

AUG 01 2008

8-00 AM

ALVORD AND ALVORD
ATTORNEYS AT LAW
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SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

August 1, 2008

Anne K. Quinlan, Esq.
Acting Secretary
Surface Transportation Board
Washington, D.C. 20423

Re: TRIP 12th Funding

Dear Ms Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Security Agreement, dated as of July 30, 2008, 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 previously filed with the Board under Recordation Number 27036.

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

Secured Party: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001

Borrower: TRIP Rail Leasing LLC
2525 Stemmons Freeway
Dallas, Texas 75207

Anne K. Quinlan, Esq.
August 1, 2008
Page 2

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

412 railcars within the following series as more particularly set forth in the attachment to the document:

NKCR 005851 – NKCR 005999 (inclusive)
NKCR 006150
TILX 100645 – TILX 100776
TILX 110247
TILX 160753 – TILX 160815 (except TILX 160758 and TILX
160813)
TILX 160942 – TILX 160957
TILX 201253
TILX 201260 – TILX 201261
TILX 201263
TILX 220086 – TILX 220118 (except TILX 220088 and TILX
220113)
TILX 303183
TILX 303198 – TILX 303203 (except 303199)
TILX 303501 – TILX 303545 (inclusive)

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

Memorandum of Security Agreement.

Also enclosed is a check in the amount of \$41.00 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/sem
Enclosures

AUG 01 '08

8-00 AM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF SECURITY AGREEMENT

This Memorandum of Security Agreement (this "**Memorandum**") is executed as of July 30, 2008, by and between **TRIP RAIL LEASING LLC**, a Delaware limited liability company (the "**Borrower**") and **WILMINGTON TRUST COMPANY**, a Delaware banking corporation, as collateral agent and representative for the Protected Parties (as defined in the Security Agreement, as defined below) (together with any successor agent, the "**Collateral Agent**").

The Borrower, the Collateral Agent and Credit Suisse, New York Branch, as agent, have entered into a Security Agreement dated as of June 27, 2007 (as from time to time amended, modified or supplemented, the "**Security Agreement**") by which the Borrower has granted a security interest to the Collateral Agent for the benefit of the Protected Parties (as defined in the Security Agreement) in all assets of the Borrower, including without limitation, certain railroad equipment described on and bearing reporting marks and road numbers as provided on Exhibit A (the "**Railcars**") and certain leases relating to such Railcars as described on Exhibit B (the "**Leases**"), whether now owned or hereafter arising or acquired.

The purpose of this Memorandum is to give record notice of the existence of the security interest of the Collateral Agent in the Railcars and the Leases, and all terms and conditions of the Security Agreement are incorporated by reference herein.

This Memorandum is prepared only for the public record and is being recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301(a) and the Registrar General of Canada pursuant to Section 105 of the Canada Transportation Act.

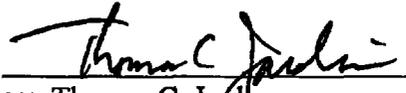
[signature page to follow]

IN WITNESS WHEREOF, the undersigned have caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

TRIP RAIL LEASING LLC

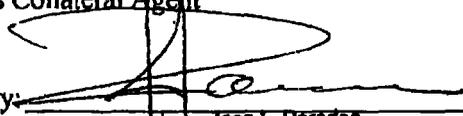
By: TRIP Rail Holdings LLC,
its Managing Member

By: Trinity Industries Leasing Company, its
Manager

By: 
Name: Thomas C. Jardine
Title: Vice President

[Memorandum of Security Agreement]

WILMINGTON TRUST COMPANY,
as Collateral Agent

By: 
Name: Jose L. Paredes
Title: Assistant Vice President

ACKNOWLEDGMENT

STATE OF TEXAS)
)
COUNTY OF DALLAS)

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Thomas C. Jardine, who upon oath, acknowledged himself to be a Vice President of TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation, and that he as such officer being authorized to do so, executed the foregoing Memorandum of Security Agreement for the purposes therein contained by signing the name of the Delaware corporation by himself as such officer of TRINITY INDUSTRIES LEASING COMPANY.

WITNESS my hand and official seal this 30th day of July, 2008.

MY COMMISSION EXPIRES: 6/9/2012

Notary Public *Danielle Henderson*



ACKNOWLEDGMENT

STATE OF Delaware)
)
COUNTY OF New Castle)

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Jose Paredes, who upon oath, acknowledged himself to be a AVP of WILMINGTON TRUST COMPANY, a Delaware banking corporation, and that s/he as such officer being authorized to do so, executed the foregoing Memorandum of Security Agreement for the purposes therein contained by signing the name of such Delaware banking corporation by her/himself as such officer of WILMINGTON TRUST COMPANY.

WITNESS my hand and official seal this 30th day of July, 2008.

