

RECORDATION NO. 27036-13 FILED

JUN 28 '07 -8 45 AM

SURFACE TRANSPORTATION BOARD

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

June 28, 2007

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

Re: TRIP 1st 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 28, 2007, 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 27036.

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

Buyer/Assignee: TRIP Rail Leasing LLC  
2525 Stemmons Freeway  
Dallas, Texas 75207

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

Mr. Vernon A. Williams  
June 28, 2007  
Page 2

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

456 railcars:

TILX 251338 – TILX 251357  
TILX 251368 – TILX 251387  
TILX 401148 – TILX 401183  
TILX 516503 – TILX 516752  
TILX 637553 – TILX 637682

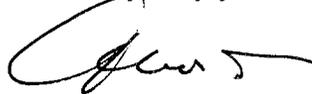
A short summary of the document to appear in the index is:

Bill of Sale and Assignment and Assumption Agreement.

Also enclosed is a check in the amount of \$35.00 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. 27036-3 FILED

JUN 28 '07 -8 45 AM

BILL OF SALE AND ASSIGNMENT AND ASSUMPTION AGREEMENT

SURFACE TRANSPORTATION BOARD

TRINITY RAIL LEASING TRUST II, a Delaware business trust (the "Seller"), in consideration of the Purchase Price set forth on Schedule A and other good and valuable consideration given by TRIP RAIL LEASING LLC, a Delaware limited liability company (the "Buyer"), under the Purchase and Sale Agreement (the "Purchase and Sale Agreement") dated as of June [28], 2007 among the Seller, the Buyer and, TRINITY INDUSTRIES LEASING COMPANY ("TILC") (solely with respect to Sections 2.7, 3.2, 3.3, 3.4, 3.17(y), 3.17(z), 3.19, 4.4 and 6.8), 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 Buyer and its successors and assigns all right, title, and interest of the Seller, in and to (x) certain Railcars set forth on Schedule A and (y) any Leases related thereto set forth on Schedule B and (z) certain other assets set forth on Schedule C and (ii) assign all of its right, title and interest in and to all warranties or representations made or given to the Seller with respect to the Railcars by the manufacturer thereof. The Buyer hereby assumes, and agrees it is unconditionally bound in respect of, as of the date hereof, all duties and obligations of the Seller under the Leases.

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

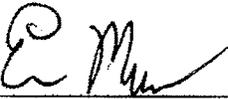
The Seller hereby warrants to the Buyer and its successors and assigns that, at the time of delivery of such Railcars and the assignment and assumption of such Leases, the Seller has legal and beneficial title thereto and good and lawful right to sell and otherwise convey such Railcars and to assign such Leases, and such Railcars and such Leases are free and clear of all Liens (other than Permitted Liens); provided that the Seller covenants that it will defend forever such title to such Railcars and such 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 such Railcars and the assignment of such Leases by the Seller hereunder. Notwithstanding the provisions above and its and the Buyer's intent that the Seller grant, bargain, sell, transfer, assign and set over to the Buyer all right, title and interest of the Seller in such Railcars and such 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, the Seller hereby also grants the Buyer a security interest in such Railcars and such Leases. Such grant of a security interest does not constitute an admission or acknowledgment that the transactions contemplated by the Purchase and Sale Agreement provide that this Bill of Sale and Assignment Agreement is other than a grant, bargain, sale, transfer, assignment and set over to the Buyer of all right, title and interest of the Seller in such Railcars and such Leases.

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

THIS BILL OF SALE SHALL BE GOVERNED BY THE LAWS OF THE STATE OF NEW YORK, INCLUDING ALL MATTERS OF CONSTRUCTION, VALIDITY AND PERFORMANCE (INCLUDING SECTIONS 5-1401 AND 5-1402 OF THE NEW YORK GENERAL OBLIGATIONS LAW BUT EXCLUDING, TO THE MAXIMUM EXTENT

IN WITNESS WHEREOF, the Seller and the Buyer have caused this instrument to be executed in its name, by a duly authorized officer on the 27<sup>th</sup> day of June, 2007 and delivered on the 28th day of June, 2007.

