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OF COUNSEL
URBAN A. LESTER

27036-22
RECORDATION NO. _____ FILED

October 31, 2008

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SURFACE TRANSPORTATION BOARD

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

Re: TRIP 15th 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 Memorandum of Security Agreement, dated as of October 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.
October 31, 2008
Page 2

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

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

NKCR 006151 – NKCR 006301 (except NKCR 006241)
TILX 030155
TILX 034652 – TILX 034742
TILX 056110
TILX 056112
TILX 056130 – TILX 056131
TILX 056205 – TILX 056207 (inclusive)
TILX 160960 – TILX 161008
TILX 180146 – TILX 180155 (inclusive)
TILX 253130 – TILX 253134 (inclusive)
TILX 253495 – TILX 253544 (inclusive)
TILX 262479 – TILX 262535
TILX 262579 – TILX 262585 (inclusive)
TILX 262656 – TILX 262659 (except TILX 262657)
TILX 262690 – TILX 262736

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

OCT 31 '08 -8 0 0 AM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF SECURITY AGREEMENT

This Memorandum of Security Agreement (this "Memorandum") is executed as of October 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]

[Memorandum of Security Agreement]

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: Eric R. Marchetto

Title: Executive Vice President

[Memorandum of Security Agreement]

WILMINGTON TRUST COMPANY,
as Collateral Agent

By: 
Name: Michael B. McCarthy
Title: Vice President

ACKNOWLEDGMENT

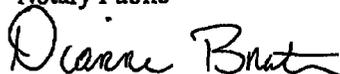
STATE OF Delaware)
)
COUNTY OF New Castle)

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Michael McCarthy, who upon oath, acknowledged her/himself to be a VP 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 October, 2008.

MY COMMISSION EXPIRES:

Notary Public



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 15

Exhibit A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Into Service Date</u>	<u>Car Type</u>
1	NKCR006151	4576	August-08	Freight
2	NKCR006152	4576	September-08	Freight
3	NKCR006153	4576	September-08	Freight
4	NKCR006154	4576	August-08	Freight
5	NKCR006155	4576	September-08	Freight
6	NKCR006156	4576	September-08	Freight
7	NKCR006157	4576	September-08	Freight
8	NKCR006158	4576	September-08	Freight
9	NKCR006159	4576	September-08	Freight
10	NKCR006160	4576	September-08	Freight
11	NKCR006161	4576	September-08	Freight
12	NKCR006162	4576	September-08	Freight
13	NKCR006163	4576	September-08	Freight
14	NKCR006164	4576	September-08	Freight
15	NKCR006165	4576	September-08	Freight
16	NKCR006166	4576	September-08	Freight
17	NKCR006167	4576	September-08	Freight
18	NKCR006168	4576	September-08	Freight
19	NKCR006169	4576	September-08	Freight
20	NKCR006170	4576	September-08	Freight
21	NKCR006171	4576	September-08	Freight
22	NKCR006172	4576	September-08	Freight
23	NKCR006173	4576	September-08	Freight
24	NKCR006174	4576	September-08	Freight
25	NKCR006175	4576	September-08	Freight
26	NKCR006176	4576	September-08	Freight
27	NKCR006177	4576	September-08	Freight
28	NKCR006178	4576	September-08	Freight
29	NKCR006179	4576	September-08	Freight
30	NKCR006180	4576	September-08	Freight
31	NKCR006181	4576	September-08	Freight
32	NKCR006182	4576	September-08	Freight
33	NKCR006183	4576	September-08	Freight
34	NKCR006184	4576	September-08	Freight
35	NKCR006185	4576	September-08	Freight
36	NKCR006186	4576	September-08	Freight
37	NKCR006187	4576	September-08	Freight
38	NKCR006188	4576	September-08	Freight
39	NKCR006189	4576	September-08	Freight
40	NKCR006190	4576	September-08	Freight
41	NKCR006191	4576	September-08	Freight
42	NKCR006192	4576	September-08	Freight
43	NKCR006193	4576	September-08	Freight
44	NKCR006194	4576	September-08	Freight
45	NKCR006195	4576	September-08	Freight
46	NKCR006196	4576	September-08	Freight