MY COMMISSION EXPIRES:

Notary Public

Dianne M. Bruton

DIANNE M. BRUTON
Notary Public - State of Delaware
My Comm. Expires Nov. 27, 2011

EXHIBIT A
to Memorandum of Security Agreement
RAILCARS
[see attached]

TRIP RAIL LEASING LLC
Close 12

Exhibit A

| <u>ID</u> | <u>Asset Mark</u> | <u>Lessee Number</u> | <u>Build Date</u> | <u>Car Type</u> |
|-----------|-------------------|----------------------|-------------------|-----------------|
| 1 | TILX160942 | 30199 | June-08 | Tank |
| 2 | TILX160946 | 30199 | June-08 | Tank |
| 3 | TILX160947 | 30199 | June-08 | Tank |
| 4 | TILX160951 | 30199 | June-08 | Tank |
| 5 | TILX160955 | 30199 | May-08 | Tank |
| 6 | TILX160956 | 30199 | May-08 | Tank |
| 7 | TILX160957 | 30199 | May-08 | Tank |
| 8 | NKCR005851 | 2280 | May-08 | Freight |
| 9 | NKCR005852 | 2280 | May-08 | Freight |
| 10 | NKCR005853 | 2280 | May-08 | Freight |
| 11 | NKCR005854 | 2280 | May-08 | Freight |
| 12 | NKCR005855 | 2280 | May-08 | Freight |
| 13 | NKCR005856 | 2280 | May-08 | Freight |
| 14 | NKCR005857 | 2280 | May-08 | Freight |
| 15 | NKCR005858 | 2280 | May-08 | Freight |
| 16 | NKCR005859 | 2280 | May-08 | Freight |
| 17 | NKCR005860 | 2280 | May-08 | Freight |
| 18 | NKCR005861 | 2280 | May-08 | Freight |
| 19 | NKCR005862 | 2280 | May-08 | Freight |
| 20 | NKCR005863 | 2280 | May-08 | Freight |
| 21 | NKCR005864 | 2280 | May-08 | Freight |
| 22 | NKCR005865 | 2280 | May-08 | Freight |
| 23 | NKCR005866 | 2280 | May-08 | Freight |
| 24 | NKCR005867 | 2280 | May-08 | Freight |
| 25 | NKCR005868 | 2280 | May-08 | Freight |
| 26 | NKCR005869 | 2280 | May-08 | Freight |
| 27 | NKCR005870 | 2280 | May-08 | Freight |
| 28 | NKCR005871 | 2280 | May-08 | Freight |
| 29 | NKCR005872 | 2280 | May-08 | Freight |
| 30 | NKCR005873 | 2280 | May-08 | Freight |
| 31 | NKCR005874 | 2280 | May-08 | Freight |
| 32 | NKCR005875 | 2280 | May-08 | Freight |
| 33 | NKCR005876 | 2280 | May-08 | Freight |
| 34 | NKCR005877 | 2280 | May-08 | Freight |
| 35 | NKCR005878 | 2280 | May-08 | Freight |
| 36 | NKCR005879 | 2280 | May-08 | Freight |
| 37 | NKCR005880 | 2280 | May-08 | Freight |
| 38 | NKCR005881 | 2280 | May-08 | Freight |
| 39 | NKCR005882 | 2280 | May-08 | Freight |
| 40 | NKCR005883 | 2280 | May-08 | Freight |
| 41 | NKCR005884 | 2280 | May-08 | Freight |
| 42 | NKCR005885 | 2280 | May-08 | Freight |
| 43 | NKCR005886 | 2280 | May-08 | Freight |
| 44 | NKCR005887 | 2280 | May-08 | Freight |
| 45 | NKCR005888 | 2280 | May-08 | Freight |
| 46 | NKCR005889 | 2280 | May-08 | Freight |