TRINITY RAIL LEASING TRUST II

By:   
Name: BILL MARCHETTO  
Title: VICE President

TRIP RAIL LEASING LLC

By: TRIP Rail Holdings LLC its Managing Member

By: Trinity Industries Leasing Company,  
its Manager

By: \_\_\_\_\_  
Name:  
Title:

ACKNOWLEDGMENT

STATE OF New York )  
 )  
COUNTY OF New York )

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Eric Robert Marchetti who upon oath, acknowledged himself to be a 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 business trust by her/himself as such officer of TRINITY RAIL LEASING TRUST II.

WITNESS my hand and official seal this 27<sup>th</sup> day of June, 2007

Dara Hartman

DARA M. HARTMAN

Notary Public

Notary Public, State of New York

No. 02HA6116873

Qualified in Naussu County

Commission Expires October 12, 20 08

MY COMMISSION EXPIRES:

ACKNOWLEDGMENT

STATE OF \_\_\_\_\_ )  
 )  
COUNTY OF \_\_\_\_\_ )

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared \_\_\_\_\_, who upon oath, acknowledged himself to be a \_\_\_\_\_ of TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation, the manager of TRIP Holdings LLC, a Delaware limited liability company, which is the managing member of TRIP Leasing LLC, a Delaware limited liability company, 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 \_\_\_\_\_ day of June, 2007.

Notary Public

MY COMMISSION EXPIRES:

IN WITNESS WHEREOF, the Seller and the Buyer have caused this instrument to be executed in its name, by a duly authorized officer on the 27<sup>th</sup> day of June, 2007 and delivered on the 28th day of June, 2007.

TRINITY RAIL LEASING TRUST II

By: \_\_\_\_\_  
Name:  
Title:

TRIP RAIL LEASING LLC

By: TRIP Rail Holdings LLC its Managing Member

By: Trinity Industries Leasing Company,  
its Manager

By:   
Name: S. Theis Rice  
Title: Vice President and  
Chief Legal Officer

ACKNOWLEDGMENT

STATE OF \_\_\_\_\_ )  
 )  
COUNTY OF \_\_\_\_\_ )

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared \_\_\_\_\_, who upon oath, acknowledged himself to be a \_\_\_\_\_ 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 business trust by her/himself as such officer of TRINITY RAIL LEASING TRUST II.

WITNESS my hand and official seal this \_\_\_\_\_ day of June, 2007

Notary Public

MY COMMISSION EXPIRES:

ACKNOWLEDGMENT

STATE OF New York )  
 )  
COUNTY OF New York )

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Schwartz Theis LLC, who upon oath, acknowledged himself to be a Vice President and Chief Legal Officer of TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation, the manager of TRIP Holdings LLC, a Delaware limited liability company, which is the managing member of TRIP Leasing LLC, a Delaware limited liability company, 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 27<sup>th</sup> day of June, 2007.

Notary Public

MY COMMISSION EXPIRES:

5/31/10

*Marcia Tabor Null*



MARCIA TABOR NULL  
Notary Public, State of New York  
No. 01NU476273  
Qualified in Nassau County  
Commission Expires May 31, 20 10

**SCHEDULE A**  
**to Bill of Sale and Assignment and Assumption Agreement**

**PURCHASE PRICE**

The parties consider the Purchase Price confidential and it is omitted from any filing of this Bill of Sale and Assignment and Assumption Agreement with the Surface Transportation Board or the Office of the Registrar General of Canada.