TRIP RAIL LEASING LLC

Close 15

Exhibit A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Into Service Date</u>	<u>Car Type</u>
47	NKCR006197	4576	September-08	Freight
48	NKCR006198	4576	September-08	Freight
49	NKCR006199	4576	September-08	Freight
50	NKCR006200	4576	September-08	Freight
51	NKCR006201	4576	September-08	Freight
52	NKCR006202	4576	September-08	Freight
53	NKCR006203	4576	September-08	Freight
54	NKCR006204	4576	September-08	Freight
55	NKCR006205	4576	September-08	Freight
56	NKCR006206	4576	September-08	Freight
57	NKCR006207	4576	September-08	Freight
58	NKCR006208	4576	September-08	Freight
59	NKCR006209	4576	September-08	Freight
60	NKCR006210	4576	September-08	Freight
61	NKCR006211	4576	September-08	Freight
62	NKCR006212	4576	September-08	Freight
63	NKCR006213	4576	September-08	Freight
64	NKCR006214	4576	September-08	Freight
65	NKCR006215	4576	September-08	Freight
66	NKCR006216	4576	September-08	Freight
67	NKCR006217	4576	September-08	Freight
68	NKCR006218	4576	September-08	Freight
69	NKCR006219	4576	September-08	Freight
70	NKCR006220	4576	September-08	Freight
71	NKCR006221	4576	September-08	Freight
72	NKCR006222	4576	September-08	Freight
73	NKCR006223	4576	September-08	Freight
74	NKCR006224	4576	September-08	Freight
75	NKCR006225	4576	September-08	Freight
76	NKCR006226	4576	September-08	Freight
77	NKCR006227	4576	September-08	Freight
78	NKCR006228	4576	September-08	Freight
79	NKCR006229	4576	September-08	Freight
80	NKCR006230	4576	September-08	Freight
81	NKCR006231	4576	September-08	Freight
82	NKCR006232	4576	September-08	Freight
83	NKCR006233	4576	September-08	Freight
84	NKCR006234	4576	September-08	Freight
85	NKCR006235	4576	September-08	Freight
86	NKCR006236	4576	September-08	Freight
87	NKCR006237	4576	September-08	Freight
88	NKCR006238	4576	September-08	Freight
89	NKCR006239	4576	September-08	Freight
90	NKCR006240	4576	September-08	Freight
91	NKCR006242	4576	September-08	Freight
92	NKCR006243	4576	September-08	Freight

TRIP RAIL LEASING LLC
Close 15

Exhibit A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Into Service Date</u>	<u>Car Type</u>
93	NKCR006244	4576	September-08	Freight
94	NKCR006245	4576	September-08	Freight
95	NKCR006246	4576	September-08	Freight
96	NKCR006247	4576	September-08	Freight
97	NKCR006248	4576	September-08	Freight
98	NKCR006249	4576	September-08	Freight
99	NKCR006250	4576	September-08	Freight
100	NKCR006251	4576	September-08	Freight
101	NKCR006252	4576	September-08	Freight
102	NKCR006253	4576	September-08	Freight
103	NKCR006254	4576	September-08	Freight
104	NKCR006255	4576	September-08	Freight
105	NKCR006256	4576	September-08	Freight
106	NKCR006257	4576	September-08	Freight
107	NKCR006258	4576	September-08	Freight
108	NKCR006259	4576	September-08	Freight
109	NKCR006260	4576	September-08	Freight
110	NKCR006261	4576	September-08	Freight
111	NKCR006262	4576	September-08	Freight
112	NKCR006263	4576	September-08	Freight
113	NKCR006264	4576	September-08	Freight
114	NKCR006265	4576	September-08	Freight
115	NKCR006266	4576	September-08	Freight
116	NKCR006267	4576	September-08	Freight
117	NKCR006268	4576	September-08	Freight
118	NKCR006269	4576	September-08	Freight
119	NKCR006270	4576	September-08	Freight
120	NKCR006271	4576	September-08	Freight
121	NKCR006272	4576	September-08	Freight
122	NKCR006273	4576	September-08	Freight
123	NKCR006274	4576	September-08	Freight
124	NKCR006275	4576	September-08	Freight
125	NKCR006276	4576	September-08	Freight
126	NKCR006277	4576	September-08	Freight
127	NKCR006278	4576	September-08	Freight
128	NKCR006279	4576	September-08	Freight
129	NKCR006280	4576	September-08	Freight
130	NKCR006281	4576	September-08	Freight
131	NKCR006282	4576	September-08	Freight
132	NKCR006283	4576	September-08	Freight
133	NKCR006284	4576	September-08	Freight
134	NKCR006285	4576	September-08	Freight
135	NKCR006286	4576	September-08	Freight
136	NKCR006287	4576	September-08	Freight
137	NKCR006288	4576	September-08	Freight
138	NKCR006289	4576	September-08	Freight

