

RECORDATION NO. 26359-A FILED

MAY 24 '06

10-18 AM

SURFACE TRANSPORTATION BOARD

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

May 24, 2006

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 an Assignment and Assumption, dated as of May 24, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Master Indenture which is being filed with the Board under Recordation Number _____.

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

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

Assignee: Trinity Rail Leasing V L.P.
2525 Stemmons Freeway
Dallas, Texas 75207

Mr. Vernon A. Williams

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

Leases covering 6068 railcars within the following series as more
particularly set forth in the equipment schedule attached to the document:

ACTX 210049 – ACTX 210068
AMCX 302967 – AMCX 302996
AMTX 010261 – AMTX 010390
ASHX 001000 – ASHX 001249
CMEX 110551 – CMEX 110606
CMEX 900001 – CMEX 900006
LAFX 050001 – LAFX 050275
RCRX 001732 – RCRX 001815
TILX 005779 – TILX 005918
TILX 030066 – TILX 030077
TILX 032355 – TILX 032804
TILX 100585 – TILX 100644
TILX 135502 – TILX 135519
TILX 160206 – TILX 160430
TILX 190415 – TILX 190436
TILX 191072 – TILX 192504
TILX 193015 – TILX 193075
TILX 200261 – TILX 200470
TILX 250368 – TILX 251147
TILX 261246 – TILX 261746
TILX 270068 – TILX 270152
TILX 280610 – TILX 280764
TILX 302848 – TILX 303045
TILX 400667 – TILX 400823
TILX 420000 – TILX 420116
TILX 520161 – TILX 520260
TILX 620000 – TILX 620593
TILX 635893 – TILX 637352
TIMX 005652
TIMX 056000
TIMX 201116 – TIMX 201135
TINX 004251 – TINX 004550
TLKX 012271 – TLKX 012540

Mr. Vernon A. Williams
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A short summary of the document to appear in the index is:

Assignment and Assumption.

Also enclosed is a check in the amount of \$34.00 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,

A handwritten signature in black ink, appearing to read "Alvord", with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/anm
Enclosures

MAY 24 '06

10-18 AM

SURFACE TRANSPORTATION BOARD

ASSIGNMENT AND ASSUMPTION

TRINITY RAIL LEASING TRUST II, a Delaware statutory trust (the "Assignor"), in consideration of the sum of ten dollars (\$10.00) and other good and valuable consideration, hereby transfers, assigns and otherwise conveys and grants to TRINITY RAIL LEASING V LP, a Texas limited partnership (the "Limited Partnership"), and the Limited Partnership hereby acquires and assumes from the Assignor, all of the Assignor's right, title and interest in and to the Leases set forth on Schedule I hereto, any and all income and proceeds thereof and any and all obligations of the Assignor thereunder arising on and after the date hereof. This assignment and assumption is made under the Purchase and Contribution Agreement, dated as of May 24, 2006, by and among the Assignor, Trinity Industries Leasing Company and the Limited Partnership (the "Agreement").

The Assignor hereby warrants to the Limited Partnership and its successors and assigns that at the time of assignment of the Leases, the Assignor has legal and beneficial title thereto and good and lawful right to assign such Leases free and clear of all Liens (other than subleases of the Leases as expressly permitted by the Agreement and other than Permitted Encumbrances of the definition thereof), and the Assignor covenants that it will defend forever such title to the Leases against the demands or claims of all Persons whomsoever (including, without limitation, the holders of such Permitted Encumbrances) based on claims arising as a result of, or related or attributable to, acts, events or circumstances occurring prior to the assignment of the Leases by the Assignor hereunder. Notwithstanding the provisions above and its and the Limited Partnership's intent that the Assignor transfer, assign and otherwise convey and grant to the Limited Partnership all right, title and interest of the Assignor in the Leases, as a precaution only, in the event of any challenge to this Assignment as being in the nature of an absolute assignment rather than a financing, the Assignor hereby also grants the Limited Partnership a security interest in the Leases. Such grant of a security interest does not constitute an admission or acknowledgment that the transactions contemplated by the Agreement provide that this Assignment is other than a transfer, assignment and otherwise conveyance and grant to the Limited Partnership of all right, title and interest of the Assignor in the Leases.

The Limited Partnership hereby assumes, and agrees it is unconditionally bound in respect of, as of the Closing Date, all duties and obligations of the Assignor under the Leases.

Terms used herein with initial capital letters and not otherwise defined shall have the respective meanings given thereto in the Master Indenture, dated as of May 24, 2006, by and between the Limited Partnership and Wilmington Trust Company.

