank
6	TILX200371	30199	11/16/2005	Tank
7	TILX200372	30199	11/16/2005	Tank
8	TILX200373	30199	11/29/2005	Tank
9	TILX200374	30199	11/29/2005	Tank
10	TILX200375	30199	11/30/2005	Tank
11	TILX200376	30199	11/29/2005	Tank
12	TILX200377	30199	11/29/2005	Tank
13	TILX200378	30199	11/29/2005	Tank
14	TILX200379	30199	11/16/2005	Tank
15	TILX200380	30199	11/16/2005	Tank
16	TILX200381	30199	11/16/2005	Tank
17	TILX200382	30199	11/29/2005	Tank
18	TILX200383	30199	11/16/2005	Tank
19	TILX200384	30199	11/16/2005	Tank
20	TILX200385	30199	11/16/2005	Tank
21	TILX200386	30199	11/16/2005	Tank
22	TILX200387	30199	11/16/2005	Tank
23	TILX200388	30199	11/16/2005	Tank
24	TILX200389	30199	11/16/2005	Tank
25	TILX200390	30199	11/16/2005	Tank
26	TILX200391	30199	11/16/2005	Tank
27	TILX200392	30199	11/16/2005	Tank
28	TILX200393	30199	11/16/2005	Tank
29	TILX200394	30199	11/16/2005	Tank
30	TILX200395	30199	11/16/2005	Tank
31	TILX200396	30199	11/16/2005	Tank
32	TILX200397	30199	11/16/2005	Tank
33	TILX200398	30199	11/16/2005	Tank
34	TILX200399	30199	11/16/2005	Tank
35	TILX200400	30199	11/16/2005	Tank
36	TILX200401	30199	11/16/2005	Tank
37	TILX200402	30199	11/17/2005	Tank
38	TILX200403	30199	11/29/2005	Tank
39	TILX200404	30199	11/29/2005	Tank
40	TILX200405	30199	11/17/2005	Tank
41	TILX200406	30199	11/16/2005	Tank
42	TILX200407	30199	11/29/2005	Tank
43	TILX200408	30199	11/16/2005	Tank
44	TILX200409	30199	11/16/2005	Tank
45	TILX200410	30199	11/16/2005	Tank
46	TILX200411	30199	11/16/2005	Tank
47	TILX200412	30199	11/29/2005	Tank
48	TILX200413	30199	11/30/2005	Tank
49	TILX200414	30199	11/29/2005	Tank
50	TILX200415	30199	11/29/2005	Tank
51	TILX200416	30199	11/30/2005	Tank

TRINITY RAIL LEASING II
WAREHOUSE 26th FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
52	TILX200421	30199	11/30/2005	Tank
53	TILX200422	30199	11/30/2005	Tank
54	TILX200424	30199	11/30/2005	Tank
55	TILX200425	30199	11/30/2005	Tank
56	TILX200346	00212	11/30/2005	Tank
57	TILX200347	00212	11/18/2005	Tank
58	TILX200349	00212	11/18/2005	Tank
59	TILX200350	00212	11/18/2005	Tank
60	TILX200351	00212	11/29/2005	Tank
61	TILX200353	00212	11/29/2005	Tank
62	TILX200354	00212	11/29/2005	Tank
63	TILX200355	00212	11/29/2005	Tank
64	TILX200356	00212	11/30/2005	Tank
65	TILX250653	00831	8/24/2005	Tank
66	TILX250654	00831	8/24/2005	Tank
67	TILX250655	00831	8/24/2005	Tank
68	TILX250656	00831	8/24/2005	Tank
69	TILX250657	00831	8/24/2005	Tank
70	TILX250658	00831	8/24/2005	Tank
71	TILX250659	00831	8/24/2005	Tank
72	TILX250660	00831	8/30/2005	Tank
73	TILX250661	00831	8/24/2005	Tank
74	TILX250662	00831	8/24/2005	Tank
75	TILX250663	00831	9/14/2005	Tank
76	TILX250664	00831	9/13/2005	Tank
77	TILX250665	00831	8/24/2005	Tank
78	TILX250666	00831	8/30/2005	Tank
79	TILX250667	00831	8/24/2005	Tank
80	TILX250668	00831	9/13/2005	Tank
81	TILX250669	00831	8/24/2005	Tank
82	TILX250670	00831	8/24/2005	Tank
83	TILX250671	00831	8/24/2005	Tank
84	TILX250672	00831	8/24/2005	Tank
85	TILX250673	00831	9/13/2005	Tank
86	TILX250674	00831	9/13/2005	Tank
87	TILX250675	00831	9/6/2005	Tank
88	TILX250676	00831	9/13/2005	Tank
89	TILX250677	00831	9/13/2005	Tank
90	TILX250678	00831	9/21/2005	Tank
91	TILX250679	00831	9/27/2005	Tank
92	TILX250680	00831	9/27/2005	Tank
93	TILX250681	00831	9/21/2005	Tank
94	TILX250682	00831	9/21/2005	Tank
95	TILX250683	00831	9/21/2005	Tank
96	TILX250684	00831	9/27/2005	Tank
97	TILX250685	00831	9/21/2005	Tank
98	TILX250686	00831	9/21/2005	Tank
99	TILX250687	00831	9/27/2005	Tank
100	TILX250688	00831	9/22/2005	Tank
101	TILX250689	00831	10/5/2005	Tank
102	TILX250690	00831	9/21/2005	Tank

