

RECORDATION NO. 27036-PR
FILED

AUG 28 '08 -8 30 AM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

August 28, 2008

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

Re: TRIP 13th 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 August 27, 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 28, 2008
Page 2

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

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

GNAX 009660 – GNAX 009749
TILX 030139 – TILX 030153
TILX 034493 – TILX 034582 (inclusive)
TILX 100717 – TILX 100794
TILX 110349 – TILX 110393
TILX 160813
TILX 160816 – TILX 160820
TILX 201504 – TILX 201511 (inclusive)
TILX 210113 – TILX 210117 (inclusive)
TILX 253239 – TILX 253258 (except 253252 and 253255)
TILX 262536 – TILX 262578 (inclusive)
TILX 262662 – TILX 262687 (inclusive)
TILX 262706 – TILX 262707 (inclusive)
TILX 303366 – TILX 303385 (inclusive)
TILX 303989 – TILX 304000 (except 303993)

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 28 '08 -8 30 AM

MEMORANDUM OF SECURITY AGREEMENT
SURFACE TRANSPORTATION BOARD

This Memorandum of Security Agreement (this "Memorandum") is executed as of August 27, 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.

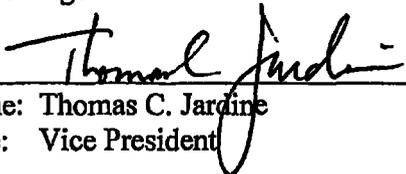
[signature page to follow]

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

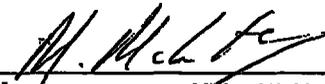
By: TRIP Rail Holdings LLC,
its Managing Member

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: Michael B. McCarthy
Title: 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 27th day of August, 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 ~~Michael McCarthy~~, who upon oath, acknowledged himself to be a Vice President 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 27th day of August, 2008.

MY COMMISSION EXPIRES: Notary Public

Dianne M Bruton

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

TRIP RAIL LEASING LLC
Close 13

Exhibit A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Build Date</u>	<u>Car Type</u>
1	TILX262668	27641	July-08	Tank
2	TILX262669	27641	July-08	Tank
3	TILX262670	27641	July-08	Tank
4	TILX262671	27641	July-08	Tank
5	TILX262672	27641	July-08	Tank
6	TILX262673	27641	June-08	Tank
7	TILX262674	27641	July-08	Tank
8	TILX262675	27641	June-08	Tank
9	TILX262676	27641	June-08	Tank
10	TILX262677	27641	June-08	Tank
11	TILX262678	27641	June-08	Tank
12	TILX262679	27641	July-08	Tank
13	TILX262680	27641	July-08	Tank
14	TILX262681	27641	June-08	Tank
15	TILX262682	27641	June-08	Tank
16	TILX262683	27641	June-08	Tank
17	TILX262684	27641	July-08	Tank
18	TILX262685	27641	June-08	Tank
19	TILX262686	27641	June-08	Tank
20	TILX262687	27641	June-08	Tank
21	TILX034493	50689	June-08	Freight
22	TILX034494	50689	June-08	Freight
23	TILX034495	50689	June-08	Freight
24	TILX034496	50689	June-08	Freight
25	TILX034497	50689	June-08	Freight
26	TILX034498	50689	June-08	Freight
27	TILX034499	50689	June-08	Freight
28	TILX034500	50689	June-08	Freight
29	TILX034501	50689	June-08	Freight
30	TILX034502	50689	June-08	Freight
31	TILX034503	50689	June-08	Freight
32	TILX034504	50689	June-08	Freight
33	TILX034505	50689	June-08	Freight
34	TILX034506	50689	June-08	Freight
35	TILX034507	50689	June-08	Freight
36	TILX034508	50689	June-08	Freight
37	TILX034509	50689	June-08	Freight
38	TILX034510	50689	June-08	Freight
39	TILX034511	50689	June-08	Freight
40	TILX034512	50689	June-08	Freight
41	TILX034513	50689	June-08	Freight
42	TILX034514	50689	June-08	Freight
43	TILX034515	50689	June-08	Freight
44	TILX034516	50689	June-08	Freight
45	TILX034517	50689	June-08	Freight
46	TILX034518	50689	June-08	Freight