This Assignment and Assumption shall be governed by and construed in accordance with the laws of the State of New York, including, without limitation, Section 5-1401 of the New York General Obligations Law.

This Assignment and Assumption shall be binding upon and shall inure to the benefit of, and shall be enforceable by, the parties hereto and their respective successors and assigns as permitted by and in accordance with the terms hereof. Except as expressly provided herein or in

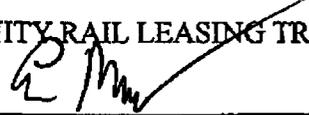
the other Operative Agreements, no party hereto may assign their interests herein without the consent of the parties hereto.

The Assignor will duly execute and deliver to the Limited Partnership such further documents and assurances and take such further action as the Limited Partnership may from time to time reasonably request or as may be required by applicable law or regulation in order to effectively carry out the intent and propose of this Assignment and Assumption and to establish and protect the rights and remedies created or intended to be created in favor of the Limited Partnership hereunder, including, without limitation, the execution and delivery of supplements or amendments hereto, in recordable form.

* * *

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be duly executed on the 24th day of May, 2006.

TRINITY RAIL LEASING TRUST II

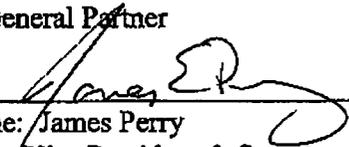
By: 

Name: Eric Marchetto

Title: Vice President

TRINITY RAIL LEASING V LP

By: TILX GP V, LLC,
its General Partner

By: 

Name: James Perry

Title: Vice President & Secretary

Signature Page to Assignment & Assumption

SCHEDULE 1

SCHEDULE I EXISTING LEASES

1. Sixteen (16) units identified with marks TILX 636283-636298 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated June 9, 2005 between Trinity Industries Leasing Company and 3D Corporate Solutions, LLC.
2. Fifteen (15) units identified with marks TILX 261732-261746 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated December 7, 2005 between Trinity Industries Leasing Company and 3V Inc.
3. Ten (10) units identified with marks TILX 250608-250617 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated January 25, 2005 between Trinity Industries Leasing Company and ACH Food Companies, Inc.
4. Twenty (20) units identified with marks TILX 250368-250382 and TILX 250633-250637 leased pursuant to Rider Two (2) to that certain Railroad Car Lease Agreement dated January 25, 2005 between Trinity Industries Leasing Company and ACH Food Companies, Inc.
5. Thirty (30) units identified with marks TILX 251118-251147 leased pursuant to Rider Three (3) to that certain Railroad Car Lease Agreement dated January 25, 2005 between Trinity Industries Leasing Company and ACH Food Companies, Inc.
6. Fifteen (15) units identified with marks TILX 250773-250787 leased pursuant to Rider Five (5) to that certain Railroad Car Lease Agreement dated April 2, 1992 between Trinity Industries Leasing Company and AG Processing Inc.
7. Forty (40) units identified with marks TILX 250788-250827 leased pursuant to Rider Six (6) to that certain Railroad Car Lease Agreement dated April 2, 1992 between Trinity Industries Leasing Company and AG Processing Inc.
8. Eighty (80) units identified with marks TILX 250828-250907 leased pursuant to Rider Seven (7) to that certain Railroad Car Lease Agreement dated April 2, 1992 between Trinity Industries Leasing Company and AG Processing Inc.
9. One hundred fifteen (115) units identified with marks TILX 250908-251022 leased pursuant to Rider Eight (8) to that certain Railroad Car Lease Agreement dated April 2, 1992 between Trinity Industries Leasing Company and AG Processing Inc.
10. Thirty (30) units identified with marks TILX 251063-251092 leased pursuant to Rider Nine (9) to that certain Railroad Car Lease Agreement dated April 2, 1992 between Trinity Industries Leasing Company and AG Processing Inc.