TRINITY RAIL LEASING II
WAREHOUSE 26th FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
103	TILX250691	00831	9/27/2005	Tank
104	TILX250692	00831	9/27/2005	Tank
105	TILX250693	00831	9/27/2005	Tank
106	TILX250694	00831	9/21/2005	Tank
107	TILX250695	00831	9/27/2005	Tank
108	TILX250696	00831	9/27/2005	Tank
109	TILX250697	00831	9/22/2005	Tank
110	TILX250698	00831	9/28/2005	Tank
111	TILX250699	00831	10/4/2005	Tank
112	TILX250700	00831	10/4/2005	Tank
113	TILX250701	00831	9/27/2005	Tank
114	TILX250702	00831	10/4/2005	Tank
115	TILX250703	00831	9/28/2005	Tank
116	TILX250704	00831	10/5/2005	Tank
117	TILX250705	00831	10/4/2005	Tank
118	TILX250706	00831	10/5/2005	Tank
119	TILX250707	00831	10/4/2005	Tank
120	TILX250708	00831	10/4/2005	Tank
121	TILX250709	00831	10/5/2005	Tank
122	TILX250710	00831	10/12/2005	Tank
123	TILX250711	00831	10/5/2005	Tank
124	TILX250712	00831	10/4/2005	Tank
125	TILX250713	00831	10/5/2005	Tank
126	TILX250714	00831	10/7/2005	Tank
127	TILX250715	00831	10/6/2005	Tank
128	TILX250716	00831	10/7/2005	Tank
129	TILX250717	00831	10/12/2005	Tank
130	TILX250718	00831	10/5/2005	Tank
131	TILX250719	00831	10/5/2005	Tank
132	TILX250720	00831	10/12/2005	Tank
133	TILX250721	00831	10/12/2005	Tank
134	TILX250722	00831	10/6/2005	Tank
135	TILX250723	00831	10/5/2005	Tank
136	TILX250724	00831	10/18/2005	Tank
137	TILX250725	00831	10/12/2005	Tank
138	TILX250726	00831	10/7/2005	Tank
139	TILX250727	00831	10/5/2005	Tank
140	TILX250728	00831	10/12/2005	Tank
141	TILX250729	00831	10/12/2005	Tank
142	TILX250730	00831	10/12/2005	Tank
143	TILX250731	00831	10/6/2005	Tank
144	TILX250732	00831	10/14/2005	Tank
145	TILX250733	00831	10/7/2005	Tank
146	TILX250734	00831	10/7/2005	Tank
147	TILX250735	00831	10/13/2005	Tank
148	TILX250736	00831	10/12/2005	Tank
149	TILX250737	00831	10/13/2005	Tank
150	TILX250738	00831	10/12/2005	Tank
151	TILX250739	00831	10/12/2005	Tank
152	TILX250740	00831	10/13/2005	Tank
153	TILX250741	00831	10/18/2005	Tank