TRIP RAIL LEASING LLC

Close 13

Exhibit A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Buld Date</u>	<u>Car Type</u>
47	TILX034519	50689	June-08	Freight
48	TILX034520	50689	June-08	Freight
49	TILX034521	50689	June-08	Freight
50	TILX034522	50689	June-08	Freight
51	TILX034523	50689	June-08	Freight
52	TILX034524	50689	June-08	Freight
53	TILX034525	50689	June-08	Freight
54	TILX034526	50689	June-08	Freight
55	TILX034527	50689	June-08	Freight
56	TILX034528	50689	June-08	Freight
57	TILX034529	50689	June-08	Freight
58	TILX034530	50689	June-08	Freight
59	TILX034531	50689	June-08	Freight
60	TILX034532	50689	June-08	Freight
61	TILX034533	50689	June-08	Freight
62	TILX034534	50689	June-08	Freight
63	TILX034535	50689	June-08	Freight
64	TILX034536	50689	June-08	Freight
65	TILX034537	50689	June-08	Freight
66	TILX034538	50689	June-08	Freight
67	TILX034539	50689	June-08	Freight
68	TILX034540	50689	June-08	Freight
69	TILX034541	50689	June-08	Freight
70	TILX034542	50689	June-08	Freight
71	TILX034543	50689	June-08	Freight
72	TILX034544	50689	June-08	Freight
73	TILX034545	50689	June-08	Freight
74	TILX034546	50689	June-08	Freight
75	TILX034547	50689	June-08	Freight
76	TILX034548	50689	June-08	Freight
77	TILX034549	50689	June-08	Freight
78	TILX034550	50689	June-08	Freight
79	TILX034551	50689	June-08	Freight
80	TILX034552	50689	June-08	Freight
81	TILX034553	50689	June-08	Freight
82	TILX034554	50689	June-08	Freight
83	TILX034555	50689	June-08	Freight
84	TILX034556	50689	June-08	Freight
85	TILX034557	50689	June-08	Freight
86	TILX034558	50689	June-08	Freight
87	TILX034559	50689	June-08	Freight
88	TILX034560	50689	June-08	Freight
89	TILX034561	50689	June-08	Freight
90	TILX034562	50689	June-08	Freight
91	TILX034563	50689	June-08	Freight
92	TILX034564	50689	June-08	Freight

TRIP RAIL LEASING LLC

Close 13

Exhibit A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Build Date</u>	<u>Car Type</u>
93	TILX034565	50689	June-08	Freight
94	TILX034566	50689	June-08	Freight
95	TILX034567	50689	June-08	Freight
96	TILX034568	50689	June-08	Freight
97	TILX034569	50689	June-08	Freight
98	TILX034570	50689	June-08	Freight
99	TILX034571	50689	June-08	Freight
100	TILX034572	50689	June-08	Freight
101	TILX034573	50689	June-08	Freight
102	TILX034574	50689	June-08	Freight
103	TILX034575	50689	June-08	Freight
104	TILX034576	50689	June-08	Freight
105	TILX034577	50689	June-08	Freight
106	TILX034578	50689	June-08	Freight
107	TILX034579	50689	June-08	Freight
108	TILX034580	50689	June-08	Freight
109	TILX034581	50689	June-08	Freight
110	TILX034582	50689	June-08	Freight
111	TILX030139	48828	March-08	Freight
112	TILX030140	48828	March-08	Freight
113	TILX030141	48828	March-08	Freight
114	TILX030149	48828	March-08	Freight
115	TILX030153	48828	March-08	Freight
116	TILX210113	3094	July-08	Tank
117	TILX210114	3094	July-08	Tank
118	TILX210115	3094	July-08	Tank
119	TILX210116	3094	July-08	Tank
120	TILX210117	3094	August-08	Tank
121	TILX262536	3993	June-08	Tank
122	TILX262537	3993	June-08	Tank
123	TILX262538	3993	May-08	Tank
124	TILX262539	3993	June-08	Tank
125	TILX262540	3993	June-08	Tank
126	TILX262541	3993	June-08	Tank
127	TILX262542	3993	June-08	Tank
128	TILX262543	3993	June-08	Tank
129	TILX262544	3993	May-08	Tank
130	TILX262545	3993	May-08	Tank
131	TILX262546	3993	June-08	Tank
132	TILX262547	3993	June-08	Tank
133	TILX262548	3993	June-08	Tank
134	TILX262549	3993	June-08	Tank
135	TILX262550	3993	June-08	Tank
136	TILX262551	3993	June-08	Tank
137	TILX262552	3993	June-08	Tank
138	TILX262553	3993	June-08	Tank