TRIP RAIL LEASING LLC
Close 12

Exhibit A

| <u>ID</u> | <u>Asset Mark</u> | <u>Lessee Number</u> | <u>Build Date</u> | <u>Car Type</u> |
|-----------|-------------------|----------------------|-------------------|-----------------|
| 47 | NKCR005890 | 2280 | May-08 | Freight |
| 48 | NKCR005891 | 2280 | May-08 | Freight |
| 49 | NKCR005892 | 2280 | May-08 | Freight |
| 50 | NKCR005893 | 2280 | May-08 | Freight |
| 51 | NKCR005894 | 2280 | May-08 | Freight |
| 52 | NKCR005895 | 2280 | May-08 | Freight |
| 53 | NKCR005896 | 2280 | May-08 | Freight |
| 54 | NKCR005897 | 2280 | May-08 | Freight |
| 55 | NKCR005898 | 2280 | May-08 | Freight |
| 56 | NKCR005899 | 2280 | May-08 | Freight |
| 57 | NKCR005900 | 2280 | May-08 | Freight |
| 58 | NKCR005901 | 2280 | May-08 | Freight |
| 59 | NKCR005902 | 2280 | May-08 | Freight |
| 60 | NKCR005903 | 2280 | May-08 | Freight |
| 61 | NKCR005904 | 2280 | May-08 | Freight |
| 62 | NKCR005905 | 2280 | May-08 | Freight |
| 63 | NKCR005906 | 2280 | May-08 | Freight |
| 64 | NKCR005907 | 2280 | May-08 | Freight |
| 65 | NKCR005908 | 2280 | May-08 | Freight |
| 66 | NKCR005909 | 2280 | May-08 | Freight |
| 67 | NKCR005910 | 2280 | May-08 | Freight |
| 68 | NKCR005911 | 2280 | May-08 | Freight |
| 69 | NKCR005912 | 2280 | May-08 | Freight |
| 70 | NKCR005913 | 2280 | May-08 | Freight |
| 71 | NKCR005914 | 2280 | May-08 | Freight |
| 72 | NKCR005915 | 2280 | May-08 | Freight |
| 73 | NKCR005916 | 2280 | May-08 | Freight |
| 74 | NKCR005917 | 2280 | May-08 | Freight |
| 75 | NKCR005918 | 2280 | May-08 | Freight |
| 76 | NKCR005919 | 2280 | May-08 | Freight |
| 77 | NKCR005920 | 2280 | May-08 | Freight |
| 78 | NKCR005921 | 2280 | May-08 | Freight |
| 79 | NKCR005922 | 2280 | May-08 | Freight |
| 80 | NKCR005923 | 2280 | May-08 | Freight |
| 81 | NKCR005924 | 2280 | May-08 | Freight |
| 82 | NKCR005925 | 2280 | May-08 | Freight |
| 83 | NKCR005926 | 2280 | May-08 | Freight |
| 84 | NKCR005927 | 2280 | May-08 | Freight |
| 85 | NKCR005928 | 2280 | May-08 | Freight |
| 86 | NKCR005929 | 2280 | May-08 | Freight |
| 87 | NKCR005930 | 2280 | May-08 | Freight |
| 88 | NKCR005931 | 2280 | May-08 | Freight |
| 89 | NKCR005932 | 2280 | May-08 | Freight |
| 90 | NKCR005933 | 2280 | May-08 | Freight |
| 91 | NKCR005934 | 2280 | May-08 | Freight |
| 92 | NKCR005935 | 2280 | May-08 | Freight |

TRIP RAIL LEASING LLC

Close 12

Exhibit A

| <u>ID</u> | <u>Asset Mark</u> | <u>Lessee Number</u> | <u>Build Date</u> | <u>Car Type</u> |
|-----------|-------------------|----------------------|-------------------|-----------------|
| 93 | NKCR005936 | 2280 | May-08 | Freight |
| 94 | NKCR005937 | 2280 | May-08 | Freight |
| 95 | NKCR005938 | 2280 | May-08 | Freight |
| 96 | NKCR005939 | 2280 | May-08 | Freight |
| 97 | NKCR005940 | 2280 | May-08 | Freight |
| 98 | NKCR005941 | 2280 | May-08 | Freight |
| 99 | NKCR005942 | 2280 | May-08 | Freight |
| 100 | NKCR005943 | 2280 | May-08 | Freight |
| 101 | NKCR005944 | 2280 | May-08 | Freight |
| 102 | NKCR005945 | 2280 | May-08 | Freight |
| 103 | NKCR005946 | 2280 | May-08 | Freight |
| 104 | NKCR005947 | 2280 | May-08 | Freight |
| 105 | NKCR005948 | 2280 | May-08 | Freight |
| 106 | NKCR005949 | 2280 | May-08 | Freight |
| 107 | NKCR005950 | 2280 | May-08 | Freight |
| 108 | NKCR005951 | 2280 | May-08 | Freight |
| 109 | NKCR005952 | 2280 | May-08 | Freight |
| 110 | NKCR005953 | 2280 | May-08 | Freight |
| 111 | NKCR005954 | 2280 | May-08 | Freight |
| 112 | NKCR005955 | 2280 | May-08 | Freight |
| 113 | NKCR005956 | 2280 | May-08 | Freight |
| 114 | NKCR005957 | 2280 | May-08 | Freight |
| 115 | NKCR005958 | 2280 | May-08 | Freight |
| 116 | NKCR005959 | 2280 | May-08 | Freight |
| 117 | NKCR005960 | 2280 | May-08 | Freight |
| 118 | NKCR005961 | 2280 | May-08 | Freight |
| 119 | NKCR005962 | 2280 | May-08 | Freight |
| 120 | NKCR005963 | 2280 | May-08 | Freight |
| 121 | NKCR005964 | 2280 | May-08 | Freight |
| 122 | NKCR005965 | 2280 | May-08 | Freight |
| 123 | NKCR005966 | 2280 | May-08 | Freight |
| 124 | NKCR005967 | 2280 | May-08 | Freight |
| 125 | NKCR005968 | 2280 | May-08 | Freight |
| 126 | NKCR005969 | 2280 | May-08 | Freight |
| 127 | NKCR005970 | 2280 | May-08 | Freight |
| 128 | NKCR005971 | 2280 | May-08 | Freight |
| 129 | NKCR005972 | 2280 | May-08 | Freight |
| 130 | NKCR005973 | 2280 | May-08 | Freight |
| 131 | NKCR005974 | 2280 | May-08 | Freight |
| 132 | NKCR005975 | 2280 | May-08 | Freight |
| 133 | NKCR005976 | 2280 | May-08 | Freight |
| 134 | NKCR005977 | 2280 | May-08 | Freight |
| 135 | NKCR005978 | 2280 | May-08 | Freight |
| 136 | NKCR005979 | 2280 | May-08 | Freight |
| 137 | NKCR005980 | 2280 | May-08 | Freight |
| 138 | NKCR005981 | 2280 | May-08 | Freight |