**EXHIBIT A**

**to Bill of Sale and Assignment and Assumption Agreement**

**RAILCARS**

**[see attached]**

TRIP RAIL LEASING LLC

Exhibit A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
1	TILX251338	10060	4/13/2006	Tank
2	TILX251339	10060	4/6/2006	Tank
3	TILX251340	10060	3/28/2006	Tank
4	TILX251341	10060	3/28/2006	Tank
5	TILX251342	10060	3/28/2006	Tank
6	TILX251343	10060	3/28/2006	Tank
7	TILX251344	10060	4/4/2006	Tank
8	TILX251345	10060	4/13/2006	Tank
9	TILX251346	10060	3/27/2006	Tank
10	TILX251347	10060	3/28/2006	Tank
11	TILX251348	10060	4/13/2006	Tank
12	TILX251349	10060	3/30/2006	Tank
13	TILX251350	10060	3/29/2006	Tank
14	TILX251351	10060	4/4/2006	Tank
15	TILX251352	10060	3/28/2006	Tank
16	TILX251353	10060	4/13/2006	Tank
17	TILX251354	10060	3/28/2006	Tank
18	TILX251355	10060	3/28/2006	Tank
19	TILX251356	10060	4/6/2006	Tank
20	TILX251357	10060	4/13/2006	Tank
21	TILX251368	10060	3/27/2006	Tank
22	TILX251369	10060	4/13/2006	Tank
23	TILX251370	10060	3/30/2006	Tank
24	TILX251371	10060	4/13/2006	Tank
25	TILX251372	10060	3/27/2006	Tank
26	TILX251373	10060	3/28/2006	Tank
27	TILX251374	10060	4/6/2006	Tank
28	TILX251375	10060	4/6/2006	Tank
29	TILX251376	10060	4/6/2006	Tank
30	TILX251377	10060	4/6/2006	Tank
31	TILX251378	10060	3/31/2006	Tank
32	TILX251379	10060	3/31/2006	Tank
33	TILX251380	10060	4/4/2006	Tank
34	TILX251381	10060	4/13/2006	Tank
35	TILX251382	10060	4/6/2006	Tank
36	TILX251383	10060	3/30/2006	Tank
37	TILX251384	10060	4/4/2006	Tank
38	TILX251385	10060	4/6/2006	Tank
39	TILX251386	10060	3/30/2006	Tank
40	TILX251387	10060	4/4/2006	Tank
41	TILX401148	3805	1/11/2007	Tank
42	TILX401149	3805	1/11/2007	Tank
43	TILX401150	3805	1/22/2007	Tank
44	TILX401151	3805	1/12/2007	Tank
45	TILX401152	3805	1/12/2007	Tank
46	TILX401153	3805	1/12/2007	Tank
47	TILX401154	3805	1/17/2007	Tank
48	TILX401155	3805	1/11/2007	Tank
49	TILX401156	3805	1/22/2007	Tank
50	TILX401157	3805	1/17/2007	Tank
51	TILX401158	3805	1/17/2007	Tank

TRIP RAIL LEASING LLC

Exhibit A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
52	TILX401159	3805	1/11/2007	Tank
53	TILX401160	3805	1/17/2007	Tank
54	TILX401161	3805	1/17/2007	Tank
55	TILX401162	3805	1/11/2007	Tank
56	TILX401163	3805	1/30/2007	Tank
57	TILX401164	3805	1/17/2007	Tank
58	TILX401165	3805	1/24/2007	Tank
59	TILX401166	3805	1/22/2007	Tank
60	TILX401167	3805	1/22/2007	Tank
61	TILX401168	3805	1/17/2007	Tank
62	TILX401169	3805	1/22/2007	Tank
63	TILX401170	3805	1/30/2007	Tank
64	TILX401171	3805	1/17/2007	Tank
65	TILX401172	3805	1/17/2007	Tank
66	TILX401173	3805	1/17/2007	Tank
67	TILX401174	3805	1/30/2007	Tank
68	TILX401175	3805	1/30/2007	Tank
69	TILX401176	3805	1/23/2007	Tank
70	TILX401177	3805	1/23/2007	Tank
71	TILX401178	3805	1/17/2007	Tank
72	TILX401179	3805	1/30/2007	Tank
73	TILX401180	3805	1/30/2007	Tank
74	TILX401181	3805	1/23/2007	Tank
75	TILX401182	3805	1/24/2007	Tank
76	TILX401183	3805	1/23/2007	Tank
77	TILX516503	1210	2/28/2006	Freight
78	TILX516504	1210	2/28/2006	Freight
79	TILX516505	1210	2/28/2006	Freight
80	TILX516506	1210	2/28/2006	Freight
81	TILX516507	1210	2/28/2006	Freight
82	TILX516508	1210	2/28/2006	Freight
83	TILX516509	1210	2/28/2006	Freight
84	TILX516510	1210	2/28/2006	Freight
85	TILX516511	1210	2/28/2006	Freight
86	TILX516512	1210	2/28/2006	Freight
87	TILX516513	1210	2/28/2006	Freight
88	TILX516514	1210	2/28/2006	Freight
89	TILX516515	1210	2/28/2006	Freight
90	TILX516516	1210	2/28/2006	Freight
91	TILX516517	1210	2/28/2006	Freight
92	TILX516518	1210	2/28/2006	Freight
93	TILX516519	1210	2/28/2006	Freight
94	TILX516520	1210	2/28/2006	Freight
95	TILX516521	1210	2/28/2006	Freight
96	TILX516522	1210	2/28/2006	Freight
97	TILX516523	1210	2/28/2006	Freight
98	TILX516524	1210	2/28/2006	Freight
99	TILX516525	1210	2/28/2006	Freight
100	TILX516526	1210	2/28/2006	Freight
101	TILX516527	1210	2/28/2006	Freight
102	TILX516528	1210	2/28/2006	Freight