TRIP RAIL LEASING LLC

Close 13

Exhibit A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Build Date</u>	<u>Car Type</u>
139	TILX262554	3993	June-08	Tank
140	TILX262555	3993	June-08	Tank
141	TILX262556	3993	June-08	Tank
142	TILX262557	3993	June-08	Tank
143	TILX262558	3993	June-08	Tank
144	TILX262559	3993	June-08	Tank
145	TILX262560	3993	July-08	Tank
146	TILX262561	3993	July-08	Tank
147	TILX262562	3993	July-08	Tank
148	TILX262563	3993	July-08	Tank
149	TILX262564	3993	July-08	Tank
150	TILX262565	3993	July-08	Tank
151	TILX262566	3993	July-08	Tank
152	TILX262567	3993	July-08	Tank
153	TILX262568	3993	July-08	Tank
154	TILX262569	3993	July-08	Tank
155	TILX262570	3993	July-08	Tank
156	TILX262571	3993	July-08	Tank
157	TILX262572	3993	July-08	Tank
158	TILX262573	3993	July-08	Tank
159	TILX262574	3993	July-08	Tank
160	TILX262575	3993	July-08	Tank
161	TILX262576	3993	July-08	Tank
162	TILX262577	3993	July-08	Tank
163	TILX262578	3993	July-08	Tank
164	GNAX009660	5673	July-08	Freight
165	GNAX009661	5673	July-08	Freight
166	GNAX009662	5673	July-08	Freight
167	GNAX009663	5673	July-08	Freight
168	GNAX009664	5673	July-08	Freight
169	GNAX009665	5673	July-08	Freight
170	GNAX009666	5673	July-08	Freight
171	GNAX009667	5673	July-08	Freight
172	GNAX009668	5673	July-08	Freight
173	GNAX009669	5673	July-08	Freight
174	GNAX009670	5673	July-08	Freight
175	GNAX009671	5673	July-08	Freight
176	GNAX009672	5673	July-08	Freight
177	GNAX009673	5673	July-08	Freight
178	GNAX009674	5673	July-08	Freight
179	GNAX009675	5673	July-08	Freight
180	GNAX009676	5673	July-08	Freight
181	GNAX009677	5673	July-08	Freight
182	GNAX009678	5673	July-08	Freight
183	GNAX009679	5673	July-08	Freight
184	GNAX009680	5673	July-08	Freight

TRIP RAIL LEASING LLC

Close 13

Exhibit A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Build Date</u>	<u>Car Type</u>
185	GNAX009681	5673	July-08	Freight
186	GNAX009682	5673	July-08	Freight
187	GNAX009683	5673	July-08	Freight
188	GNAX009684	5673	July-08	Freight
189	GNAX009685	5673	July-08	Freight
190	GNAX009686	5673	July-08	Freight
191	GNAX009687	5673	July-08	Freight
192	GNAX009688	5673	July-08	Freight
193	GNAX009689	5673	July-08	Freight
194	GNAX009690	5673	July-08	Freight
195	GNAX009691	5673	July-08	Freight
196	GNAX009692	5673	July-08	Freight
197	GNAX009693	5673	July-08	Freight
198	GNAX009694	5673	July-08	Freight
199	GNAX009695	5673	July-08	Freight
200	GNAX009696	5673	July-08	Freight
201	GNAX009697	5673	July-08	Freight
202	GNAX009698	5673	July-08	Freight
203	GNAX009699	5673	July-08	Freight
204	GNAX009701	5673	July-08	Freight
205	GNAX009702	5673	July-08	Freight
206	GNAX009703	5673	July-08	Freight
207	GNAX009704	5673	July-08	Freight
208	GNAX009705	5673	July-08	Freight
209	GNAX009706	5673	July-08	Freight
210	GNAX009707	5673	July-08	Freight
211	GNAX009708	5673	July-08	Freight
212	GNAX009709	5673	July-08	Freight
213	GNAX009710	5673	July-08	Freight
214	GNAX009711	5673	July-08	Freight
215	GNAX009712	5673	July-08	Freight
216	GNAX009713	5673	July-08	Freight
217	GNAX009714	5673	July-08	Freight
218	GNAX009715	5673	July-08	Freight
219	GNAX009716	5673	July-08	Freight
220	GNAX009717	5673	July-08	Freight
221	GNAX009718	5673	July-08	Freight
222	GNAX009719	5673	July-08	Freight
223	GNAX009720	5673	July-08	Freight
224	GNAX009721	5673	July-08	Freight
225	GNAX009722	5673	July-08	Freight
226	GNAX009723	5673	July-08	Freight
227	GNAX009724	5673	July-08	Freight
228	GNAX009725	5673	July-08	Freight
229	GNAX009726	5673	July-08	Freight
230	GNAX009727	5673	July-08	Freight