TRIP RAIL LEASING LLC
Close 12

Exhibit A

| <u>ID</u> | <u>Asset Mark</u> | <u>Lessee Number</u> | <u>Build Date</u> | <u>Car Type</u> |
|-----------|-------------------|----------------------|-------------------|-----------------|
| 139 | NKCR005982 | 2280 | May-08 | Freight |
| 140 | NKCR005983 | 2280 | May-08 | Freight |
| 141 | NKCR005984 | 2280 | May-08 | Freight |
| 142 | NKCR005985 | 2280 | May-08 | Freight |
| 143 | NKCR005986 | 2280 | May-08 | Freight |
| 144 | NKCR005987 | 2280 | May-08 | Freight |
| 145 | NKCR005988 | 2280 | May-08 | Freight |
| 146 | NKCR005989 | 2280 | May-08 | Freight |
| 147 | NKCR005990 | 2280 | May-08 | Freight |
| 148 | NKCR005991 | 2280 | May-08 | Freight |
| 149 | NKCR005992 | 2280 | May-08 | Freight |
| 150 | NKCR005993 | 2280 | May-08 | Freight |
| 151 | NKCR005994 | 2280 | May-08 | Freight |
| 152 | NKCR005995 | 2280 | May-08 | Freight |
| 153 | NKCR005996 | 2280 | May-08 | Freight |
| 154 | NKCR005997 | 2280 | May-08 | Freight |
| 155 | NKCR005998 | 2280 | May-08 | Freight |
| 156 | NKCR005999 | 2280 | May-08 | Freight |
| 157 | NKCR006150 | 2280 | May-08 | Freight |
| 158 | TILX201253 | 20023 | June-08 | Tank |
| 159 | TILX201260 | 20023 | June-08 | Tank |
| 160 | TILX201261 | 20023 | June-08 | Tank |
| 161 | TILX201263 | 20023 | June-08 | Tank |
| 162 | TILX303183 | 22703 | November-07 | Tank |
| 163 | TILX303198 | 22703 | November-07 | Tank |
| 164 | TILX303200 | 22703 | November-07 | Tank |
| 165 | TILX303201 | 22703 | November-07 | Tank |
| 166 | TILX303202 | 22703 | November-07 | Tank |
| 167 | TILX303203 | 22703 | November-07 | Tank |
| 168 | TILX303501 | 3993 | May-08 | Tank |
| 169 | TILX303502 | 3993 | April-08 | Tank |
| 170 | TILX303503 | 3993 | May-08 | Tank |
| 171 | TILX303504 | 3993 | April-08 | Tank |
| 172 | TILX303505 | 3993 | May-08 | Tank |
| 173 | TILX303506 | 3993 | May-08 | Tank |
| 174 | TILX303507 | 3993 | April-08 | Tank |
| 175 | TILX303508 | 3993 | May-08 | Tank |
| 176 | TILX303509 | 3993 | May-08 | Tank |
| 177 | TILX303510 | 3993 | May-08 | Tank |
| 178 | TILX303511 | 3993 | April-08 | Tank |
| 179 | TILX303512 | 3993 | May-08 | Tank |
| 180 | TILX303513 | 3993 | May-08 | Tank |
| 181 | TILX303514 | 3993 | May-08 | Tank |
| 182 | TILX303515 | 3993 | May-08 | Tank |
| 183 | TILX303516 | 3993 | May-08 | Tank |
| 184 | TILX303517 | 3993 | May-08 | Tank |