TRIP RAIL LEASING LLC

Exhibit A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
103	TILX516529	1210	2/28/2006	Freight
104	TILX516530	1210	2/28/2006	Freight
105	TILX516531	1210	2/28/2006	Freight
106	TILX516532	1210	2/28/2006	Freight
107	TILX516533	1210	2/28/2006	Freight
108	TILX516534	1210	2/28/2006	Freight
109	TILX516535	1210	3/7/2006	Freight
110	TILX516536	1210	2/28/2006	Freight
111	TILX516537	1210	2/28/2006	Freight
112	TILX516538	1210	2/28/2006	Freight
113	TILX516539	1210	2/28/2006	Freight
114	TILX516540	1210	2/28/2006	Freight
115	TILX516541	1210	2/28/2006	Freight
116	TILX516542	1210	2/28/2006	Freight
117	TILX516543	1210	3/7/2006	Freight
118	TILX516544	1210	2/28/2006	Freight
119	TILX516545	1210	3/6/2006	Freight
120	TILX516546	1210	3/6/2006	Freight
121	TILX516547	1210	3/6/2006	Freight
122	TILX516548	1210	3/7/2006	Freight
123	TILX516549	1210	3/6/2006	Freight
124	TILX516550	1210	3/6/2006	Freight
125	TILX516551	1210	3/7/2006	Freight
126	TILX516552	1210	3/14/2006	Freight
127	TILX516553	1210	3/6/2006	Freight
128	TILX516554	1210	3/6/2006	Freight
129	TILX516555	1210	3/7/2006	Freight
130	TILX516556	1210	3/6/2006	Freight
131	TILX516557	1210	3/6/2006	Freight
132	TILX516558	1210	3/6/2006	Freight
133	TILX516559	1210	3/7/2006	Freight
134	TILX516560	1210	3/7/2006	Freight
135	TILX516561	1210	3/6/2006	Freight
136	TILX516562	1210	3/6/2006	Freight
137	TILX516563	1210	3/7/2006	Freight
138	TILX516564	1210	3/14/2006	Freight
139	TILX516565	1210	3/6/2006	Freight
140	TILX516566	1210	3/7/2006	Freight
141	TILX516567	1210	3/7/2006	Freight
142	TILX516568	1210	3/7/2006	Freight
143	TILX516569	1210	3/7/2006	Freight
144	TILX516570	1210	3/7/2006	Freight
145	TILX516571	1210	3/7/2006	Freight
146	TILX516572	1210	3/7/2006	Freight
147	TILX516573	1210	3/7/2006	Freight
148	TILX516574	1210	3/7/2006	Freight
149	TILX516575	1210	3/7/2006	Freight
150	TILX516576	1210	3/7/2006	Freight
151	TILX516577	1210	3/7/2006	Freight
152	TILX516578	1210	3/7/2006	Freight
153	TILX516579	1210	3/7/2006	Freight