TRIP RAIL LEASING LLC

Close 13

Exhibit A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Buld Date</u>	<u>Car Type</u>
231	GNAX009728	5673	July-08	Freight
232	GNAX009729	5673	July-08	Freight
233	GNAX009730	5673	July-08	Freight
234	GNAX009731	5673	July-08	Freight
235	GNAX009733	5673	July-08	Freight
236	GNAX009734	5673	July-08	Freight
237	GNAX009735	5673	July-08	Freight
238	GNAX009736	5673	July-08	Freight
239	GNAX009737	5673	July-08	Freight
240	GNAX009738	5673	July-08	Freight
241	GNAX009739	5673	July-08	Freight
242	GNAX009741	5673	July-08	Freight
243	GNAX009742	5673	July-08	Freight
244	GNAX009743	5673	July-08	Freight
245	GNAX009744	5673	July-08	Freight
246	GNAX009745	5673	July-08	Freight
247	GNAX009747	5673	July-08	Freight
248	GNAX009748	5673	July-08	Freight
249	GNAX009749	5673	July-08	Freight
250	TILX201504	46999	March-08	Tank
251	TILX201505	46999	March-08	Tank
252	TILX201506	46999	March-08	Tank
253	TILX201507	46999	March-08	Tank
254	TILX201508	46999	March-08	Tank
255	TILX201509	46999	March-08	Tank
256	TILX201510	46999	April-08	Tank
257	TILX201511	46999	April-08	Tank
258	TILX303366	27423	January-08	Tank
259	TILX303367	27423	January-08	Tank
260	TILX303368	27423	January-08	Tank
261	TILX303369	27423	January-08	Tank
262	TILX303370	27423	January-08	Tank
263	TILX303371	27423	January-08	Tank
264	TILX303372	27423	February-08	Tank
265	TILX303373	27423	February-08	Tank
266	TILX303374	27423	February-08	Tank
267	TILX303375	27423	February-08	Tank
268	TILX303376	27423	February-08	Tank
269	TILX303377	27423	February-08	Tank
270	TILX303378	27423	February-08	Tank
271	TILX303379	27423	February-08	Tank
272	TILX303380	27423	February-08	Tank
273	TILX303381	27423	February-08	Tank
274	TILX303382	27423	February-08	Tank
275	TILX303383	27423	February-08	Tank
276	TILX303384	27423	February-08	Tank

TRIP RAIL LEASING LLC
Close 13

Exhibit A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Buld Date</u>	<u>Car Type</u>
277	TILX303385	27423	February-08	Tank
278	TILX110349	47120	February-08	Tank
279	TILX110350	47120	February-08	Tank
280	TILX110351	47120	February-08	Tank
281	TILX110352	47120	February-08	Tank
282	TILX110353	47120	February-08	Tank
283	TILX110354	47120	February-08	Tank
284	TILX110355	47120	February-08	Tank
285	TILX110356	47120	February-08	Tank
286	TILX110357	47120	February-08	Tank
287	TILX110358	47120	February-08	Tank
288	TILX110359	47120	February-08	Tank
289	TILX110360	47120	February-08	Tank
290	TILX110361	47120	February-08	Tank
291	TILX110362	47120	February-08	Tank
292	TILX110363	47120	February-08	Tank
293	TILX110364	47120	February-08	Tank
294	TILX110365	47120	February-08	Tank
295	TILX110366	47120	February-08	Tank
296	TILX110367	47120	February-08	Tank
297	TILX110368	47120	February-08	Tank
298	TILX110369	47120	February-08	Tank
299	TILX110370	47120	February-08	Tank
300	TILX110371	47120	February-08	Tank
301	TILX110372	47120	February-08	Tank
302	TILX110373	47120	February-08	Tank
303	TILX262662	7964	July-08	Tank
304	TILX262663	7964	July-08	Tank
305	TILX262664	7964	July-08	Tank
306	TILX262665	7964	July-08	Tank
307	TILX262666	7964	July-08	Tank
308	TILX262667	7964	July-08	Tank
309	TILX262706	7964	August-08	Tank
310	TILX262707	7964	August-08	Tank
311	TILX160813	8368	July-08	Tank
312	TILX160816	8368	July-08	Tank
313	TILX160817	8368	July-08	Tank
314	TILX160818	8368	July-08	Tank
315	TILX160819	8368	July-08	Tank
316	TILX160820	8368	July-08	Tank
317	TILX100717	9501	July-08	Tank
318	TILX100718	9501	August-08	Tank
319	TILX100722	9501	August-08	Tank
320	TILX100723	9501	August-08	Tank
321	TILX100728	9501	July-08	Tank
322	TILX100729	9501	July-08	Tank

