

RECORDATION NO. 23491-F FILED

MAY 18 '01 10-42 AM
Ts
SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

May 17, 2001

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 five (5) copies of a Memorandum of Equipment Lease Agreement and Supplement No. 1 (TRLI 2001-1A), dated as of May 17, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Bill of Sale and associated documents being filed concurrently with the Board under Recordation Number 23491.

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

Lessor:	TRLI 2001-1A Railcar Statutory Trust c/o State Street Bank and Trust Company of Connecticut, National Association 225 Asylum Street, Goodwin Square Hartford, CT 06103
Lessee:	Trinity Rail Leasing I L.P. 2525 Stemmons Freeway Dallas, Texas 75207

Mr. Vernon A. Williams
May 17, 2001
Page Two

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

One thousand four hundred and ninety-five (1495) railcars bearing ASHX, CHVX, ECUX, ITDX, NKCR, PGTX, TILX and TIMX reporting marks and road numbers in Exhibit A attached to the Memorandum.

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

Memorandum of Equipment Lease and Supplement No. 1 (TRLI 2001-1A), dated as of May 17, 2001, between TRLI 2001-1A Railcar Statutory Trust, Lessor, and Trinity Rail Leasing I L.P., Lessee.

Also enclosed is a check in the amount of \$28.00 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

MEMORANDUM OF EQUIPMENT LEASE AGREEMENT AND SUPPLEMENT NO. 1
(TRLI 2001-1A)

This Memorandum of Equipment Lease Agreement and Supplement No. 1 is made and entered by and between TRLI 2001-1A Railcar Statutory Trust, by State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity except as expressly provided in the Equipment Lease (as defined herein) but solely as Owner Trustee (hereinafter referred to as “Lessor”) and Trinity Rail Leasing I L.P. (hereinafter referred to as “Lessee”), respecting that certain Equipment Lease Agreement (TRLI 2001-1A) dated as of May 17, 2001 between Lessor and Lessee (the “Equipment Lease”) and that certain Equipment Lease Supplement No. 1 (TRLI 2001-1A) dated as of May 17, 2001, 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, and subject to the terms defined in Annex A to the Equipment Lease.

2. Lessor and Lessee further acknowledge and affirm that this Memorandum of Equipment Lease Agreement and 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 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 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).

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SURFACE TRANSPORTATION BOARD

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 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 May 17, 2001.

LESSOR:

TRLI 2001-1A RAILCAR STATUTORY TRUST

By: State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity, but solely as Owner Trustee

By: J. Thompson
Name: Jacklyn Thompson
Title: Assistant Vice President

LESSEE:

TRINITY RAIL LEASING I L.P.

By: TILX GP I, LLC, its General Partner

By: _____
Name: Eric Marchetto
Title: Vice President

STATE OF MASSACHUSETTS)
) SS:
COUNTY OF SUFFOLK)

On this 17 of May, 2001, before me personally appeared Jacklyn Thompson, to me personally known, who being duly sworn, stated that he/she is Assistant Vice President of State Street Bank and Trust Company of Connecticut, 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 TRLI 2001-1A 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.

KENNETH R. RING
Notary Public
My Commission Expires July 12, 2002


Notary Public

My Commission Expires

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 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 May 17, 2001.

LESSOR:

TRLI 2001-1A RAILCAR STATUTORY TRUST

By: State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity, but solely as Owner Trustee

By: _____

Name: _____

Title: _____

LESSEE:

TRINITY RAIL LEASING I L.P.

By: TILX GP I, LLC, its General Partner

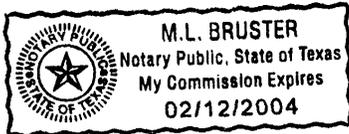
By:  _____

Name: Eric Marchetto

Title: Vice President

STATE OF Texas)
COUNTY OF Dallas) SS:

On this 17 of May, 2001, before me personally appeared Eric Marchetto, to me personally known, who being duly sworn, stated that he is Vice President of TILX GP I, LLC, the General Partner of Trinity Rail Leasing I 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 I 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.



My Commission Expires

M. Bruster
Notary Public

EXHIBIT A

Units

<u>Car Marks</u>	<u>Road Number</u>	<u>Number of Units</u>
201050-201057	TIMX	8
400437-400559, 400579-400592	TILX	137
301618-301710	TILX	93
260875-260894	TILX	20
100101-100145	CHVX	45
220057-220060	TILX	4
16180, 16182, 16184-16185, 16187-16194, 16200, 16202-16204, 16206-16211, 16215, 16216, 16235-16237, 16239-16242, 16244, 16246, 16248, 16250, 16252, 16255-16258, 16260, 16262, 16263, 16265, 16267-16270	TILX	48
200174-200193	TILX	20
5001-5100	ITDX	100
201086-201115	TIMX	30
290159-290165	TILX	7
58247-58296	TILX	50
32040-32089	TIMX	50
5688-5723	TILX	36
5724-5739	TILX	16
5651	TIMX	1
5670-5677	TILX	8
16181, 16195-16199, 16201, 16205, 16212-16214, 16217-16234, 16238, 16243, 16245, 16247, 16249, 16251, 16253, 16254, 16259, 16261, 16264, 16266, 16271-16279	TILX	50
290166-290185	TILX	20
290186-290205	TILX	20
290206-290225	TILX	20
220050-220056	TILX	7
320017, 320018, 320020, 320022, 320023, 320025-320029, 320040, 320042, 320045-320047	TILX	15
1175-1224	NKCR	50
201067-201085	TIMX	19
170181-170182	TILX	2
250232, 250239, 250242, 250243, 250250, 250256, 250300, 250301	TILX	8
400560-400578	TILX	19
301760-301777	TILX	18
301491-301492, 301778-301793	TILX	18
299126	ECUX	1
99501-99535	PGTX	35
425001-425042	PGTX	42
400181-400220	PGTX	40
400149-400180	PGTX	32
400076-400107 400121-400124	PGTX	36
400108-400114, 400120, 400128-400148	PGTX	29
400115-400119, 400125-400127, 400221-400230	PGTX	18
400231-400246	PGTX	16
400247-400248	PGTX	2
250270-250299	TILX	30
1250-1524	ASHX	275

 1,495