TRIP RAIL LEASING LLC

Exhibit A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
154	TILX516580	1210	3/7/2006	Freight
155	TILX516581	1210	3/7/2006	Freight
156	TILX516582	1210	3/7/2006	Freight
157	TILX516583	1210	3/7/2006	Freight
158	TILX516584	1210	3/7/2006	Freight
159	TILX516585	1210	3/7/2006	Freight
160	TILX516586	1210	3/7/2006	Freight
161	TILX516587	1210	3/7/2006	Freight
162	TILX516588	1210	3/7/2006	Freight
163	TILX516589	1210	3/7/2006	Freight
164	TILX516590	1210	3/7/2006	Freight
165	TILX516591	1210	3/7/2006	Freight
166	TILX516592	1210	3/7/2006	Freight
167	TILX516593	1210	3/7/2006	Freight
168	TILX516594	1210	3/7/2006	Freight
169	TILX516595	1210	3/7/2006	Freight
170	TILX516596	1210	3/7/2006	Freight
171	TILX516597	1210	3/7/2006	Freight
172	TILX516598	1210	3/7/2006	Freight
173	TILX516599	1210	3/7/2006	Freight
174	TILX516600	1210	3/7/2006	Freight
175	TILX516601	1210	3/7/2006	Freight
176	TILX516602	1210	3/13/2006	Freight
177	TILX516603	1210	3/7/2006	Freight
178	TILX516604	1210	3/13/2006	Freight
179	TILX516605	1210	3/7/2006	Freight
180	TILX516606	1210	3/13/2006	Freight
181	TILX516607	1210	3/7/2006	Freight
182	TILX516608	1210	3/14/2006	Freight
183	TILX516609	1210	3/13/2006	Freight
184	TILX516610	1210	3/13/2006	Freight
185	TILX516611	1210	3/7/2006	Freight
186	TILX516612	1210	3/13/2006	Freight
187	TILX516613	1210	3/13/2006	Freight
188	TILX516614	1210	3/13/2006	Freight
189	TILX516615	1210	3/13/2006	Freight
190	TILX516616	1210	3/13/2006	Freight
191	TILX516617	1210	3/13/2006	Freight
192	TILX516618	1210	3/13/2006	Freight
193	TILX516619	1210	3/13/2006	Freight
194	TILX516620	1210	3/13/2006	Freight
195	TILX516621	1210	3/13/2006	Freight
196	TILX516622	1210	3/13/2006	Freight
197	TILX516623	1210	3/13/2006	Freight
198	TILX516624	1210	3/13/2006	Freight
199	TILX516625	1210	3/13/2006	Freight
200	TILX516626	1210	3/14/2006	Freight
201	TILX516627	1210	3/13/2006	Freight
202	TILX516628	1210	3/14/2006	Freight
203	TILX516629	1210	3/14/2006	Freight
204	TILX516630	1210	3/14/2006	Freight

TRIP RAIL LEASING LLC

Exhibit A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
205	TILX516631	1210	3/14/2006	Freight
206	TILX516632	1210	3/14/2006	Freight
207	TILX516633	1210	3/14/2006	Freight
208	TILX516634	1210	3/14/2006	Freight
209	TILX516635	1210	3/14/2006	Freight
210	TILX516636	1210	3/14/2006	Freight
211	TILX516637	1210	3/14/2006	Freight
212	TILX516638	1210	3/14/2006	Freight
213	TILX516639	1210	3/14/2006	Freight
214	TILX516640	1210	3/14/2006	Freight
215	TILX516641	1210	3/14/2006	Freight
216	TILX516642	1210	3/14/2006	Freight
217	TILX516643	1210	3/15/2006	Freight
218	TILX516644	1210	3/14/2006	Freight
219	TILX516645	1210	3/14/2006	Freight
220	TILX516646	1210	3/15/2006	Freight
221	TILX516647	1210	3/14/2006	Freight
222	TILX516648	1210	3/15/2006	Freight
223	TILX516649	1210	3/14/2006	Freight
224	TILX516650	1210	3/14/2006	Freight
225	TILX516651	1210	3/14/2006	Freight
226	TILX516652	1210	3/15/2006	Freight
227	TILX516653	1210	3/14/2006	Freight
228	TILX516654	1210	3/14/2006	Freight
229	TILX516655	1210	3/14/2006	Freight
230	TILX516656	1210	3/15/2006	Freight
231	TILX516657	1210	3/14/2006	Freight
232	TILX516658	1210	3/15/2006	Freight
233	TILX516659	1210	3/15/2006	Freight
234	TILX516660	1210	3/15/2006	Freight
235	TILX516661	1210	3/15/2006	Freight
236	TILX516662	1210	3/23/2006	Freight
237	TILX516663	1210	3/15/2006	Freight
238	TILX516664	1210	3/23/2006	Freight
239	TILX516665	1210	3/23/2006	Freight
240	TILX516666	1210	3/23/2006	Freight
241	TILX516667	1210	3/23/2006	Freight
242	TILX516668	1210	3/23/2006	Freight
243	TILX516669	1210	3/23/2006	Freight
244	TILX516670	1210	3/23/2006	Freight
245	TILX516671	1210	3/23/2006	Freight
246	TILX516672	1210	3/23/2006	Freight
247	TILX516673	1210	3/23/2006	Freight
248	TILX516674	1210	3/23/2006	Freight
249	TILX516675	1210	3/23/2006	Freight
250	TILX516676	1210	3/23/2006	Freight
251	TILX516677	1210	3/23/2006	Freight
252	TILX516678	1210	3/23/2006	Freight
253	TILX516679	1210	3/23/2006	Freight
254	TILX516680	1210	3/23/2006	Freight
255	TILX516681	1210	3/23/2006	Freight