TRIP RAIL LEASING LLC
Close 13

Exhibit A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Build Date</u>	<u>Car Type</u>
323	TILX100730	9501	July-08	Tank
324	TILX100732	9501	July-08	Tank
325	TILX100739	9501	July-08	Tank
326	TILX100740	9501	July-08	Tank
327	TILX100745	9501	July-08	Tank
328	TILX100746	9501	August-08	Tank
329	TILX100751	9501	July-08	Tank
330	TILX100753	9501	July-08	Tank
331	TILX100759	9501	August-08	Tank
332	TILX100760	9501	August-08	Tank
333	TILX100761	9501	July-08	Tank
334	TILX100769	9501	August-08	Tank
335	TILX100770	9501	July-08	Tank
336	TILX100771	9501	July-08	Tank
337	TILX100772	9501	July-08	Tank
338	TILX100773	9501	July-08	Tank
339	TILX100775	9501	July-08	Tank
340	TILX100777	9501	July-08	Tank
341	TILX100778	9501	July-08	Tank
342	TILX100779	9501	July-08	Tank
343	TILX100780	9501	July-08	Tank
344	TILX100781	9501	August-08	Tank
345	TILX100782	9501	July-08	Tank
346	TILX100783	9501	August-08	Tank
347	TILX100784	9501	August-08	Tank
348	TILX100785	9501	July-08	Tank
349	TILX100786	9501	July-08	Tank
350	TILX100787	9501	July-08	Tank
351	TILX100788	9501	July-08	Tank
352	TILX100789	9501	August-08	Tank
353	TILX100790	9501	August-08	Tank
354	TILX100792	9501	August-08	Tank
355	TILX100793	9501	July-08	Tank
356	TILX100794	9501	August-08	Tank
357	TILX110374	10538	May-08	Tank
358	TILX110375	10538	May-08	Tank
359	TILX110376	10538	May-08	Tank
360	TILX110377	10538	May-08	Tank
361	TILX110378	10538	May-08	Tank
362	TILX110379	10538	May-08	Tank
363	TILX110380	10538	May-08	Tank
364	TILX110381	10538	May-08	Tank
365	TILX110382	10538	May-08	Tank
366	TILX110383	10538	May-08	Tank
367	TILX110384	10538	May-08	Tank
368	TILX110385	10538	May-08	Tank

TRIP RAIL LEASING LLC
Close 13

Exhibit A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Build Date</u>	<u>Car Type</u>
369	TILX110386	10538	May-08	Tank
370	TILX110387	10538	May-08	Tank
371	TILX110388	10538	May-08	Tank
372	TILX110389	10538	May-08	Tank
373	TILX110390	10538	May-08	Tank
374	TILX110391	10538	May-08	Tank
375	TILX110392	10538	May-08	Tank
376	TILX110393	10538	May-08	Tank
377	TILX303989	41200	July-08	Tank
378	TILX303990	41200	July-08	Tank
379	TILX303991	41200	July-08	Tank
380	TILX303992	41200	July-08	Tank
381	TILX303994	41200	July-08	Tank
382	TILX303995	41200	July-08	Tank
383	TILX303996	41200	July-08	Tank
384	TILX303997	41200	July-08	Tank
385	TILX303998	41200	July-08	Tank
386	TILX303999	41200	July-08	Tank
387	TILX304000	41200	July-08	Tank
388	TILX253239	10907	July-08	Tank
389	TILX253240	10907	July-08	Tank
390	TILX253241	10907	July-08	Tank
391	TILX253242	10907	July-08	Tank
392	TILX253243	10907	July-08	Tank
393	TILX253244	10907	July-08	Tank
394	TILX253245	10907	July-08	Tank
395	TILX253246	10907	July-08	Tank
396	TILX253247	10907	July-08	Tank
397	TILX253248	10907	July-08	Tank
398	TILX253249	10907	July-08	Tank
399	TILX253250	10907	July-08	Tank
400	TILX253251	10907	July-08	Tank
401	TILX253253	10907	July-08	Tank
402	TILX253254	10907	July-08	Tank
403	TILX253256	10907	July-08	Tank
404	TILX253257	10907	July-08	Tank
405	TILX253258	10907	July-08	Tank

