

ALVORD AND ALVORD
ATTORNEYS AT LAW
1600 K STREET, NW
SUITE 200
WASHINGTON, D.C.
20006-2973
(202) 393-2266
FAX (202) 393-2156

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

OF COUNSEL
URBAN A. LESTER

May 17, 2001

RECORDED 23491-H FILED

MAY 18 '01 11:10 AM
Ts
SURFACE TRANSPORTATION BOARD

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 Collateral Agency Agreement (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:

Lessee:	Trinity Rail Leasing I L.P. 2525 Stemmons Freeway Dallas, Texas 75207
Collateral Agent:	Bank One Trust Company, N.A. 100 East Broad Street, 8th Floor Columbus, Ohio 43215
Owner Trustee:	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

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

Manager/
Insurance Manager: Trinity Rail Management, Inc.
Trinity Industries Leasing
Company
2525 Stemmons Freeway
Dallas, Texas 75207

Indenture Trustee: LaSalle Bank National Association
135 South LaSalle Street
Suite 1960
Chicago, Illinois 60603

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

Four
~~Five~~ hundred and ~~seven~~ ^{*eleven (411)*} ~~(507)~~ railcars bearing ERCX, CFMX, TILX,
DMIX, and PGTX 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 Collateral Agency Agreement (TRLI 2001-1A),
dated as of May 17, 2001, among Trinity Rail Leasing I L.P.,
Bank One Trust Company, N.A., TRLI 2001-1A Railcar Statutory
Trust, LaSalle Bank, Trinity Rail Management, Inc. and Trinity
Industries Leasing Company.

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

MEMORANDUM OF COLLATERAL AGENCY AGREEMENT
(TRLI 2001-1A)

This Memorandum of Collateral Agency Agreement is made and entered into among Trinity Rail Leasing I LP, a Texas limited partnership (the "Partnership" or the "Lessee"), LaSalle Bank National Association, acting in its capacity as the Indenture Trustee under the Trust Indenture and Security Agreement (TRLI 2001-1A) (the "Indenture Trustee"), 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 therein but solely as Owner Trustee (the "Owner Trustee"), Trinity Rail Management, Inc. ("TRMI"), Trinity Industries Leasing Company acting in its capacity as Manager (the "Manager") under the Management Agreement and acting as Insurance Manager (the "Insurance Manager") under the Insurance Agreement, and Bank One Trust Company, NA, acting in its capacity as the collateral agent appointed hereunder for the Beneficiaries (the "Collateral Agent"), respecting that certain Collateral Agency Agreement dated as of May 17, 2001, between Lessee, Indenture Trustee, Owner Trustee, Manager, Insurance Manager, TRMI and Collateral Agent (the "Collateral Agency Agreement").

Pursuant to the provisions of the Collateral Agency Agreement, Lessee, Indenture Trustee, Owner Trustee, Manager, Insurance Manager, TRMI and Collateral Agent hereby affirm and acknowledge that:

1. Lessee agrees, among other things, to grant to the Collateral Agent for the security and the benefit of the Owner Trustee a first priority security interest in the Collateral (as defined in the Collateral Agency Agreement), including certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto, to secure the performance by the Lessee of its obligations under the Lease, subject to the terms of the Collateral Agency Agreement.

2. Lessee, Indenture Trustee, Owner Trustee, Manager, Insurance Manager, TRMI and Collateral Agent further acknowledge and affirm that this Memorandum of Collateral Agency Agreement is not a summary of the Collateral Agency Agreement nor a complete recitation of the terms and provisions thereof. Accordingly, Lessee, Indenture Trustee, Owner Trustee, Manager, Insurance Manager, TRMI and Collateral Agent hereby agree that in the event of a conflict between this Memorandum of Collateral Agency Agreement and the provisions of the Collateral Agency Agreement, the provisions of the Collateral Agency Agreement shall control.

3. This Memorandum of Collateral Agency Agreement 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).

RECORDATION NO. 23491-H FILED
MAY 18 '01 11:10 AM
SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate or limited partnership authority, has caused this Memorandum of Collateral Agency Agreement to be duly executed in its corporate, company or limited partnership name by its officers or general partner, thereunto duly authorized, all as of May 17, 2001.

LESSEE:

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

By: Eric Marchetto

Name: Eric Marchetto

Title: Vice President

INDENTURE TRUSTEE:

LASALLE BANK NATIONAL
ASSOCIATION

By: _____

Name: _____

Title: _____

OWNER TRUSTEE:

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: _____

COLLATERAL AGENT:

BANK ONE TRUST COMPANY, NA

By: _____

Name: _____

Title: _____

MANAGER and INSURANCE MANAGER:

TRINITY INDUSTRIES LEASING COMPANY

By: Eric Marchetto

Name: Eric Marchetto

Title: Vice President

TRINITY RAIL MANAGEMENT, INC.