TRIP RAIL LEASING LLC

Close 15

Exhibit A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Into Service Date</u>	<u>Car Type</u>
139	NKCR006290	4576	September-08	Freight
140	NKCR006291	4576	September-08	Freight
141	NKCR006292	4576	September-08	Freight
142	NKCR006293	4576	September-08	Freight
143	NKCR006294	4576	September-08	Freight
144	NKCR006295	4576	September-08	Freight
145	NKCR006296	4576	October-08	Freight
146	NKCR006297	4576	October-08	Freight
147	NKCR006298	4576	October-08	Freight
148	NKCR006299	4576	October-08	Freight
149	NKCR006300	4576	October-08	Freight
150	NKCR006301	4576	October-08	Freight
151	TILX030155	48828	August-08	Freight
152	TILX034652	27641	September-08	Freight
153	TILX034656	27641	September-08	Freight
154	TILX034657	27641	September-08	Freight
155	TILX034660	27641	September-08	Freight
156	TILX034670	27641	September-08	Freight
157	TILX034671	27641	September-08	Freight
158	TILX034672	27641	September-08	Freight
159	TILX034673	27641	October-08	Freight
160	TILX034676	27641	September-08	Freight
161	TILX034678	27641	September-08	Freight
162	TILX034679	27641	September-08	Freight
163	TILX034680	27641	September-08	Freight
164	TILX034681	27641	September-08	Freight
165	TILX034682	27641	September-08	Freight
166	TILX034685	27641	September-08	Freight
167	TILX034691	27641	September-08	Freight
168	TILX034693	27641	September-08	Freight
169	TILX034698	27641	October-08	Freight
170	TILX034699	27641	September-08	Freight
171	TILX034700	27641	September-08	Freight
172	TILX034701	27641	October-08	Freight
173	TILX034702	27641	September-08	Freight
174	TILX034703	27641	September-08	Freight
175	TILX034704	27641	September-08	Freight
176	TILX034705	27641	September-08	Freight
177	TILX034706	27641	September-08	Freight
178	TILX034707	27641	September-08	Freight
179	TILX034708	27641	September-08	Freight
180	TILX034709	27641	September-08	Freight
181	TILX034710	27641	September-08	Freight
182	TILX034711	27641	September-08	Freight
183	TILX034712	27641	September-08	Freight
184	TILX034713	27641	September-08	Freight

TRIP RAIL LEASING LLC

Close 15

Exhibit A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Into Service Date</u>	<u>Car Type</u>
185	TILX034714	27641	September-08	Freight
186	TILX034715	27641	September-08	Freight
187	TILX034716	27641	September-08	Freight
188	TILX034717	27641	September-08	Freight
189	TILX034718	27641	September-08	Freight
190	TILX034719	27641	September-08	Freight
191	TILX034720	27641	September-08	Freight
192	TILX034721	27641	September-08	Freight
193	TILX034722	27641	September-08	Freight
194	TILX034723	27641	September-08	Freight
195	TILX034724	27641	September-08	Freight
196	TILX034725	27641	September-08	Freight
197	TILX034726	27641	September-08	Freight
198	TILX034727	27641	September-08	Freight
199	TILX034728	27641	September-08	Freight
200	TILX034729	27641	September-08	Freight
201	TILX034730	27641	September-08	Freight
202	TILX034731	27641	September-08	Freight
203	TILX034732	27641	September-08	Freight
204	TILX034733	27641	September-08	Freight
205	TILX034734	27641	September-08	Freight
206	TILX034735	27641	September-08	Freight
207	TILX034736	27641	September-08	Freight
208	TILX034737	27641	September-08	Freight
209	TILX034738	27641	September-08	Freight
210	TILX034739	27641	September-08	Freight
211	TILX034740	27641	October-08	Freight
212	TILX034741	27641	October-08	Freight
213	TILX034742	27641	October-08	Freight
214	TILX056110	41604	January-08	Freight
215	TILX056112	41604	January-08	Freight
216	TILX056130	41604	January-08	Freight
217	TILX056131	41604	January-08	Freight
218	TILX056205	41604	March-08	Freight
219	TILX056206	41604	March-08	Freight
220	TILX056207	41604	March-08	Freight
221	TILX160960	44337	September-08	Tank
222	TILX160961	44337	September-08	Tank
223	TILX160963	44337	September-08	Tank
224	TILX160965	44337	September-08	Tank
225	TILX160975	44337	September-08	Tank
226	TILX160980	44337	September-08	Tank
227	TILX160983	44337	September-08	Tank
228	TILX160989	44337	September-08	Tank
229	TILX160991	44337	September-08	Tank
230	TILX160992	44337	September-08	Tank