11. Ten (10) units identified with marks TILX 400727-400736 leased pursuant to Rider Three (3) to that certain Railroad Car Lease Agreement dated December 5, 2000 between Trinity Industries Leasing Company and American Dry Ice Corporation.
12. Sixteen (16) units identified with marks TILX 620010, TILX 620028, TILX 620061, TILX 620495, TILX 620515, TILX 620530, TILX 620548, TILX 620551, TILX 620554, TILX 620561, TILX 620573, TILX 620575, and TILX 620590-620593 leased pursuant to Rider Four (4) to that certain Railroad Car Lease Agreement dated March 31, 1998 between Trinity Industries Leasing Company and AT Plastics Inc.
13. Eighteen (18) units identified with marks TILX 5779-5793 and TILX 5801-5803 leased pursuant to Rider Ten (10) to that certain Railroad Car Lease Agreement dated June 4, 2001 between Trinity Industries Leasing Company and Azteca Milling LP.
14. Fifteen (15) units identified with marks TILX 5829-5843 leased pursuant to Rider Eleven (11) to that certain Railroad Car Lease Agreement dated June 4, 2001 between Trinity Industries Leasing Company and Azteca Milling LP.
15. Five (5) units identified with marks TILX 200261-200265 leased pursuant to Rider Four (4) to that certain Railroad Car Lease Agreement dated March 5, 2002 between Trinity Industries Leasing Company and Basic Chemical Solution Company.
16. One hundred (100) units identified with marks TILX 200366-200465 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated November 23, 2005 between Trinity Industries Leasing Company and Bayer Material Science LLC.
17. Twenty-five (25) units identified with marks TILX 400677-400701 leased pursuant to Rider Eight (8) to that certain Railroad Car Lease Agreement dated June 8, 2000 between Trinity Industries Leasing Company and The BOC Group Inc.
18. Fifty-six (56) units identified with marks TILX 400762-400817 leased pursuant to Rider Nine (9) to that certain Railroad Car Lease Agreement dated June 8, 2000 between Trinity Industries Leasing Company and The BOC Group Inc.
19. Twenty-five (25) units identified with marks TILX 200346-200365 and TILX 200466-200470 leased pursuant to Rider Eight (8) to that certain Railroad Car Lease Agreement dated March 26, 1979 between Trinity Industries Leasing Company and BP Amoco Chemicals.
20. One hundred twenty four (124) units identified with marks TILX 635893-635982 and TILX 635984-636617 leased pursuant to Rider Eight (8) to that certain Railroad Car Lease Agreement dated July 11, 2002 between Trinity Industries Leasing Company and Broin Enterprises, Inc.

21. One hundred ten (110) units identified with marks TILX 636173-636282 leased pursuant to Rider Nine (9) to that certain Railroad Car Lease Agreement dated July 11, 2002 between Trinity Industries Leasing Company and Broin Enterprises, Inc.
22. Thirty-four (34) units identified with marks TILX 636299-636306, TILX 636308, TILX 636313, TILX 636315-636317, TILX 636322, TILX 636324, TILX 636326-636327, TILX 636329-636335, TILX 636338, TILX 636347-636348, and TILX 636351-636357 leased pursuant to Rider Ten (10) to that certain Railroad Car Lease Agreement dated July 11, 2002 between Trinity Industries Leasing Company and Broin Enterprises, Inc.
23. Fifteen (15) units identified with marks TILX 5869-5883 leased pursuant to Rider Three (3) to that certain Railroad Car Lease Agreement dated December 4, 2002 between Trinity Industries Leasing Company and Bunge North America, Inc.
24. Fifty (50) units identified with marks TILX 32755-32804 leased pursuant to Rider Two (2) to that certain Railroad Car Lease Agreement dated April 1, 2003 between Trinity Industries Leasing Company and California Portland Cement.
25. Twenty-five (25) units identified with marks TILX 261346-261370 leased pursuant to Rider Six (6) to that certain Railroad Car Lease Agreement dated January 7, 1993 between Trinity Industries Leasing Company and Calumet Lubricants Company.
26. Fifty (50) units identified with marks TILX 261371-261420 leased pursuant to Rider Seven (7) to that certain Railroad Car Lease Agreement dated January 7, 1993 between Trinity Industries Leasing Company and Calumet Lubricants Company.
27. Twenty-nine (29) units identified with marks TILX 191719, TILX 191722-191724, TILX 191734, TILX 191742, TILX 191745-191766, and TILX 191768 leased pursuant to Rider Eight (8) to that certain Railroad Car Lease Agreement dated January 7, 1993 between Trinity Industries Leasing Company and Calumet Lubricants Company.
28. One hundred (100) units identified with marks TILX 250653-250752 leased pursuant to Rider Forty Seven (47) to that certain Railroad Car Lease Agreement dated May 17, 1979 between Trinity Industries Leasing Company and Cargill, Inc.
29. Twenty-five (25) units identified with marks TILX 251093-251117 leased pursuant to Rider Forty Eight (48) to that certain Railroad Car Lease Agreement dated May 17, 1979 between Trinity Industries Leasing Company and Cargill, Inc.
30. One hundred ten (110) units identified with marks TILX 420000-420051, TILX 420053-420054, TILX 420057, TILX 420059-420086, TILX 420088-420104, TILX 420106-420107, TILX 420109-420116 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated July 4, 2004 between Trinity Industries Leasing Company and Celanese Ltd.