TRIP RAIL LEASING LLC
Close 12

Exhibit A

| <u>ID</u> | <u>Asst Mark</u> | <u>Lessee Number</u> | <u>Build Date</u> | <u>Car Type</u> |
|-----------|------------------|----------------------|-------------------|-----------------|
| 185 | TILX303518 | 3993 | April-08 | Tank |
| 186 | TILX303519 | 3993 | May-08 | Tank |
| 187 | TILX303520 | 3993 | May-08 | Tank |
| 188 | TILX303521 | 3993 | May-08 | Tank |
| 189 | TILX303522 | 3993 | May-08 | Tank |
| 190 | TILX303523 | 3993 | May-08 | Tank |
| 191 | TILX303524 | 3993 | April-08 | Tank |
| 192 | TILX303525 | 3993 | May-08 | Tank |
| 193 | TILX303526 | 3993 | May-08 | Tank |
| 194 | TILX303527 | 3993 | May-08 | Tank |
| 195 | TILX303528 | 3993 | April-08 | Tank |
| 196 | TILX303529 | 3993 | April-08 | Tank |
| 197 | TILX303530 | 3993 | April-08 | Tank |
| 198 | TILX303531 | 3993 | May-08 | Tank |
| 199 | TILX303532 | 3993 | May-08 | Tank |
| 200 | TILX303533 | 3993 | May-08 | Tank |
| 201 | TILX303534 | 3993 | May-08 | Tank |
| 202 | TILX303535 | 3993 | May-08 | Tank |
| 203 | TILX303536 | 3993 | May-08 | Tank |
| 204 | TILX303537 | 3993 | May-08 | Tank |
| 205 | TILX303538 | 3993 | May-08 | Tank |
| 206 | TILX303539 | 3993 | May-08 | Tank |
| 207 | TILX303540 | 3993 | May-08 | Tank |
| 208 | TILX303541 | 3993 | May-08 | Tank |
| 209 | TILX303542 | 3993 | May-08 | Tank |
| 210 | TILX303543 | 3993 | May-08 | Tank |
| 211 | TILX303544 | 3993 | May-08 | Tank |
| 212 | TILX303545 | 3993 | May-08 | Tank |
| 213 | TILX160753 | 8368 | May-08 | Tank |
| 214 | TILX160754 | 8368 | June-08 | Tank |
| 215 | TILX160755 | 8368 | June-08 | Tank |
| 216 | TILX160756 | 8368 | June-08 | Tank |
| 217 | TILX160757 | 8368 | June-08 | Tank |
| 218 | TILX160759 | 8368 | June-08 | Tank |
| 219 | TILX160760 | 8368 | June-08 | Tank |
| 220 | TILX160761 | 8368 | May-08 | Tank |
| 221 | TILX160762 | 8368 | May-08 | Tank |
| 222 | TILX160763 | 8368 | June-08 | Tank |
| 223 | TILX160764 | 8368 | June-08 | Tank |
| 224 | TILX160765 | 8368 | June-08 | Tank |
| 225 | TILX160766 | 8368 | June-08 | Tank |
| 226 | TILX160767 | 8368 | June-08 | Tank |
| 227 | TILX160768 | 8368 | June-08 | Tank |
| 228 | TILX160769 | 8368 | June-08 | Tank |
| 229 | TILX160770 | 8368 | June-08 | Tank |
| 230 | TILX160771 | 8368 | June-08 | Tank |

TRIP RAIL LEASING LLC
Close 12

Exhibit A

| <u>ID</u> | <u>Asset Mark</u> | <u>Lessee Number</u> | <u>Build Date</u> | <u>Car Type</u> |
|-----------|-------------------|----------------------|-------------------|-----------------|
| 231 | TILX160772 | 8368 | June-08 | Tank |
| 232 | TILX160773 | 8368 | June-08 | Tank |
| 233 | TILX160774 | 8368 | June-08 | Tank |
| 234 | TILX160775 | 8368 | July-08 | Tank |
| 235 | TILX160776 | 8368 | June-08 | Tank |
| 236 | TILX160777 | 8368 | June-08 | Tank |
| 237 | TILX160778 | 8368 | June-08 | Tank |
| 238 | TILX160779 | 8368 | June-08 | Tank |
| 239 | TILX160780 | 8368 | June-08 | Tank |
| 240 | TILX160781 | 8368 | June-08 | Tank |
| 241 | TILX160782 | 8368 | June-08 | Tank |
| 242 | TILX160783 | 8368 | June-08 | Tank |
| 243 | TILX160784 | 8368 | June-08 | Tank |
| 244 | TILX160785 | 8368 | June-08 | Tank |
| 245 | TILX160786 | 8368 | June-08 | Tank |
| 246 | TILX160787 | 8368 | June-08 | Tank |
| 247 | TILX160788 | 8368 | June-08 | Tank |
| 248 | TILX160789 | 8368 | June-08 | Tank |
| 249 | TILX160790 | 8368 | June-08 | Tank |
| 250 | TILX160791 | 8368 | June-08 | Tank |
| 251 | TILX160792 | 8368 | June-08 | Tank |
| 252 | TILX160793 | 8368 | June-08 | Tank |
| 253 | TILX160794 | 8368 | June-08 | Tank |
| 254 | TILX160795 | 8368 | June-08 | Tank |
| 255 | TILX160796 | 8368 | June-08 | Tank |
| 256 | TILX160797 | 8368 | June-08 | Tank |
| 257 | TILX160798 | 8368 | July-08 | Tank |
| 258 | TILX160799 | 8368 | June-08 | Tank |
| 259 | TILX160800 | 8368 | June-08 | Tank |
| 260 | TILX160801 | 8368 | June-08 | Tank |
| 261 | TILX160802 | 8368 | June-08 | Tank |
| 262 | TILX160803 | 8368 | June-08 | Tank |
| 263 | TILX160804 | 8368 | June-08 | Tank |
| 264 | TILX160805 | 8368 | June-08 | Tank |
| 265 | TILX160806 | 8368 | July-08 | Tank |
| 266 | TILX160807 | 8368 | July-08 | Tank |
| 267 | TILX160808 | 8368 | July-08 | Tank |
| 268 | TILX160809 | 8368 | July-08 | Tank |
| 269 | TILX160810 | 8368 | July-08 | Tank |
| 270 | TILX160811 | 8368 | July-08 | Tank |
| 271 | TILX160812 | 8368 | July-08 | Tank |
| 272 | TILX160814 | 8368 | July-08 | Tank |
| 273 | TILX160815 | 8368 | July-08 | Tank |
| 274 | TILX100645 | 9501 | April-08 | Tank |
| 275 | TILX100646 | 9501 | March-08 | Tank |
| 276 | TILX100647 | 9501 | March-08 | Tank |