TRINITY RAIL LEASING II
WAREHOUSE 26th FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
154	TILX250742	00831	10/19/2005	Tank
155	TILX250743	00831	10/17/2005	Tank
156	TILX250744	00831	10/17/2005	Tank
157	TILX250745	00831	10/13/2005	Tank
158	TILX250746	00831	10/12/2005	Tank
159	TILX250747	00831	10/17/2005	Tank
160	TILX250748	00831	10/14/2005	Tank
161	TILX250749	00831	10/13/2005	Tank
162	TILX250750	00831	10/12/2005	Tank
163	TILX250751	00831	10/14/2005	Tank
164	TILX250752	00831	10/17/2005	Tank
165	TILX251093	00831	11/16/2005	Tank
166	TILX251094	00831	11/16/2005	Tank
167	TILX251095	00831	11/16/2005	Tank
168	TILX251096	00831	11/16/2005	Tank
169	TILX251097	00831	11/16/2005	Tank
170	TILX251098	00831	11/28/2005	Tank
171	TILX251099	00831	11/16/2005	Tank
172	TILX251100	00831	11/16/2005	Tank
173	TILX251101	00831	11/28/2005	Tank
174	TILX251102	00831	11/28/2005	Tank
175	TILX251103	00831	11/28/2005	Tank
176	TILX251104	00831	11/28/2005	Tank
177	TILX251105	00831	11/17/2005	Tank
178	TILX251106	00831	1/0/1900	Tank
179	TILX251107	00831	11/17/2005	Tank
180	TILX251108	00831	11/17/2005	Tank
181	TILX251109	00831	11/28/2005	Tank
182	TILX251110	00831	11/29/2005	Tank
183	TILX251111	00831	11/28/2005	Tank
184	TILX251112	00831	11/28/2005	Tank
185	TILX251113	00831	11/29/2005	Tank
186	TILX251114	00831	1/0/1900	Tank
187	TILX251115	00831	1/0/1900	Tank
188	TILX251116	00831	1/0/1900	Tank
189	TILX251117	00831	1/0/1900	Tank
190	ACTX210049	003016	8/31/2005	Tank
191	ACTX210050	003016	8/31/2005	Tank
192	ACTX210051	003016	8/31/2005	Tank
193	ACTX210052	003016	8/31/2005	Tank
194	ACTX210053	003016	8/31/2005	Tank
195	ACTX210054	003016	9/13/2005	Tank
196	ACTX210055	003016	9/13/2005	Tank
197	ACTX210056	003016	9/13/2005	Tank
198	ACTX210057	003016	9/27/2005	Tank
199	ACTX210058	003016	9/15/2005	Tank
200	ACTX210059	003016	9/28/2005	Tank
201	ACTX210060	003016	9/30/2005	Tank
202	ACTX210061	003016	9/30/2005	Tank
203	ACTX210062	003016	10/18/2005	Tank
204	ACTX210063	003016	10/24/2005	Tank