31. Ninety-two (92) units identified with marks TILX 191540-191576 and TILX 192023-192077 leased pursuant to Rider Three (3) to that certain Railroad Car Lease Agreement dated July 4, 2004 between Trinity Industries Leasing Company and Celanese Ltd.
32. Thirty (30) units identified with marks TILX 200266-200295 leased pursuant to Rider Four (4) to that certain Railroad Car Lease Agreement dated July 4, 2004 between Trinity Industries Leasing Company and Celanese Ltd.
33. Fifteen (15) units identified with marks TILX 200296-200310 leased pursuant to Rider Five (5) to that certain Railroad Car Lease Agreement dated July 4, 2004 between Trinity Industries Leasing Company and Celanese Ltd.
34. Fifty-six (56) units identified with marks CMEX 110551-110606 leased pursuant to Rider Nine (9) to that certain Railroad Car Net Lease Agreement dated February 8, 2000 between Trinity Industries Leasing Company and Cemex, Inc.
35. Six (6) units identified with marks CMEX 900001-900006 leased pursuant to Rider Eleven (11) to that certain Railroad Car Net Lease Agreement dated February 8, 2000 between Trinity Industries Leasing Company and Cemex, Inc.
36. Two (2) units identified with marks TIMX 56000 and TIMX 5652 leased pursuant to Rider Four (4) to that certain Railroad Car Lease Agreement dated December 7, 2001 between Trinity Industries Leasing Company and Cereal Food Processors, Inc.
37. Thirty (30) units identified with marks TILX 250583-250597 and TILX 250618-250632 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated May, 2006 between Trinity Industries Leasing Company and Chevron Oronite, Company, LLC.
38. Twenty-one (21) units identified with marks TILX 191702, TILX 191705-191707, TILX 191712, TILX 191714-191717, TILX 191720-191721, TILX 191725-191727, TILX 191729, TILX 191737, TILX 191739-191741 and TILX 191743-191744 leased pursuant to Rider Eight (8) to that certain Railroad Car Lease Agreement dated March 19, 1984 between Trinity Industries Leasing Company and Chevron USA Products Company.
39. One hundred (100) units identified with marks TILX 636733-636832 leased pursuant to Rider Four (4) to that certain Railroad Car Lease Agreement dated November 13, 2002 between Trinity Industries Leasing Company and Commodity Specialist Company.
40. Fifty (50) units identified with marks TILX 636998-637047 leased pursuant to Rider Five (5) to that certain Railroad Car Lease Agreement dated November 13, 2002 between Trinity Industries Leasing Company and Commodity Specialist Company.

41. Twenty (20) units identified with marks TILX 270068-270087 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated January 25, 2005 between Trinity Industries Leasing Company and CYRO Industries.
42. Forty (40) units identified with marks TILX 251023-251062 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated November 7, 2005 between Trinity Industries Leasing Company and Diageo North America.
43. Thirty (30) units identified with marks TILX 192303-192332 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated July 11, 2005 between Trinity Industries Leasing Company and Dynea USA Inc.
44. Thirty (30) units identified with marks TILX 192470-192499 leased pursuant to Rider Two (2) to that certain Railroad Car Lease Agreement dated July 11, 2005 between Trinity Industries Leasing Company and Dynea USA Inc.
45. Twelve (12) units identified with marks TILX 30066-30077 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated October 25, 2005 between Trinity Industries Leasing Company and Energy Solutions, LLC.
46. One hundred (100) units identified with marks TILX 520161-520260 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated November 2, 2005 between Trinity Industries Leasing Company and Environmental Rail Solutions.
47. Twenty (20) units identified with marks TILX 192333-192352 leased pursuant to Rider Three (3) to that certain Railroad Car Lease Agreement dated January 16, 2001 between Trinity Industries Leasing Company and Equistar Chemicals, LP.
48. Forty (40) units identified with marks TILX 261421-261460 leased pursuant to Rider Four (4) to that certain Railroad Car Lease Agreement dated January 16, 2001 between Trinity Industries Leasing Company and Equistar Chemicals, LP.
49. Six (6) units identified with marks TILX 400818-400823 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated January 13, 2005 between Trinity Industries Leasing Company and Esquire Gas Products Company.
50. Ten (10) units identified with marks TILX 400667-400676 leased pursuant to Rider Six (6) to that certain Railroad Car Lease Agreement dated June 18, 2001 between Trinity Industries Leasing Company and Ethanol Products LLC.
51. Ninety-nine (99) units identified with marks TILX 191578-191626 and TILX 191628-191677 leased pursuant to Rider Seven (7) to that certain Railroad Car Lease Agreement dated June 18, 2001 between Trinity Industries Leasing Company and Ethanol Products LLC.