TRIP RAIL LEASING LLC
Close 12

Exhibit A

| <u>ID</u> | <u>Asset Mark</u> | <u>Lessee Number</u> | <u>Build Date</u> | <u>Car Type</u> |
|-----------|-------------------|----------------------|-------------------|-----------------|
| 277 | TILX100648 | 9501 | March-08 | Tank |
| 278 | TILX100649 | 9501 | March-08 | Tank |
| 279 | TILX100650 | 9501 | March-08 | Tank |
| 280 | TILX100651 | 9501 | March-08 | Tank |
| 281 | TILX100652 | 9501 | March-08 | Tank |
| 282 | TILX100653 | 9501 | March-08 | Tank |
| 283 | TILX100654 | 9501 | March-08 | Tank |
| 284 | TILX100655 | 9501 | March-08 | Tank |
| 285 | TILX100656 | 9501 | March-08 | Tank |
| 286 | TILX100657 | 9501 | March-08 | Tank |
| 287 | TILX100658 | 9501 | March-08 | Tank |
| 288 | TILX100659 | 9501 | March-08 | Tank |
| 289 | TILX100660 | 9501 | March-08 | Tank |
| 290 | TILX100661 | 9501 | March-08 | Tank |
| 291 | TILX100662 | 9501 | March-08 | Tank |
| 292 | TILX100663 | 9501 | March-08 | Tank |
| 293 | TILX100664 | 9501 | April-08 | Tank |
| 294 | TILX100665 | 9501 | March-08 | Tank |
| 295 | TILX100666 | 9501 | March-08 | Tank |
| 296 | TILX100667 | 9501 | March-08 | Tank |
| 297 | TILX100668 | 9501 | March-08 | Tank |
| 298 | TILX100669 | 9501 | March-08 | Tank |
| 299 | TILX100670 | 9501 | March-08 | Tank |
| 300 | TILX100671 | 9501 | March-08 | Tank |
| 301 | TILX100672 | 9501 | April-08 | Tank |
| 302 | TILX100673 | 9501 | March-08 | Tank |
| 303 | TILX100674 | 9501 | April-08 | Tank |
| 304 | TILX100675 | 9501 | April-08 | Tank |
| 305 | TILX100676 | 9501 | April-08 | Tank |
| 306 | TILX100677 | 9501 | April-08 | Tank |
| 307 | TILX100678 | 9501 | April-08 | Tank |
| 308 | TILX100679 | 9501 | April-08 | Tank |
| 309 | TILX100680 | 9501 | April-08 | Tank |
| 310 | TILX100681 | 9501 | April-08 | Tank |
| 311 | TILX100682 | 9501 | April-08 | Tank |
| 312 | TILX100683 | 9501 | April-08 | Tank |
| 313 | TILX100684 | 9501 | April-08 | Tank |
| 314 | TILX100685 | 9501 | April-08 | Tank |
| 315 | TILX100686 | 9501 | April-08 | Tank |
| 316 | TILX100687 | 9501 | April-08 | Tank |
| 317 | TILX100688 | 9501 | April-08 | Tank |
| 318 | TILX100689 | 9501 | April-08 | Tank |
| 319 | TILX100690 | 9501 | April-08 | Tank |
| 320 | TILX100691 | 9501 | April-08 | Tank |
| 321 | TILX100693 | 9501 | April-08 | Tank |
| 322 | TILX100695 | 9501 | May-08 | Tank |