TRINITY RAIL LEASING II
WAREHOUSE 26th FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
205	ACTX210064	003016	10/24/2005	Tank
206	ACTX210065	003016	10/28/2005	Tank
207	ACTX210066	003016	10/28/2005	Tank
208	ACTX210067	003016	10/28/2005	Tank
209	ACTX210068	003016	10/28/2005	Tank
210	TILX160206	005710	8/29/2005	Tank
211	TILX160207	005710	8/24/2005	Tank
212	TILX160208	005710	8/24/2005	Tank
213	TILX160209	005710	8/25/2005	Tank
214	TILX160210	005710	8/24/2005	Tank
215	TILX160211	005710	8/24/2005	Tank
216	TILX160212	005710	8/24/2005	Tank
217	TILX160213	005710	9/27/2005	Tank
218	TILX160214	005710	8/24/2005	Tank
219	TILX160215	005710	8/24/2005	Tank
220	TILX160216	005710	8/24/2005	Tank
221	TILX160217	005710	8/25/2005	Tank
222	TILX160218	005710	9/27/2005	Tank
223	TILX160219	005710	8/24/2005	Tank
224	TILX160220	005710	8/29/2005	Tank
225	TILX160221	005710	8/25/2005	Tank
226	TILX160222	005710	8/24/2005	Tank
227	TILX160223	005710	8/24/2005	Tank
228	TILX160224	005710	9/19/2005	Tank
229	TILX160225	005710	8/29/2005	Tank
230	TILX160226	005710	8/31/2005	Tank
231	TILX160227	005710	8/29/2005	Tank
232	TILX160228	005710	9/13/2005	Tank
233	TILX160229	005710	8/24/2005	Tank
234	TILX160230	005710	8/25/2005	Tank
235	TILX160231	005710	8/25/2005	Tank
236	TILX160232	005710	8/25/2005	Tank
237	TILX160233	005710	9/27/2005	Tank
238	TILX160234	005710	8/31/2005	Tank
239	TILX160235	005710	9/19/2005	Tank
240	TILX160236	005710	9/27/2005	Tank
241	TILX160237	005710	9/19/2005	Tank
242	TILX160238	005710	9/19/2005	Tank
243	TILX160239	005710	9/27/2005	Tank
244	TILX160240	005710	8/29/2005	Tank
245	TILX160241	005710	9/27/2005	Tank
246	TILX160242	005710	8/31/2005	Tank
247	TILX160243	005710	8/29/2005	Tank
248	TILX160244	005710	9/19/2005	Tank
249	TILX160245	005710	9/13/2005	Tank
250	TILX160246	005710	9/19/2005	Tank
251	TILX160247	005710	8/29/2005	Tank
252	TILX160248	005710	8/29/2005	Tank
253	TILX160249	005710	8/31/2005	Tank
254	TILX160250	005710	9/19/2005	Tank
255	TILX160251	005710	8/29/2005	Tank

TRINITY RAIL LEASING II
WAREHOUSE 26th FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
256	TILX160252	005710	9/30/2005	Tank
257	TILX160253	005710	8/31/2005	Tank
258	TILX160254	005710	9/13/2005	Tank
259	TILX160255	005710	9/27/2005	Tank
260	TILX160256	005710	9/13/2005	Tank
261	TILX160257	005710	8/31/2005	Tank
262	TILX160258	005710	9/13/2005	Tank
263	TILX160259	005710	9/27/2005	Tank
264	TILX160260	005710	9/27/2005	Tank
265	TILX160261	005710	9/13/2005	Tank
266	TILX160262	005710	8/31/2005	Tank
267	TILX160263	005710	9/27/2005	Tank
268	TILX160264	005710	9/19/2005	Tank
269	TILX160265	005710	9/27/2005	Tank
270	TILX160266	005710	9/27/2005	Tank
271	TILX160267	005710	9/19/2005	Tank
272	TILX160268	005710	9/27/2005	Tank
273	TILX160269	005710	10/6/2005	Tank
274	TILX160270	005710	10/6/2005	Tank
275	TILX160271	005710	9/30/2005	Tank
276	TILX160272	005710	9/30/2005	Tank
277	TILX160273	005710	10/6/2005	Tank
278	TILX160274	005710	9/30/2005	Tank
279	TILX160275	005710	9/30/2005	Tank
280	TILX160276	005710	10/12/2005	Tank
281	TILX160277	005710	9/30/2005	Tank
282	TILX160278	005710	10/18/2005	Tank
283	TILX160279	005710	10/18/2005	Tank
284	TILX160280	005710	9/30/2005	Tank
285	TILX160281	005710	9/30/2005	Tank
286	TILX160282	005710	10/6/2005	Tank
287	TILX160283	005710	10/6/2005	Tank
288	TILX160284	005710	9/30/2005	Tank
289	TILX160285	005710	10/18/2005	Tank
290	TILX160286	005710	10/13/2005	Tank
291	TILX193015	00735	10/24/2005	Tank
292	TILX193016	00735	10/25/2005	Tank
293	TILX193017	00735	10/24/2005	Tank
294	TILX193018	00735	10/24/2005	Tank
295	TILX193019	00735	10/24/2005	Tank
296	TILX193020	00735	10/24/2005	Tank
297	TILX193021	00735	10/25/2005	Tank
298	TILX193022	00735	10/24/2005	Tank
299	TILX192413	00735	10/19/2005	Tank
300	TILX192414	00735	10/19/2005	Tank
301	TILX192415	00735	10/19/2005	Tank
302	TILX192416	00735	10/19/2005	Tank
303	TILX192417	00735	10/19/2005	Tank
304	TILX192418	00735	10/19/2005	Tank
305	TILX192419	00735	10/19/2005	Tank
306	TILX192420	00735	10/19/2005	Tank