TRIP RAIL LEASING LLC

Exhibit A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
256	TILX516682	1210	3/23/2006	Freight
257	TILX516683	1210	3/23/2006	Freight
258	TILX516684	1210	3/23/2006	Freight
259	TILX516685	1210	3/23/2006	Freight
260	TILX516686	1210	3/23/2006	Freight
261	TILX516687	1210	3/23/2006	Freight
262	TILX516688	1210	3/23/2006	Freight
263	TILX516689	1210	3/23/2006	Freight
264	TILX516690	1210	3/23/2006	Freight
265	TILX516691	1210	3/23/2006	Freight
266	TILX516692	1210	3/31/2006	Freight
267	TILX516693	1210	3/23/2006	Freight
268	TILX516694	1210	3/23/2006	Freight
269	TILX516695	1210	3/23/2006	Freight
270	TILX516696	1210	3/23/2006	Freight
271	TILX516697	1210	3/31/2006	Freight
272	TILX516698	1210	3/31/2006	Freight
273	TILX516699	1210	3/23/2006	Freight
274	TILX516700	1210	3/23/2006	Freight
275	TILX516701	1210	3/31/2006	Freight
276	TILX516702	1210	3/23/2006	Freight
277	TILX516703	1210	3/31/2006	Freight
278	TILX516704	1210	3/23/2006	Freight
279	TILX516705	1210	3/23/2006	Freight
280	TILX516706	1210	3/31/2006	Freight
281	TILX516707	1210	3/23/2006	Freight
282	TILX516708	1210	3/23/2006	Freight
283	TILX516709	1210	3/31/2006	Freight
284	TILX516710	1210	3/31/2006	Freight
285	TILX516711	1210	3/23/2006	Freight
286	TILX516712	1210	3/31/2006	Freight
287	TILX516713	1210	3/31/2006	Freight
288	TILX516714	1210	3/31/2006	Freight
289	TILX516715	1210	3/31/2006	Freight
290	TILX516716	1210	3/31/2006	Freight
291	TILX516717	1210	3/31/2006	Freight
292	TILX516718	1210	3/31/2006	Freight
293	TILX516719	1210	3/31/2006	Freight
294	TILX516720	1210	3/31/2006	Freight
295	TILX516721	1210	3/31/2006	Freight
296	TILX516722	1210	3/31/2006	Freight
297	TILX516723	1210	3/31/2006	Freight
298	TILX516724	1210	3/31/2006	Freight
299	TILX516725	1210	3/31/2006	Freight
300	TILX516726	1210	3/31/2006	Freight
301	TILX516727	1210	3/31/2006	Freight
302	TILX516728	1210	3/31/2006	Freight
303	TILX516729	1210	3/31/2006	Freight
304	TILX516730	1210	3/31/2006	Freight
305	TILX516731	1210	3/31/2006	Freight
306	TILX516732	1210	3/31/2006	Freight