TRIP RAIL LEASING LLC

Close 15

Exhibit A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Into Service Date</u>	<u>Car Type</u>
231	TILX160993	44337	September-08	Tank
232	TILX160994	44337	September-08	Tank
233	TILX160995	44337	September-08	Tank
234	TILX160998	44337	September-08	Tank
235	TILX160999	44337	September-08	Tank
236	TILX161000	44337	September-08	Tank
237	TILX161002	44337	September-08	Tank
238	TILX161003	44337	September-08	Tank
239	TILX161004	44337	September-08	Tank
240	TILX161005	44337	September-08	Tank
241	TILX161006	44337	September-08	Tank
242	TILX161007	44337	September-08	Tank
243	TILX161008	44337	September-08	Tank
244	TILX180146	33543	September-08	Tank
245	TILX180147	33543	September-08	Tank
246	TILX180148	33543	September-08	Tank
247	TILX180149	33543	September-08	Tank
248	TILX180150	33543	September-08	Tank
249	TILX180151	33543	September-08	Tank
250	TILX180152	33543	September-08	Tank
251	TILX180153	33543	September-08	Tank
252	TILX180154	33543	September-08	Tank
253	TILX180155	33543	September-08	Tank
254	TILX253130	46300	February-08	Tank
255	TILX253131	46300	February-08	Tank
256	TILX253132	46300	February-08	Tank
257	TILX253133	46300	February-08	Tank
258	TILX253134	46300	February-08	Tank
259	TILX253495	27719	May-08	Tank
260	TILX253496	27719	May-08	Tank
261	TILX253497	27719	June-08	Tank
262	TILX253498	27719	May-08	Tank
263	TILX253499	27719	May-08	Tank
264	TILX253500	27719	May-08	Tank
265	TILX253501	27719	May-08	Tank
266	TILX253502	27719	May-08	Tank
267	TILX253503	27719	May-08	Tank
268	TILX253504	27719	May-08	Tank
269	TILX253505	27719	May-08	Tank
270	TILX253506	27719	May-08	Tank
271	TILX253507	27719	May-08	Tank
272	TILX253508	27719	May-08	Tank
273	TILX253509	27719	May-08	Tank
274	TILX253510	27719	May-08	Tank
275	TILX253511	27719	May-08	Tank
276	TILX253512	27719	May-08	Tank