52. Twenty-five (25) units identified with marks TILX 261532-261556 leased pursuant to Rider Three (3) to that certain Master Lease Contract No. TRIN-03 dated April 22, 2003 between Trinity Industries Leasing Company and Exxon Global Services.
53. One hundred forty (140) units identified with marks TINX 4251-4390 leased pursuant to Rider Eight (8) to that certain Railroad Car Lease Agreement dated February 14, 2003 between Trinity Industries Leasing Company and Ferrocarril Mexicano S.A. de C.V.
54. One hundred sixty (160) units identified with marks TINX 4391-4550 leased pursuant to Rider Nine (9) to that certain Railroad Car Lease Agreement dated February 14, 2003 between Trinity Industries Leasing Company and Ferrocarril Mexicano S.A. de C.V.
55. Thirty (30) units identified with marks TILX 250598-250607 and TILX 250753-250772 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated February 7, 2005 between Trinity Industries Leasing Company and Flint Hills Resources, LP.
56. Forty (40) units identified with marks TILX 620000, TILX 620005, TILX 620007-620008, TILX 620011-620014, TILX 620018, TILX 620020, TILX 620023-620024, TILX 620026-620027, TILX 620029-620030, TILX 620032, TILX 620035-620036, TILX 620039, TILX 620043-620044, TILX 620048-620049, TILX 620052, TILX 620057, TILX 620064, TILX 620068, TILX 620074, TILX 620082, TILX 620106, TILX 620110-620111, TILX 620115, TILX 620126, TILX 620128, TILX 620134, TILX 620143, TILX 620147, and TILX 620584 leased pursuant to Rider Six (6) to that certain Railroad Car Lease Agreement dated April 24, 1997 between Trinity Industries Leasing Company and Formosa Plastics Corporation, USA.
57. Twenty-five (25) units identified with marks TILX 32355-32379 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated May 23, 2005 between Trinity Industries Leasing Company and GAF Materials Corporation.
58. Fifty (50) units identified with marks TILX 32380-32429 leased pursuant to Rider Two (2) to that certain Railroad Car Lease Agreement dated May 23, 2005 between Trinity Industries Leasing Company and GAF Materials Corporation.
59. Fifteen (15) units identified with marks TILX 261717-261731 leased pursuant to Rider Three (3) to that certain Railroad Car Lease Agreement dated May 23, 2005 between Trinity Industries Leasing Company and GAF Materials Corporation.
60. Fifty (50) units identified with marks TILX 32705-32754 leased pursuant to Rider Four (4) to that certain Railroad Car Lease Agreement dated May 23, 2005 between Trinity Industries Leasing Company and GAF Materials Corporation.

61. Ninety (90) units identified with marks TILX 636633-636722 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated August 3, 2005 between Trinity Industries Leasing Company and GModelo Agriculture, Inc.
62. One hundred five (105) units identified with marks TILX 637048-637102 and TILX 637303-637352 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated November 23, 2005 between Trinity Industries Leasing Company and Gold-Eagle Cooperative.
63. Seventy-five (75) units identified with marks TILX 636923-636997 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated October 3, 2005 between Trinity Industries Leasing Company and Granite Falls Energy, LLC.
64. Twenty (20) units identified with marks ACTX 210049-210068 leased pursuant to Rider Four (4) to that certain Railroad Car Net Lease Agreement dated August 8, 2001 between Trinity Industries Leasing Company and Honeywell International, Inc.
65. Thirty (30) units identified with marks AMCX 302967-302996 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated December 5, 2005 between Trinity Industries Leasing Company and Innovene USA, LLC.
66. Two hundred seventy-five (275) units identified with marks LAFX 50001-50275 leased pursuant to Rider One (1) to that certain Railroad Car Net Lease Agreement dated April 4, 2005 between Trinity Industries Leasing Company and Lafarge North America Inc.
67. Nineteen (19) units identified with marks TIMX 20116-201132 and TIMX 201134-201135 leased pursuant to Rider Two (2) to that certain Railroad Car Net Lease Agreement dated January 2, 2001 between Trinity Industries Leasing Company and Magna Carta Group, L.L.C.
68. Twenty five (25) units identified with marks TILX 636307, TILX 636309-636312, TILX 636314, TILX 636318-636321, TILX 636323, TILX 636325, TILX 636328, TILX 636336-636337, TILX 636339-636350 pursuant to Rider Two (2) to that certain Railroad Car Lease Agreement dated as of May 4, 2005 between Trinity Industries Leasing Company and Midwest Grain Processors LLC.
69. Nine (9) units identified with marks TILX 191103, TILX 191111, TILX 191115, TILX 191117, TILX 191118, TILX 191123-191125, TILX 191127 pursuant to Rider Four (4) to that certain Railroad Car Lease Agreement dated as of October 13, 1994 between Trinity Industries Leasing Company and Murex, Inc.
70. Forty five (45) units identified with marks TILX 191178-192022 pursuant to Rider Five (5) to that certain Railroad Car Lease Agreement dated as of October 13, 1994 between Trinity Industries Leasing Company and Murex, Inc.