TRINITY RAIL LEASING II
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Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
307	TILX192421	00735	10/19/2005	Tank
308	TILX192422	00735	10/19/2005	Tank
309	TILX192423	00735	10/19/2005	Tank
310	TILX192424	00735	10/19/2005	Tank
311	TILX192425	00735	10/19/2005	Tank
312	TILX192426	00735	10/19/2005	Tank
313	TILX192427	00735	10/19/2005	Tank
314	TILX192428	00735	10/19/2005	Tank
315	TILX192429	00735	10/19/2005	Tank
316	TILX192430	00735	10/19/2005	Tank
317	TILX192431	00735	10/27/2005	Tank
318	TILX192432	00735	10/19/2005	Tank
319	TILX192433	00735	10/19/2005	Tank
320	TILX192434	00735	10/19/2005	Tank
321	TILX192435	00735	10/19/2005	Tank
322	TILX192436	00735	10/19/2005	Tank
323	TILX192437	00735	10/19/2005	Tank
324	TILX192438	00735	10/19/2005	Tank
325	TILX192439	00735	10/31/2005	Tank
326	TILX192440	00735	10/19/2005	Tank
327	TILX192441	00735	10/19/2005	Tank
328	TILX192442	00735	10/19/2005	Tank
329	TILX192443	00735	10/19/2005	Tank
330	TILX192444	00735	10/19/2005	Tank
331	TILX192445	00735	10/19/2005	Tank
332	TILX192446	00735	10/19/2005	Tank
333	TILX192447	00735	10/19/2005	Tank
334	TILX192448	00735	10/19/2005	Tank
335	TILX192449	00735	10/19/2005	Tank
336	TILX193023	00735	10/24/2005	Tank
337	TILX193024	00735	10/24/2005	Tank
338	TILX193025	00735	10/24/2005	Tank
339	TILX160287	29482	10/13/2005	Tank
340	TILX160288	29482	10/13/2005	Tank
341	TILX160289	29482	10/28/2005	Tank
342	TILX160290	29482	10/13/2005	Tank
343	TILX160291	29482	10/12/2005	Tank
344	TILX160292	29482	10/12/2005	Tank
345	TILX160293	29482	10/12/2005	Tank
346	TILX160294	29482	10/24/2005	Tank
347	TILX160295	29482	10/28/2005	Tank
348	TILX160296	29482	10/28/2005	Tank
349	TILX160297	29482	11/7/2005	Tank
350	TILX160298	29482	10/12/2005	Tank
351	TILX160299	29482	10/24/2005	Tank
352	TILX160300	29482	10/24/2005	Tank
353	TILX160301	29482	10/24/2005	Tank
354	TILX160302	29482	11/16/2005	Tank
355	TILX160303	29482	11/7/2005	Tank
356	TILX160304	29482	11/7/2005	Tank
357	TILX160305	29482	10/28/2005	Tank