TRIP RAIL LEASING LLC
Close 15

Exhibit A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Into Service Date</u>	<u>Car Type</u>
277	TILX253513	27719	May-08	Tank
278	TILX253514	27719	May-08	Tank
279	TILX253515	27719	May-08	Tank
280	TILX253516	27719	May-08	Tank
281	TILX253517	27719	May-08	Tank
282	TILX253518	27719	May-08	Tank
283	TILX253519	27719	May-08	Tank
284	TILX253520	27719	May-08	Tank
285	TILX253521	27719	May-08	Tank
286	TILX253522	27719	June-08	Tank
287	TILX253523	27719	May-08	Tank
288	TILX253524	27719	May-08	Tank
289	TILX253525	27719	May-08	Tank
290	TILX253526	27719	May-08	Tank
291	TILX253527	27719	May-08	Tank
292	TILX253528	27719	May-08	Tank
293	TILX253529	27719	May-08	Tank
294	TILX253530	27719	May-08	Tank
295	TILX253531	27719	May-08	Tank
296	TILX253532	27719	May-08	Tank
297	TILX253533	27719	May-08	Tank
298	TILX253534	27719	June-08	Tank
299	TILX253535	27719	May-08	Tank
300	TILX253536	27719	May-08	Tank
301	TILX253537	27719	May-08	Tank
302	TILX253538	27719	May-08	Tank
303	TILX253539	27719	May-08	Tank
304	TILX253540	27719	May-08	Tank
305	TILX253541	27719	May-08	Tank
306	TILX253542	27719	May-08	Tank
307	TILX253543	27719	June-08	Tank
308	TILX253544	27719	May-08	Tank
309	TILX262479	39104	June-08	Tank
310	TILX262482	52953	August-08	Tank
311	TILX262483	39104	June-08	Tank
312	TILX262484	52953	October-08	Tank
313	TILX262485	39104	June-08	Tank
314	TILX262486	52953	August-08	Tank
315	TILX262487	39104	June-08	Tank
316	TILX262488	52953	August-08	Tank
317	TILX262489	52953	August-08	Tank
318	TILX262490	39104	June-08	Tank
319	TILX262491	52953	September-08	Tank
320	TILX262492	39104	June-08	Tank
321	TILX262494	39104	June-08	Tank
322	TILX262498	52953	October-08	Tank

TRIP RAIL LEASING LLC
Close 15

Exhibit A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Into Service Date</u>	<u>Car Type</u>
323	TILX262499	52953	September-08	Tank
324	TILX262501	39104	June-08	Tank
325	TILX262502	39104	June-08	Tank
326	TILX262505	52953	October-08	Tank
327	TILX262508	39104	June-08	Tank
328	TILX262513	52953	August-08	Tank
329	TILX262516	39104	May-08	Tank
330	TILX262517	39104	May-08	Tank
331	TILX262518	39104	May-08	Tank
332	TILX262519	39104	May-08	Tank
333	TILX262520	39104	May-08	Tank
334	TILX262521	39104	May-08	Tank
335	TILX262522	39104	May-08	Tank
336	TILX262523	39104	May-08	Tank
337	TILX262524	39104	May-08	Tank
338	TILX262525	39104	May-08	Tank
339	TILX262526	39104	May-08	Tank
340	TILX262527	39104	May-08	Tank
341	TILX262528	39104	May-08	Tank
342	TILX262529	39104	May-08	Tank
343	TILX262530	39104	May-08	Tank
344	TILX262531	39104	May-08	Tank
345	TILX262532	39104	May-08	Tank
346	TILX262533	39104	May-08	Tank
347	TILX262534	39104	May-08	Tank
348	TILX262535	39104	May-08	Tank
349	TILX262579	3993	September-08	Tank
350	TILX262580	3993	September-08	Tank
351	TILX262581	3993	September-08	Tank
352	TILX262582	3993	September-08	Tank
353	TILX262583	3993	September-08	Tank
354	TILX262584	3993	September-08	Tank
355	TILX262585	3993	September-08	Tank
356	TILX262656	52953	September-08	Tank
357	TILX262658	52953	August-08	Tank
358	TILX262659	52953	October-08	Tank
359	TILX262690	52953	August-08	Tank
360	TILX262691	52953	August-08	Tank
361	TILX262693	52953	October-08	Tank
362	TILX262694	52953	October-08	Tank
363	TILX262695	52953	October-08	Tank
364	TILX262697	52953	August-08	Tank
365	TILX262699	52953	August-08	Tank
366	TILX262701	7964	August-08	Tank
367	TILX262702	52953	August-08	Tank
368	TILX262704	7964	August-08	Tank

TRIP RAIL LEASING LLC
Close 15

Exhibit A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Into Service Date</u>	<u>Car Type</u>
369	TILX262705	52953	September-08	Tank
370	TILX262709	52953	September-08	Tank
371	TILX262712	52953	August-08	Tank
372	TILX262713	52953	August-08	Tank
373	TILX262714	52953	October-08	Tank
374	TILX262717	30696	April-08	Tank
375	TILX262718	30696	April-08	Tank
376	TILX262719	30696	April-08	Tank
377	TILX262720	30696	April-08	Tank
378	TILX262721	30696	April-08	Tank
379	TILX262722	30696	April-08	Tank
380	TILX262723	30696	April-08	Tank
381	TILX262724	30696	April-08	Tank
382	TILX262725	30696	April-08	Tank
383	TILX262726	30696	April-08	Tank
384	TILX262729	52953	August-08	Tank
385	TILX262730	52953	October-08	Tank
386	TILX262735	52953	August-08	Tank
387	TILX262736	52953	October-08	Tank