By: Eric Marchetto

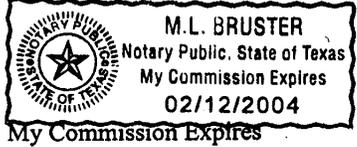
Name: Eric Marchetto

Title: Vice President

STATE OF Texas)
COUNTY OF Dallas)

SS:

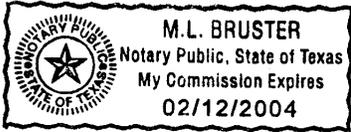
On this 17 of May, 2001, before me personally appeared Eric Marchetto, to me personally known, who being duly sworn, stated that he is Vice President of TILX GP I, LLC, General Partner of Trinity Rail Leasing I L.P., that said instrument was signed on behalf of said limited partner by said limited liability 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.



M. Bruster
Notary Public

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 Trinity Rail Management, Inc., that said instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

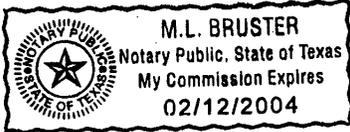


M. Bruster
Notary Public

My Commission Expires

STATE OF Texas)
COUNTY OF Dallas) SS:

On this _____ of _____, 2001, before me personally appeared Eric Marchetto, to me personally known, who being duly sworn, stated that he is the Vice President of Trinity Industries Leasing Company, that said instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



M. Bruster
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 Collateral Agency Agreement to be duly executed in its corporate, company or limited partnership name by its officers or general partner, thereunto duly authorized, all as of May 17, 2001.

LESSEE:

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

By: _____

Name: Eric Marchetto

Title: Vice President

INDENTURE TRUSTEE:

LASALLE BANK NATIONAL
ASSOCIATION

By: 

Name: Kristine Schossow

Title: ASSISTANT VICE PRESIDENT

OWNER TRUSTEE:

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: _____

COLLATERAL AGENT:

BANK ONE TRUST COMPANY, NA

By: _____

Name: _____

Title: _____

MANAGER and INSURANCE MANAGER:

TRINITY INDUSTRIES LEASING COMPANY

By: _____

Name: Eric Marchetto

Title: Vice President

TRINITY RAIL MANAGEMENT, INC.

By: _____

Name: Eric Marchetto

Title: Vice President

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate or limited partnership authority, has caused this Memorandum of Collateral Agency Agreement to be duly executed in its corporate, company or limited partnership name by its officers or general partner, thereunto duly authorized, all as of May 17, 2001.

LESSEE:

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

By: _____

Name: Eric Marchetto

Title: Vice President

INDENTURE TRUSTEE:

LASALLE BANK NATIONAL
ASSOCIATION

By: _____

Name: _____

Title: _____

OWNER TRUSTEE:

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: Jacklyn Thompson

Name: Jacklyn Thompson

Title: Assistant Vice President

COLLATERAL AGENT:

BANK ONE TRUST COMPANY, NA

By: _____

Name: _____

Title: _____

MANAGER and INSURANCE MANAGER:

TRINITY INDUSTRIES LEASING COMPANY

By: _____

Name: Eric Marchetto

Title: Vice President

TRINITY RAIL MANAGEMENT, INC.

By: _____

Name: Eric Marchetto

Title: Vice President

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate or limited partnership authority, has caused this Memorandum of Collateral Agency Agreement to be duly executed in its corporate, company or limited partnership name by its officers or general partner, thereunto duly authorized, all as of May 17, 2001.

LESSEE:

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

By: _____

Name: Eric Marchetto

Title: Vice President

INDENTURE TRUSTEE:

LASALLE BANK NATIONAL
ASSOCIATION

By: _____

Name: _____

Title: _____

OWNER TRUSTEE:

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

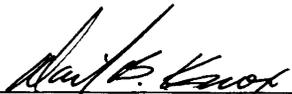
By: _____

Name: _____

Title: _____

COLLATERAL AGENT:

BANK ONE TRUST COMPANY, NA

By:  _____

Name: **David B. Knox**
Authorized Signer

Title: _____

MANAGER and INSURANCE MANAGER:

TRINITY INDUSTRIES LEASING COMPANY

By: _____

Name: Eric Marchetto

Title: Vice President

TRINITY RAIL MANAGEMENT, INC.

By: _____

Name: Eric Marchetto

Title: Vice President

EXHIBIT A

Units

<u>Car Marks</u>	<u>Road Number</u>	<u>Number of Units</u>
9400-9472, 9474-9531, 9533-9573, 9575-9676, 9678-9699	ERCX	296
2107-2108, 2114-2115, 2118, 2122	CFMX ¹	6
5098-5101, 5145, 5149-5163, 5560-5584, 5650-5651, 5654-5658, 5661-5662, 5664-5666, 5668-5669	TILX	59
5086-5105	DMIX	20
400046-400075	PGTX	30
		<hr/> 411

¹ Cars marked CFMX 2107-2108, 2114-2115, 2118, 2122 are to be remarked TILX 5652-5653, 5659-5660, 5663, 5667