71. One hundred (100) units identified with marks TILX 191142-191241 pursuant to Rider Two (2) to that certain Railroad Car Lease Agreement dated as of March 23, 2004 between Trinity Industries Leasing Company and Musket Corporation
72. One hundred (100) units identified with marks TILX 191678-191701, TILX 191703-191704, TILX 191708-191711, TILX 191713, TILX 191718, TILX 191728, TILX 191730-191733, TILX 191735-191736, TILX 191738, TILX 191868-191877, TILX 193026-193075 pursuant to Rider Three (3) to that certain Railroad Car Lease Agreement dated as of March 23, 2004 between Trinity Industries Leasing Company and Musket Corporation.
73. One hundred (100) units identified with marks TILX 191878-191977 pursuant to Rider Four (4) to that certain Railroad Car Lease Agreement dated as of March 23, 2004 between Trinity Industries Leasing Company and Musket Corporation.
74. One hundred (100) units identified with marks TILX 192078-192177 pursuant to Rider Five (5) to that certain Railroad Car Lease Agreement dated as of March 23, 2004 between Trinity Industries Leasing Company and Musket Corporation.
75. Ten (10) units identified with marks TILX 261336-261345 pursuant to Rider Five (5) to that certain Railroad Car Lease Agreement dated as of November 22, 1991 between Trinity Industries Leasing Company and Novus International, Inc.
76. Eighty one (81) units identified with marks TILX 160206-160286 pursuant to Rider Six (6) to that certain Railroad Car Lease Agreement dated as of July 15, 1988 between Trinity Industries Leasing Company and Olin Corporation.
77. Forty eight (48) units identified with marks TILX 5844-5868, TILX 5896-5918 pursuant to Rider Two (2) to that certain Railroad Car Lease Agreement dated as of September 29, 1999 between Trinity Industries Leasing Company and Penford Products Company.
78. Twenty five (25) units identified with marks TILX 400737-400761 pursuant to Rider Three (3) to that certain Railroad Car Lease Agreement dated as of January 5, 2000 between Trinity Industries Leasing Company and Praxair, Inc.
79. Eighteen (18) units identified with marks TILX 135502-135519 pursuant to Rider Two (2) to that certain Railroad Car Lease Agreement dated as of August 4, 2000 between Trinity Industries Leasing Company and The Premcor Refining Group, Inc.
80. One (1) units identified with marks TILX 5828 pursuant to Rider Two Hundred Two (202) to that certain Railroad Car Lease Agreement dated as of June 19, 1984 between Trinity Industries Leasing Company and Procter & Gamble Manufacturing Company.