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

Exhibit B

Leases

1. Ten (10) units identified with marks TILX 262717 – 262726 leased pursuant to Rider Four (4) to that certain Railroad Car Lease Agreement dated December 22, 2005 between Trinity Industries Leasing Company and Bitumar, Inc.
2. Sixty-two (62) units identified with marks TILX 34652, TILX 34656 – 34657, TILX 34660, TILX 34670 – 34673, TILX 34676, TILX 34678 – 34682, TILX 34685, TILX 34691, TILX 34693, and TILX 34698 - 34742 leased pursuant to Rider Ten (10) to that certain Railroad Car Lease Agreement dated May 23, 2005 between Trinity Industries Leasing Company and Building Materials Corporation of America.
3. One (1) unit identified with mark TILX 30155 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. Seven (7) units identified with marks TILX 262579 - 262585 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.
5. One Hundred Fifty (150) units identified with marks NKCR 6151 – 6240 and NKCR 6242 - 6301 leased pursuant to Rider Seventeen (17) to that certain Railroad Car Lease Agreement dated February 14, 2003 between Trinity Industries Leasing Company and Ferrocarril Mexicano S.A. de C.V.
6. Seven (7) units identified with marks TILX 56110, TILX 56112, TILX 56130 – 56131, and TILX 56205 - 56207 leased pursuant to Rider Six (6) to that certain Railroad Car Lease Agreement dated August 30, 1993 between Trinity Industries Leasing Company and Italgrani Elevator Company.
7. Ten (10) units identified with marks TILX 180146 - 180155 leased pursuant to Rider Two (2) to that certain Railroad Car Lease Agreement dated April 28, 2006 between Trinity Industries Leasing Company and Martin Marietta Magnesia Specialties.

8. Thirty (30) units identified with marks TILX 262479, TILX 262483, TILX 262485, TILX 262487, TILX 262490, TILX 262492, TILX 262494, TILX 262501 – 262502, TILX 262508 and TILX 262516 - 262535 leased pursuant to Rider Three (3) to that certain Railroad Car Lease Agreement dated May 31, 2007 between Trinity Industries Leasing Company and Martin Resource Management Corporation.

9. Thirty (30) units identified with marks TILX 262482, TILX 262484, TILX 262486, TILX 262488 – 262489, TILX 262491, TILX 262498 – 262499, TILX 262505, TILX 262513, TILX 262656, TILX 262658 – 262659, TILX 262690 – 262691, TILX 262693 – 262695, TILX 262697, TILX 262699, TILX 262702, TILX 262705, TILX 262709, TILX 262712 – 262714, TILX 262729 – 262730, and TILX 262735 - 262736 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated August 14, 2008 between Trinity Industries Leasing Company and MeadWestVaco Corporation.

10. Two (2) units identified with marks TILX 262701 and TILX 262704 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.

11. Fifty (50) units identified with marks TILX 253495 – 253544 leased pursuant to Rider Nine (9) to that certain Railroad Car Lease Agreement dated June 16, 2005 between Trinity Industries Leasing Company and Paramount Petroleum Corporation.

12. Five (5) units identified with marks TILX 253130 - 253134 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated January 14, 2008 between Trinity Industries Leasing Company and Valley Proteins, Inc.

13. Twenty-three (23) units identified with marks TILX 160960 – 160961, TILX 160963, TILX 160965, TILX 160975, TILX 160980, TILX 160983, TILX 160989, TILX 160991 – 160995, TILX 160998 – 161000, and TILX 161002 - 161008 leased pursuant to Rider Two (2) to that certain Railroad Car Lease Agreement dated November 29, 2007 between Trinity Industries Leasing Company and Westlake Vinyls Corporation.

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: 10/31/08



Robert W. Alvord