TRIP RAIL LEASING LLC
Close 12

Exhibit A

| <u>ID</u> | <u>Asset Mark</u> | <u>Lessee Number</u> | <u>Build Date</u> | <u>Car Type</u> |
|-----------|-------------------|----------------------|-------------------|-----------------|
| 323 | TILX100696 | 9501 | May-08 | Tank |
| 324 | TILX100697 | 9501 | May-08 | Tank |
| 325 | TILX100698 | 9501 | May-08 | Tank |
| 326 | TILX100699 | 9501 | May-08 | Tank |
| 327 | TILX100700 | 9501 | May-08 | Tank |
| 328 | TILX100701 | 9501 | May-08 | Tank |
| 329 | TILX100702 | 9501 | May-08 | Tank |
| 330 | TILX100703 | 9501 | May-08 | Tank |
| 331 | TILX100704 | 9501 | May-08 | Tank |
| 332 | TILX100705 | 9501 | May-08 | Tank |
| 333 | TILX100706 | 9501 | May-08 | Tank |
| 334 | TILX100707 | 9501 | May-08 | Tank |
| 335 | TILX100708 | 9501 | May-08 | Tank |
| 336 | TILX100709 | 9501 | May-08 | Tank |
| 337 | TILX100710 | 9501 | May-08 | Tank |
| 338 | TILX100711 | 9501 | May-08 | Tank |
| 339 | TILX100712 | 9501 | May-08 | Tank |
| 340 | TILX100713 | 9501 | May-08 | Tank |
| 341 | TILX100714 | 9501 | May-08 | Tank |
| 342 | TILX100715 | 9501 | May-08 | Tank |
| 343 | TILX100716 | 9501 | May-08 | Tank |
| 344 | TILX100719 | 9501 | May-08 | Tank |
| 345 | TILX100720 | 9501 | May-08 | Tank |
| 346 | TILX100721 | 9501 | May-08 | Tank |
| 347 | TILX100724 | 9501 | June-08 | Tank |
| 348 | TILX100725 | 9501 | May-08 | Tank |
| 349 | TILX100726 | 9501 | May-08 | Tank |
| 350 | TILX100727 | 9501 | June-08 | Tank |
| 351 | TILX100731 | 9501 | June-08 | Tank |
| 352 | TILX100733 | 9501 | June-08 | Tank |
| 353 | TILX100734 | 9501 | June-08 | Tank |
| 354 | TILX100735 | 9501 | June-08 | Tank |
| 355 | TILX100736 | 9501 | June-08 | Tank |
| 356 | TILX100737 | 9501 | June-08 | Tank |
| 357 | TILX100738 | 9501 | June-08 | Tank |
| 358 | TILX100741 | 9501 | June-08 | Tank |
| 359 | TILX100742 | 9501 | June-08 | Tank |
| 360 | TILX100743 | 9501 | June-08 | Tank |
| 361 | TILX100744 | 9501 | June-08 | Tank |
| 362 | TILX100747 | 9501 | June-08 | Tank |
| 363 | TILX100748 | 9501 | June-08 | Tank |
| 364 | TILX100749 | 9501 | June-08 | Tank |
| 365 | TILX100750 | 9501 | June-08 | Tank |
| 366 | TILX100752 | 9501 | June-08 | Tank |
| 367 | TILX100754 | 9501 | June-08 | Tank |
| 368 | TILX100755 | 9501 | June-08 | Tank |