81. Forty (40) units identified with marks RCRX 1732-1771 pursuant to Rider Three (3) to that certain Railroad Car Net Lease Agreement dated as of October 16, 2004 between Trinity Industries Leasing Company and Reagent Chemical & Research, Inc.
82. Forty four (44) units identified with marks RCRX 1772-1815 pursuant to Rider Four (4) to that certain Railroad Car Net Lease Agreement dated as of October 16, 2004 between Trinity Industries Leasing Company and Reagent Chemical & Research, Inc.
83. Twenty five (25) units identified with marks TILX 191072-191097 pursuant to Rider Five (5) to that certain Railroad Car Lease Agreement dated as of April 25, 2001 between Trinity Industries Leasing Company and Renewable Products Marketing Group, LLC
84. One hundred thirty five (135) units identified with marks TILX 191242-191376 pursuant to Rider Six (6) to that certain Railroad Car Lease Agreement dated as of April 25, 2001 between Trinity Industries Leasing Company and Renewable Products Marketing Group, LLC
85. One hundred (100) units identified with marks TILX 191767, TILX 191769-191867 pursuant to Rider Seven (7) to that certain Railroad Car Lease Agreement dated as of April 25, 2001 between Trinity Industries Leasing Company and Renewable Products Marketing Group, LLC
86. One hundred eight (108) units identified with marks TILX 191517-191539, TILX 192353-192412, TILX 192450-192504 pursuant to Rider Nine (9) to that certain Railroad Car Lease Agreement dated as of April 25, 2001 between Trinity Industries Leasing Company and Renewable Products Marketing Group, LLC.
87. Sixty (60) units identified with marks TILX 100585-100644 pursuant to Rider Five (5) to that certain Railroad Car Lease Agreement dated as of September 14, 1987 between Trinity Industries Leasing Company and Rhodia, Inc.
88. Five (5) units identified with marks TILX 303031-303035 pursuant to Rider Two (2) to that certain Railroad Car Lease Agreement dated as of October 1, 2004 between Trinity Industries Leasing Company and Royester-Clark Resources, LLC.
89. Seven (7) units identified with marks TILX 5794-5800 pursuant to Rider Ten (10) to that certain Railroad Car Lease Agreement dated as of July 6, 2001 between Trinity Industries Leasing Company and Sage V Foods, LLC.
90. Twelve (12) units identified with marks TILX 5884-5895 pursuant to Rider Eleven (11) to that certain Railroad Car Lease Agreement dated as of July 6, 2001 between Trinity Industries Leasing Company and Sage V Foods, LLC.

91. Five (5) units identified with marks TILX 400702-400706 pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated as of February 16, 2005 between Trinity Industries Leasing Company and Sandhill Group, LLC.
92. Twenty five (25) units identified with marks TILX 261692-261716 pursuant to Rider Four (4) to that certain Railroad Car Lease Agreement dated as of July 29, 1999 between Trinity Industries Leasing Company and Sasol Chemicals North America, LLC.
93. Ten (10) units identified with marks TILX 303036-303045 pursuant to Rider Four (4) to that certain Railroad Car Lease Agreement dated as of June 1, 2004 between Trinity Industries Leasing Company and SemStream LP.
94. Forty (40) units identified with marks TILX 261279-261318 pursuant to Rider Eighteen (18) to that certain Railroad Car Lease Agreement dated as of May 7, 1980 between Trinity Industries Leasing Company and Shell Oil Company.
95. Thirty three (33) units identified with marks TILX 261246-261278 pursuant to Rider Twenty (20) to that certain Railroad Car Lease Agreement dated as of May 7, 1980 between Trinity Industries Leasing Company and Shell Oil Company.
96. Two (2) units identified with marks TILX 261319-261320 pursuant to Rider Twenty One (21) to that certain Railroad Car Lease Agreement dated as of May 7, 1980 between Trinity Industries Leasing Company and Shell Oil Company.
97. Fifteen (15) units identified with marks TILX 261321-261335 pursuant to Rider Twenty Two (22) to that certain Railroad Car Lease Agreement dated as of May 7, 1980 between Trinity Industries Leasing Company and Shell Oil Company.
98. Twenty (20) units identified with marks TILX 191097-191102, TILX 191104-191110, TILX 191112-191114, TILX 191116, TILX 191119-191121 pursuant to Rider Twenty Three (23) to that certain Railroad Car Lease Agreement dated as of May 7, 1980 between Trinity Industries Leasing Company and Shell Oil Company.
99. Two (2) units identified with marks TILX 191122-191126 pursuant to Rider Twenty Four (24) to that certain Railroad Car Lease Agreement dated as of May 7, 1980 between Trinity Industries Leasing Company and Shell Oil Company.
100. Fourteen (14) units identified with marks TILX 191128-191141 pursuant to Rider Twenty Five (25) to that certain Railroad Car Lease Agreement dated as of May 7, 1980 between Trinity Industries Leasing Company and Shell Oil Company.
101. Eight (8) units identified with marks TILX 193015-193022 pursuant to Rider Twenty Seven (27) to that certain Railroad Car Lease Agreement dated as of May 7, 1980 between Trinity Industries Leasing Company and Shell Oil Company.