TRINITY RAIL LEASING II
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Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
358	TILX160306	29482	10/24/2005	Tank
359	TILX160307	29482	11/7/2005	Tank
360	TILX160308	29482	10/24/2005	Tank
361	TILX160309	29482	10/28/2005	Tank
362	TILX160310	29482	11/7/2005	Tank
363	TILX160311	29482	10/24/2005	Tank
364	TILX160312	29482	10/24/2005	Tank
365	TILX160313	29482	10/24/2005	Tank
366	TILX160314	29482	10/28/2005	Tank
367	TILX160315	29482	10/28/2005	Tank
368	TILX160316	29482	10/28/2005	Tank
369	TILX160317	29482	10/28/2005	Tank
370	TILX160318	29482	10/28/2005	Tank
371	TILX160319	29482	11/7/2005	Tank
372	TILX160320	29482	10/28/2005	Tank
373	TILX160321	29482	11/7/2005	Tank
374	TILX160322	29482	11/7/2005	Tank
375	TILX160323	29482	11/7/2005	Tank
376	TILX160324	29482	10/28/2005	Tank
377	TILX160325	29482	11/7/2005	Tank
378	TILX160326	29482	11/16/2005	Tank
379	TILX160327	29482	11/7/2005	Tank
380	TILX160328	29482	11/16/2005	Tank
381	TILX160329	29482	10/28/2005	Tank
382	TILX160330	29482	10/28/2005	Tank
383	TILX160331	29482	11/16/2005	Tank
384	TILX160332	29482	11/7/2005	Tank
385	TILX160333	29482	11/7/2005	Tank
386	TILX160335	29482	11/7/2005	Tank
387	TILX160336	29482	11/7/2005	Tank
388	TILX160337	29482	11/16/2005	Tank
389	TILX160338	29482	11/18/2005	Tank
390	TILX160340	29482	11/17/2005	Tank
391	TILX160341	29482	11/17/2005	Tank
392	TILX160342	29482	11/17/2005	Tank
393	TILX160344	29482	11/16/2005	Tank
394	TILX160345	29482	11/29/2005	Tank
395	TILX160346	29482	11/16/2005	Tank
396	TILX160347	29482	11/17/2005	Tank
397	TILX160348	29482	11/29/2005	Tank
398	TILX160349	29482	11/16/2005	Tank
399	TILX160350	29482	11/17/2005	Tank
400	TILX160351	29482	11/17/2005	Tank
401	TILX160352	29482	11/16/2005	Tank
402	TILX160354	29482	11/16/2005	Tank
403	TILX160355	29482	11/16/2005	Tank
404	TILX160357	29482	11/16/2005	Tank
405	TILX160358	29482	11/29/2005	Tank
406	TILX160359	29482	11/16/2005	Tank
407	TILX160361	29482	11/16/2005	Tank
408	TILX160362	29482	11/29/2005	Tank

TRINITY RAIL LEASING II
WAREHOUSE 26th FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
409	TILX160363	29482	11/29/2005	Tank
410	TILX160364	29482	11/29/2005	Tank
411	TILX160366	29482	11/29/2005	Tank
412	TILX160367	29482	11/29/2005	Tank
413	TILX160368	29482	11/29/2005	Tank
414	TILX160369	29482	11/29/2005	Tank
415	TILX160374	29482	11/29/2005	Tank
416	TILX160375	29482	11/29/2005	Tank
417	TILX160376	29482	11/18/2005	Tank
418	TILX160377	29482	11/18/2005	Tank
419	TILX160378	29482	11/29/2005	Tank
420	TILX160380	29482	11/29/2005	Tank
421	TILX160381	29482	11/18/2005	Tank
422	TILX160382	29482	11/29/2005	Tank
423	TILX160384	29482	11/18/2005	Tank
424	TILX160386	29482	11/29/2005	Tank
425	TILX160389	29482	11/29/2005	Tank
426	TILX160391	29482	11/29/2005	Tank
427	TILX160392	29482	11/29/2005	Tank
428	TILX160393	29482	11/29/2005	Tank
429	TILX160394	29482	11/29/2005	Tank
430	TILX160398	29482	11/29/2005	Tank
431	TILX160414	29482	11/29/2005	Tank

TRINITY RAIL LEASING II
WAREHOUSE 26th FUNDING PORTFOLIO

Exhibit B

Lessee Number	Lessee	Rider Number
30199	BAYER MATERIAL SCIENCE LLC	1
00212	BP AMOCO CHEMICALS	8
00831	CARGILL INC	47
00831	CARGILL INC	48
003016	HONEYWELL INTERNATIONAL INC.	4
005710	OLIN CHLOR ALKALI PRODUCTS	6
00735	SHELL OIL COMPANY	27
00735	SHELL OIL COMPANY	28
00735	SHELL OIL COMPANY	29
00735	SHELL OIL COMPANY	31
29482	SUNBELT CHLOR ALKALI PARTNERSHIP	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: 12/22/05

Robert W. Alvord