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RECORDATION NO. 25216-14 FILED
SEP 28 '04 3-01 PM
SURFACE TRANSPORTATION BOARD
OF COUNSEL
URBAN A. LESTER

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

September 28, 2004

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

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Equipment Lease Agreement and Equipment Lease Supplement No. 1 (TRLIV 2004-1D), dated as of September 28, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Bill of Sale which is being filed with the Board under Recordation Number - ~~B~~ - F.

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

Lessor: TRLIV 2004-1D Railcar Statutory Trust
 c/o U.S. Bank Trust National Association
 225 Asylum Street
 23rd Floor
 Hartford, Connecticut 06103

Lessee: Trinity Rail Leasing IV L.P.
 2525 Stemmons Freeway
 Dallas, Texas 75207

Mr. Vernon A. Williams
September 28, 2004
Page 2

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

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

TILX 191004 – TILX 191011
TILX 191037 – TILX 191061
TILX 220065 – TILX 220068
TILX 261219 – TILX 261245
TILX 302531 – TILX 302538

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

Memorandum of Equipment Lease Agreement and Equipment Lease Supplement No. 1 (TRLIV 2004-1D).

Also enclosed is a check in the amount of \$30.00 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
Enclosure

RECORDATION NO.

25216-H FILED

**MEMORANDUM OF EQUIPMENT LEASE AGREEMENT AND
EQUIPMENT LEASE SUPPLEMENT NO. 1**

SEP 28 '04

3-01 PM

(TRLIV 2004-1D)

SURFACE TRANSPORTATION BOARD

This Memorandum of Equipment Lease Agreement and Equipment Lease Supplement No. 1 is made and entered by and between TRLIV 2004-1D Railcar Statutory Trust (hereinafter referred to as "Lessor") and Trinity Rail Leasing IV L.P. (hereinafter referred to as "Lessee"), respecting that certain Equipment Lease Agreement (TRLIV 2004-1D), dated as of September 28, 2004, between Lessor and Lessee (as supplemented, the "Equipment Lease") and that certain Equipment Lease Supplement No. 1 (TRLIV 2004-1D), dated as of September 28, 2004, between Lessor and Lessee (the "Equipment Lease Supplement").

Pursuant to the provisions of the Equipment Lease and the Equipment Lease Supplement, Lessor and Lessee hereby affirm and acknowledge that:

1. For good and valuable consideration, Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto, subject to the terms of Annex A to the Equipment Lease.

2. Lessor and Lessee further acknowledge and affirm that this Memorandum of Equipment Lease Agreement and Equipment Lease Supplement No. 1 is not a summary of the Equipment Lease and the Equipment Lease Supplement nor a complete recitation of the terms and provisions thereof. Accordingly, Lessor and Lessee hereby agree that in the event of a conflict between this Memorandum of Equipment Lease Agreement and Equipment Lease Supplement No. 1 and the provisions of the Equipment Lease and the Equipment Lease Supplement, the provisions of the Equipment Lease and the Equipment Lease Supplement shall control.

3. This Memorandum of Equipment Lease Agreement and Equipment Lease Supplement No. 1 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 with the Register General of Canada pursuant to Section 105 of the Canada Transportation Act (Canada).

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate or limited partnership authority, has caused this Memorandum of Equipment Lease Agreement and Equipment Lease Supplement No. 1 to be duly executed in its corporate or limited partnership name by its officers or partners, thereunto duly authorized, all as of September 28, 2004.

LESSOR:

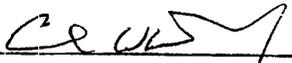
LESSEE:

TRLIV 2004-1D RAILCAR STATUTORY
TRUST

TRINITY RAIL LEASING IV L.P.

By: U.S. Bank Trust National
Association, not in its individual
capacity, but solely as Owner Trustee

By: TILX GP IV, LLC, its General
Partner

By:  _____

By: _____

Name: EARL W. DENNISON

Name: Eric Marchetto

Title: VICE PRESIDENT

Title: Vice President

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate or limited partnership authority, has caused this Memorandum of Equipment Lease Agreement and Equipment Lease Supplement No. 1 to be duly executed in its corporate or limited partnership name by its officers or partners, thereunto duly authorized, all as of September 28, 2004.

LESSOR:

TRLIV 2004-1D RAILCAR STATUTORY
TRUST
By: U.S. Bank Trust National
Association, not in its individual
capacity, but solely as Owner Trustee

By: _____

Name: _____

Title: _____

LESSEE:

TRINITY RAIL LEASING IV L.P.
By: TILX GP IV, LLC, its General
Partner

By:  _____

Name: Eric Marchetto

Title: Vice President

STATE OF MASSACHUSETTS)
COUNTY OF SUFFOLK)

SS:

On this 22nd day of September, 2004, before me personally appeared EARL W. DENNISON, to me personally known, who being duly sworn, stated that he/she is VICE PRESIDENT of U.S. Bank Trust National Association, that said instrument was signed on behalf of said corporation, not in its individual capacity, but solely as trustee on behalf of the TRLIV 2004-1D Railcar Statutory Trust by authority of its board of directors or equivalent governing body, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Mawa F. Agullo
Notary Public

My Commission Expires:

9-9-05

STATE OF Texas)
COUNTY OF Dallas)

SS:

On this 27th day of September, 2004, before me personally appeared Eric Marchetto, to me personally known, who being duly sworn, stated that he is Vice President of TILX GP IV, LLC, the General Partner of Trinity Rail Leasing IV L.P., that said instrument was signed on behalf of said limited partnership by said limited liability company as general partner of Trinity Rail Leasing IV L.P. by authority of its manager(s), and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited partnership and limited liability company.

Cathy I. Gott
Notary Public

My Commission Expires: 5-26-2006



Exhibit A

Participation Agreement - Pool D
Description of Equipment, Designation of Functional Groups and Equipment Cost

Car Marks	Functional Group	Number of Units	
TILX 220065-220068	Tankcar Non-Pressure	4	
TILX 261219-261245	Tankcar Non-Pressure	27	
TILX 191037-191061	Tankcar Non-Pressure	25	
TILX 302531-302538	Tankcar Non-Pressure	8	
TILX 191004-191011	Tankcar Non-Pressure	8	
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		72	

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: _____

9/28/04



Robert W. Alvord