Exhibit B

Leases

1. Twenty (20) units identified with marks TILC 262668 – 262687 leased pursuant to Rider Nine (9) to that certain Railroad Car Lease Agreement dated May 23, 2005 between Trinity Industries Leasing Company and Building Materials Corporation of America.
2. Ninety (90) units identified with marks TILX 34493 – 34582 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated May 20, 2008 between Trinity Industries Leasing Company and Cementos Apasco, S.A. de C.V.
3. Five (5) units identified with marks TILX 30139 – 30141, TILX 30149, and TILX 30153 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated April 1, 2008 between Trinity Industries Leasing Company and CGC Inc.
4. Five (5) units identified with marks TILX 210113 – 210117 leased pursuant to Rider Two (2) to that certain Railroad Car Lease Agreement dated October 8, 2002 between Trinity Industries Leasing Company and Citgo Petroleum Corporation.
5. Forty-three (43) units identified with marks TILX 262536 – 262578 leased pursuant to Rider Eight (8) to that certain Railroad Car Lease Agreement dated April 15, 1988 between Trinity Industries Leasing Company and The Dow Chemical Company.
6. Eighty-six (86) units identified with marks GNAX 9660 – 9699, GNAX 9701 – 9731, GNAX 9733 – 9739, GNAX 9741 – 9745, and GNAX 9747 – 9749 leased pursuant to Rider Two (2) to that certain Railroad Car Net Lease Agreement dated February 14, 2008 between Trinity Industries Leasing Company and Holcim (US) Inc.
7. Eight (8) units identified with marks TILX 201504 – 201511 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated February 27, 2007 between Trinity Industries Leasing Company and ICL Performance Products LP.
8. Twenty (20) units identified with marks TILX 303366 – 303385 leased pursuant to Rider Three (3) to that certain Railroad Car Lease Agreement dated December 5, 2005 between Trinity Industries Leasing Company and INEOS Oligomers, a division of INEOS USA, LLC.

9. Twenty-five (25) units identified with marks TILX 110349 – 110373 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated February 1, 2008 between Trinity Industries Leasing Company and Lucier Chemical Industries, LTD dba LCI, Ltd..

10. Six (6) units identified with marks TILX 262662 – 262667 leased pursuant to Rider Three (3) to that certain Railroad Car Lease Agreement dated March 8, 2005 between Trinity Industries Leasing Company and Nalco Company.

11. Two (2) units identified with marks TILX 262706 – 262707 leased pursuant to Rider Four (4) to that certain Railroad Car Lease Agreement dated March 8, 2005 between Trinity Industries Leasing Company and Nalco Company.

12. Six (6) units identified with marks TILX 160813 and TILX 160816 – 160820 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.

13. Forty (40) units identified with marks TILX 100717 – 100718, TILX 100722 – 100723, TILX 100728 – 100730, TILX 100732, TILX 100739 – 100740, TILX 100745 – 100746, TILX 100751, TILX 100753, TILX 100759 – 100761, TILX 100769 – 100773, TILX 100775, TILX 100777 – 100790, and TILX 100792 – 100794 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.

14. Twenty (20) units identified with marks TILX 110374 -100393 leased pursuant to Rider Seven (7) to that certain Railroad Car Lease Agreement dated August 19, 1993 between Trinity Industries Leasing Company and Stolt-Nielsen, Inc.

15. Eleven (11) units identified with marks TILX 303989 – 303992 and TILX 303994 – 304000 leased pursuant to Rider Three (3) to that certain Railroad Car Lease Agreement dated August 1, 2007 between Trinity Industries Leasing Company and Taminco Methylamines Inc.

16. Eighteen (18) units identified with marks TILX 253239 – 253251, TILX 253253 – 253254, and TILX 253256 – 253258 leased pursuant to Rider Seven (7) to that certain Railroad Car Lease Agreement dated June 15, 2002 between Trinity Industries Leasing Company and Texas Petrochemicals LP.

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: 8/28/08



Robert W. Alvord