TRIP RAIL LEASING LLC

Exhibit A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
307	TILX516733	1210	3/31/2006	Freight
308	TILX516734	1210	3/31/2006	Freight
309	TILX516735	1210	3/31/2006	Freight
310	TILX516736	1210	3/31/2006	Freight
311	TILX516737	1210	3/31/2006	Freight
312	TILX516738	1210	3/31/2006	Freight
313	TILX516739	1210	3/31/2006	Freight
314	TILX516740	1210	3/31/2006	Freight
315	TILX516741	1210	3/31/2006	Freight
316	TILX516742	1210	3/31/2006	Freight
317	TILX516743	1210	3/31/2006	Freight
318	TILX516744	1210	3/31/2006	Freight
319	TILX516745	1210	3/31/2006	Freight
320	TILX516746	1210	3/31/2006	Freight
321	TILX516747	1210	3/31/2006	Freight
322	TILX516748	1210	3/31/2006	Freight
323	TILX516749	1210	3/31/2006	Freight
324	TILX516750	1210	3/31/2006	Freight
325	TILX516751	1210	3/31/2006	Freight
326	TILX516752	1210	3/31/2006	Freight
327	TILX637553	3271	10/20/2006	Freight
328	TILX637554	3271	10/27/2006	Freight
329	TILX637555	3271	11/10/2006	Freight
330	TILX637556	3271	11/6/2006	Freight
331	TILX637557	3271	10/27/2006	Freight
332	TILX637558	3271	10/20/2006	Freight
333	TILX637559	3271	10/20/2006	Freight
334	TILX637560	3271	10/20/2006	Freight
335	TILX637561	3271	10/20/2006	Freight
336	TILX637562	3271	10/27/2006	Freight
337	TILX637563	3271	10/27/2006	Freight
338	TILX637564	3271	10/27/2006	Freight
339	TILX637565	3271	10/27/2006	Freight
340	TILX637566	3271	10/27/2006	Freight
341	TILX637567	3271	10/27/2006	Freight
342	TILX637568	3271	10/27/2006	Freight
343	TILX637569	3271	10/31/2006	Freight
344	TILX637570	3271	10/27/2006	Freight
345	TILX637571	3271	11/6/2006	Freight
346	TILX637572	3271	10/27/2006	Freight
347	TILX637573	3271	10/27/2006	Freight
348	TILX637574	3271	10/27/2006	Freight
349	TILX637575	3271	10/27/2006	Freight
350	TILX637576	3271	10/27/2006	Freight
351	TILX637577	3271	10/27/2006	Freight
352	TILX637578	3271	10/27/2006	Freight
353	TILX637579	3271	10/27/2006	Freight
354	TILX637580	3271	10/27/2006	Freight
355	TILX637581	3271	10/27/2006	Freight
356	TILX637582	3271	10/27/2006	Freight
357	TILX637583	3271	10/27/2006	Freight

TRIP RAIL LEASING LLC

Exhibit A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
358	TILX637584	3271	11/10/2006	Freight
359	TILX637585	3271	10/27/2006	Freight
360	TILX637586	3271	10/27/2006	Freight
361	TILX637587	3271	10/27/2006	Freight
362	TILX637588	3271	10/27/2006	Freight
363	TILX637589	3271	10/27/2006	Freight
364	TILX637590	3271	10/27/2006	Freight
365	TILX637591	3271	10/27/2006	Freight
366	TILX637592	3271	10/27/2006	Freight
367	TILX637593	3271	11/6/2006	Freight
368	TILX637594	3271	11/6/2006	Freight
369	TILX637595	3271	10/31/2006	Freight
370	TILX637596	3271	10/27/2006	Freight
371	TILX637597	3271	10/27/2006	Freight
372	TILX637598	3271	10/27/2006	Freight
373	TILX637599	3271	10/27/2006	Freight
374	TILX637600	3271	10/27/2006	Freight
375	TILX637601	3271	10/27/2006	Freight
376	TILX637602	3271	10/31/2006	Freight
377	TILX637603	3271	10/27/2006	Freight
378	TILX637604	3271	10/27/2006	Freight
379	TILX637605	3271	10/27/2006	Freight
380	TILX637606	3271	10/31/2006	Freight
381	TILX637607	3271	10/31/2006	Freight
382	TILX637608	3271	10/31/2006	Freight
383	TILX637609	3271	10/31/2006	Freight
384	TILX637610	3271	10/31/2006	Freight
385	TILX637611	3271	10/31/2006	Freight
386	TILX637612	3271	10/31/2006	Freight
387	TILX637613	3271	10/31/2006	Freight
388	TILX637614	3271	10/31/2006	Freight
389	TILX637615	3271	11/6/2006	Freight
390	TILX637616	3271	10/31/2006	Freight
391	TILX637617	3271	10/31/2006	Freight
392	TILX637618	3271	10/31/2006	Freight
393	TILX637619	3271	11/6/2006	Freight
394	TILX637620	3271	11/6/2006	Freight
395	TILX637621	3271	11/6/2006	Freight
396	TILX637622	3271	11/6/2006	Freight
397	TILX637623	3271	11/6/2006	Freight
398	TILX637624	3271	10/31/2006	Freight
399	TILX637625	3271	11/6/2006	Freight
400	TILX637626	3271	11/6/2006	Freight
401	TILX637627	3271	11/6/2006	Freight
402	TILX637628	3271	10/31/2006	Freight
403	TILX637629	3271	11/6/2006	Freight
404	TILX637630	3271	11/16/2006	Freight
405	TILX637631	3271	11/14/2006	Freight
406	TILX637632	3271	11/10/2006	Freight
407	TILX637633	3271	11/14/2006	Freight
408	TILX637634	3271	11/6/2006	Freight