102. Twenty five (25) units identified with marks TILX 192413-192437 pursuant to Rider Twenty Eight (28) to that certain Railroad Car Lease Agreement dated as of May 7, 1980 between Trinity Industries Leasing Company and Shell Oil Company.

103. Twelve (12) units identified with marks TILX 192438-192449 pursuant to Rider Twenty Nine (29) to that certain Railroad Car Lease Agreement dated as of May 7, 1980 between Trinity Industries Leasing Company and Shell Oil Company.

104. Three (3) units identified with marks TILX 193023-193025 pursuant to Rider Thirty One (31) to that certain Railroad Car Lease Agreement dated as of May 7, 1980 between Trinity Industries Leasing Company and Shell Oil Company.

105. Fifty five (55) units identified with marks TILX 270098-270152 pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated as of March 28, 2005 between Trinity Industries Leasing Company and Solutia, Inc.

106. Thirty five (35) units identified with marks TILX 200311-200345 pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated as of July 1, 2005 between Trinity Industries Leasing Company and Solvay Chemicals, Inc.

107. Two hundred thirty eight (238) units identified with marks ASHX 1000-1054, ASHX 1056-1077, ASHX 1079-1103, ASHX 1105-1130, ASHX 1132-1138, ASHX 1140-1150, ASHX 1152-1176, ASHX 1178-1189, ASHX 1191-1198, ASHX 1200-1230, ASHX 1232-1234, ASHX 1236-1241, ASHX 1243-1249 pursuant to Rider One (1) to that certain Railroad Car Net Lease Agreement dated as of January 2, 2001 between Trinity Industries Leasing Company and American Soda, L.L.P.

108. Six (6) units identified with marks TILX 5822-5827 pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated as of January 25, 2005 between Trinity Industries Leasing Company and Specialty Minerals, Inc.

109. Five (5) units identified with marks TILX 191377-191381 pursuant to Rider Four (4) to that certain Railroad Car Lease Agreement dated as of August 19, 1993 between Trinity Industries Leasing Company and Stolt-Nielsen, Inc.

110. One hundred forty three (143) units identified with marks TILX 160287-160302, TILX 160304-160430 pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated as of October 5, 2005 between Trinity Industries Leasing Company and Sunbelt Chlor Alkali Partnership.

111. One hundred fifty five (155) units identified with marks TILX 280610-280764 pursuant to Rider Five (5) to that certain Railroad Car Lease Agreement dated as of March 5, 2001 between Trinity Industries Leasing Company and Sunoco, Inc. (R+M).

112. Thirty two (32) units identified with marks TILX 302999-303030 pursuant to Rider Two (2) to that certain Railroad Car Lease Agreement dated as of January 14, 2002 between Trinity Industries Leasing Company and Terra International Inc.

113. Eleven (11) units identified with marks TILX 190415-190416, TILX 190418-190419, TILX 190421, TILX 190427-190428, TILX 190430-190431, TILX 190435-190436 pursuant to Rider Two (2) to that certain Railroad Car Lease Agreement dated as of June 28, 2004 between Trinity Industries Leasing Company and Tesoro Refining & Marketing Company.

114. One hundred thirty (130) units identified with marks ATMX 10261-10390 pursuant to Rider Four (4) to that certain Railroad Car Net Lease Agreement dated as of February 28, 2003 between Trinity Industries Leasing Company and TUCO INC.

115. One hundred thirty five (135) units identified with marks TLKX 12271-12405 pursuant to Rider Seven (7) to that certain Railroad Car Net Lease Agreement dated as of February 28, 2003 between Trinity Industries Leasing Company and TUCO INC.

116. One hundred thirty five (135) units identified with marks TLKX 12406-12540 pursuant to Rider Eight (8) to that certain Railroad Car Net Lease Agreement dated as of February 28, 2003 between Trinity Industries Leasing Company and TUCO INC.

117. Seventy five (75) units identified with marks TILX 636358-636432 leased pursuant to Rider Two (2) to that certain Railroad Car Lease Agreement dated as of April 21, 2003 between Trinity Industries Leasing Company and VeraSun Energy Corporation.

118. Two hundred (200) units identified with marks TILX 636433-636632 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated as of December 10, 2004 between Trinity Industries Leasing Company and VeraSun Fort Dodge LLC.

119. Thirty (30) units identified with marks TILX 302848-302877 leased pursuant to Rider Nine (9) to that certain Railroad Car Lease Agreement dated as of September 23, 2002 between Trinity Industries Leasing Company and Williams Power Company, Inc.

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: 5/24/06



Robert W. Alvord