TRIP RAIL LEASING LLC
Close 12

Exhibit A

| <u>ID</u> | <u>Asset Mark</u> | <u>Lessee Number</u> | <u>Build Date</u> | <u>Car Type</u> |
|-----------|-------------------|----------------------|-------------------|-----------------|
| 369 | TILX100756 | 9501 | June-08 | Tank |
| 370 | TILX100757 | 9501 | June-08 | Tank |
| 371 | TILX100758 | 9501 | June-08 | Tank |
| 372 | TILX100762 | 9501 | June-08 | Tank |
| 373 | TILX100763 | 9501 | June-08 | Tank |
| 374 | TILX100764 | 9501 | June-08 | Tank |
| 375 | TILX100765 | 9501 | June-08 | Tank |
| 376 | TILX100766 | 9501 | June-08 | Tank |
| 377 | TILX100767 | 9501 | June-08 | Tank |
| 378 | TILX100768 | 9501 | June-08 | Tank |
| 379 | TILX100774 | 9501 | June-08 | Tank |
| 380 | TILX100776 | 9501 | June-08 | Tank |
| 381 | TILX110247 | 1573 | July-08 | Tank |
| 382 | TILX220086 | 10840 | June-08 | Tank |
| 383 | TILX220087 | 10840 | June-08 | Tank |
| 384 | TILX220089 | 10840 | June-08 | Tank |
| 385 | TILX220090 | 10840 | June-08 | Tank |
| 386 | TILX220091 | 10840 | May-08 | Tank |
| 387 | TILX220092 | 10840 | June-08 | Tank |
| 388 | TILX220093 | 10840 | June-08 | Tank |
| 389 | TILX220094 | 10840 | June-08 | Tank |
| 390 | TILX220095 | 10840 | June-08 | Tank |
| 391 | TILX220096 | 10840 | June-08 | Tank |
| 392 | TILX220097 | 10840 | June-08 | Tank |
| 393 | TILX220098 | 10840 | June-08 | Tank |
| 394 | TILX220099 | 10840 | June-08 | Tank |
| 395 | TILX220100 | 10840 | June-08 | Tank |
| 396 | TILX220101 | 10840 | June-08 | Tank |
| 397 | TILX220102 | 10840 | June-08 | Tank |
| 398 | TILX220103 | 10840 | June-08 | Tank |
| 399 | TILX220104 | 10840 | June-08 | Tank |
| 400 | TILX220105 | 10840 | June-08 | Tank |
| 401 | TILX220106 | 10840 | June-08 | Tank |
| 402 | TILX220107 | 10840 | June-08 | Tank |
| 403 | TILX220108 | 10840 | June-08 | Tank |
| 404 | TILX220109 | 10840 | June-08 | Tank |
| 405 | TILX220110 | 10840 | June-08 | Tank |
| 406 | TILX220111 | 10840 | July-08 | Tank |
| 407 | TILX220112 | 10840 | June-08 | Tank |
| 408 | TILX220114 | 10840 | July-08 | Tank |
| 409 | TILX220115 | 10840 | July-08 | Tank |
| 410 | TILX220116 | 10840 | July-08 | Tank |
| 411 | TILX220117 | 10840 | July-08 | Tank |
| 412 | TILX220118 | 10840 | July-08 | Tank |

EXHIBIT B
to Memorandum of Security Agreement
LEASES
[see attached]

Exhibit B

Leases

1. Seven (7) units identified with marks TILX 160942, TILX 160946 – 160947, TILX 160951, and TILX 160955 - 160957 leased pursuant to Rider Five (5) to that certain Railroad Car Lease Agreement dated November 23, 2005 between Trinity Industries Leasing Company and Bayer MaterialScience LLC.
2. One hundred fifty (150) units identified with marks NKCR 5851 – 5999 and NKCR 6150 leased pursuant to Schedule Twenty-four (24) to that certain Short Term Car Lease Agreement dated January 1, 2001 between Trinity Industries Leasing Company and BNSF Railway Company.
3. Four (4) units identified with marks TILX 201253, TILX 201260 – 201261, and TILX 201263 leased pursuant to Rider Seven (7) to that certain Railroad Car Lease Agreement dated July 6, 2004 between Trinity Industries Leasing Company and Celanese Ltd.
4. Six (6) units identified with marks TILX 303183, TILX 303198, and TILX 303200 – 303203 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated October 24, 2007 between Trinity Industries Leasing Company and Coffeyville Resources Nitrogen Fertilizers, LLC.
5. Forty-five (45) units identified with marks TILX 303501 – 303545 leased pursuant to Rider Seven (7) to that certain Railroad Car Lease Agreement dated April 15, 1988 between Trinity Industries Leasing Company and The Dow Chemical Company.
6. Sixty-one (61) units identified with marks TILX 160753 – 160757, TILX 160759 – 160812, and TILX 160814 - 160815 leased pursuant to Rider Eleven (11) to that certain Railroad Car Lease Agreement dated July 15, 1988 between Trinity Industries Leasing Company and Olin Corporation.
7. Forty-eight (48) units identified with marks TILX 100645 – 100691 and TILX 100693 leased pursuant to Rider Eight (8) to that certain Railroad Car Lease Agreement dated September 14, 1987 between Trinity Industries Leasing Company and Rhodia Inc.

8. Fifty-nine (59) units identified with marks TILX 100695 – 100716, TILX 100719 – 100721, TILX 100724 – 100727, TILX 100731, TILX 100733 – 100738, TILX 100741 – 100744, TILX 100747 – 100750, TILX 100752, TILX 100754 – 100758, TILX 100762 – 100768, TILX 100774, and TILX 100776 leased pursuant to Rider Nine (9) to that certain Railroad Car Lease Agreement dated September 14, 1987 between Trinity Industries Leasing Company and Rhodia Inc.

9. One (1) unit identified with mark TILX 110247 leased pursuant to Rider Three (3) to that certain Railroad Car Lease Agreement dated July 1, 2005 between Trinity Industries Leasing Company and Solvay Chemicals, Inc.

10. Thirty-one (31) units identified with marks TILX 220086 – 220087, TILX 220089 – 220112, and TILX 220114 - 220118 leased pursuant to Rider Four (4) to that certain Railroad Car Lease Agreement dated January 14, 2002 between Trinity Industries Leasing Company and Terra International 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: 8/1/08



Robert W. Alvord