TRIP RAIL LEASING LLC

Exhibit A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
409	TILX637635	3271	11/14/2006	Freight
410	TILX637636	3271	11/16/2006	Freight
411	TILX637637	3271	11/10/2006	Freight
412	TILX637638	3271	11/10/2006	Freight
413	TILX637639	3271	11/10/2006	Freight
414	TILX637640	3271	11/6/2006	Freight
415	TILX637641	3271	11/10/2006	Freight
416	TILX637642	3271	11/10/2006	Freight
417	TILX637643	3271	11/10/2006	Freight
418	TILX637644	3271	11/6/2006	Freight
419	TILX637645	3271	11/6/2006	Freight
420	TILX637646	3271	11/10/2006	Freight
421	TILX637647	3271	11/10/2006	Freight
422	TILX637648	3271	11/10/2006	Freight
423	TILX637649	3271	11/6/2006	Freight
424	TILX637650	3271	11/6/2006	Freight
425	TILX637651	3271	11/10/2006	Freight
426	TILX637652	3271	11/10/2006	Freight
427	TILX637653	3271	11/13/2006	Freight
428	TILX637654	3271	11/10/2006	Freight
429	TILX637655	3271	11/10/2006	Freight
430	TILX637656	3271	11/14/2006	Freight
431	TILX637657	3271	11/10/2006	Freight
432	TILX637658	3271	11/10/2006	Freight
433	TILX637659	3271	11/13/2006	Freight
434	TILX637660	3271	11/10/2006	Freight
435	TILX637661	3271	11/10/2006	Freight
436	TILX637662	3271	11/10/2006	Freight
437	TILX637663	3271	11/10/2006	Freight
438	TILX637664	3271	11/10/2006	Freight
439	TILX637665	3271	11/13/2006	Freight
440	TILX637666	3271	11/10/2006	Freight
441	TILX637667	3271	11/10/2006	Freight
442	TILX637668	3271	11/10/2006	Freight
443	TILX637669	3271	11/10/2006	Freight
444	TILX637670	3271	11/10/2006	Freight
445	TILX637671	3271	11/10/2006	Freight
446	TILX637672	3271	11/10/2006	Freight
447	TILX637673	3271	11/14/2006	Freight
448	TILX637674	3271	11/10/2006	Freight
449	TILX637675	3271	11/13/2006	Freight
450	TILX637676	3271	11/13/2006	Freight
451	TILX637677	3271	11/13/2006	Freight
452	TILX637678	3271	11/13/2006	Freight
453	TILX637679	3271	11/14/2006	Freight
454	TILX637680	3271	11/13/2006	Freight
455	TILX637681	3271	11/13/2006	Freight
456	TILX637682	3271	11/14/2006	Freight

**EXHIBIT B**

**to Bill of Sale and Assignment and Assumption Agreement**

**LEASES**

**[see attached]**

TRIP RAIL LEASING LLC

Exhibit B

<u>Lessee Number</u>	<u>Lessee</u>	<u>Rider Number</u>
1210	ADM TRANSPORTATION COMPANY	48
3271	COMMODITY SPECIALIST COMPANY	06
3805	DEGUSSA CORPORATION	03
10060	SHELL OIL COMPANY	32