

RECORDATION NO. 23491-K FILED

JUN 5 '01 3:32 PM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

June 5, 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 Collateral Agency Agreement Supplement No. 1 (TRLI 2001-1A), dated as of June 5, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Collateral Agency Agreement which was previously filed with the Board under Recordation Number 23491.

The name and address of the party to the enclosed document are:

Grantor: Trinity Rail Leasing I L.P.
2525 Stemmons Freeway
Dallas, Texas 75207

[Collateral Agent: Bank One Trust Company, N.A.]

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

Ninety-six (96) railcars bearing TILX reporting marks and road numbers attached hereto.

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

Collateral Agency Agreement Supplement No. 1 (TRLI 2001-1A).

Mr. Vernon A. Williams
June 5, 2001
Page 2

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,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/bjg
Enclosures

Schedule I

Pledged Equipment and Related SubleasesPledged Equipment

<u>Car Marks</u>	<u>Basic Group</u>	<u>Number of Units</u>
TILX 311100, 311102, 311106, 311108-311110, 311112-311114, 311116-311118, 311120, 311122-311125, 311127, 311129-311131, 311134-311135, 311137-311139, 311142-311143, 311145-311150, 311152, 311156-311157, 311159-311160, 311163-311164, 311166, 311172, 311175, 311177, 311182, 311187-311188, 311191-311192, 311194, 311196-311201, 311203, 311206-311207, 311210-311211, 311213-311214, 311218, 311223-311234, 311236, 311239, 311244-311248	Covered Hopper - Grain	84
TILX 5548-5559	Covered Hopper - Pneumatic Discharge	12

Pledged Equipment Leases

Ninety-six (96) units identified with marks TILX 5548-5559, 311100, 311102, 311106, 311108-311110, 311112-311114, 311116-311118, 311120, 311122-311125, 311127, 311129-311131, 311134-311135, 311137-311139, 311142-311143, 311145-311150, 311152, 311156-311157, 311159-311160, 311163-311164, 311166, 311172, 311175, 311177, 311182, 311187-311188, 311191-311192, 311194, 311196-311201, 311203, 311206-311207, 311210-311211, 311213-311214, 311218, 311223-311234, 311236, 311239, and 311244-311248 leased pursuant to Riders Thirty (30) and Thirty-three (33) to that certain Railroad Car Lease Agreement, dated May 17, 1979, between TILC and Cargill, Inc.

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SURFACE TRANSPORTATION BOARD

COLLATERAL AGENCY AGREEMENT SUPPLEMENT NO. 1

This Collateral Agency Agreement Supplement No. 1, dated June 5, 2001 (this "Supplement"), is made by Trinity Rail Leasing I L.P., a Texas limited partnership (the "Partnership"), in favor of the Collateral Agent and the Beneficiaries under that certain Collateral Agency Agreement, dated as of May 17, 2001, among the Partnership, LaSalle Bank National Association, acting in its capacity as the trustee under each of the Trust Indenture and Security Agreement (TRLI 2001-1A) and the Trust Indenture and Security Agreement (TRLI 2001-1B), 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 trustee under the Trust Agreement (TRLI 2001-1A), TRLI 2001-1B Railcar Statutory Trust, by State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity but solely as trustee under the Trust Agreement (TRLI 2001-1B), Trinity Industries Leasing Company, acting in its capacity as Manager under the Management Agreement and acting as Insurance Manager under the Insurance Agreement, Trinity Rail Management, Inc., acting in its capacity as Administrator under the Administrative Services Agreement, and the Collateral Agent;

WITNESSETH:

WHEREAS, pursuant to the Collateral Agency Agreement (terms used herein and not otherwise defined herein shall have the meanings assigned thereto in the Collateral Agency Agreement), the Partnership has granted a security interest in favor of the Collateral Agent for the benefit of the Beneficiaries in certain items of property;

WHEREAS, pursuant to this Supplement, the Partnership intends to grant to the Collateral Agent for the benefit of the Beneficiaries a security interest in the Pledged Equipment identified on Schedule 1 hereto; and

WHEREAS, the Collateral Agency Agreement shall relate to the Pledged Equipment identified on Schedule 1 hereto, and a counterpart of the Collateral Agency Agreement is attached hereto and made a part hereof and this Supplement is being filed on the date hereof with the STB and the Registrar General of Canada;

NOW, THEREFORE, in consideration of the premises and other good and sufficient consideration, the Partnership hereby assigns and grants to the Collateral Agent, for the benefit and security of the Beneficiaries, a security interest in and general lien upon all of its right, title and interest in, to and under (a) all Pledged Equipment identified on Schedule 1 hereto which Pledged Equipment shall, on and after the date hereof, be deemed to be Pledged Equipment (as such term is used in the Collateral Agency Agreement) and (b) all proceeds, accessions, profits, income benefits, substitutions and replacements, whether voluntary or involuntary, of and to any of the property, now owned or hereafter acquired, of the Partnership described in the preceding clause, and all such collateral shall, on and after the date hereof, be deemed to be Collateral as that term is defined in the Collateral Agency Agreement.

Such Security Interests are made in trust and subject to the terms and conditions of the Collateral Agency Agreement to secure the payment by the Partnership of the Secured Obligations, all as provided in the Collateral Agency Agreement.

This Supplement shall be construed as supplemental to the Collateral Agency Agreement and shall form a part of it, and the Collateral Agency Agreement is hereby incorporated by reference herein and is hereby ratified, approved and confirmed.

THIS SUPPLEMENT SHALL BE GOVERNED BY, AND CONSTRUED AND INTERPRETED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK, WITHOUT REGARD TO CONFLICTS OF LAW PRINCIPLES (OTHER THAN SECTION 5-1401 OF THE NEW YORK GENERAL OBLIGATIONS LAW).

* * *

Collateral Agency Agreement Supplement

IN WITNESS WHEREOF, the Partnership has caused this Collateral Agency Agreement Supplement to be duly executed by one of its duly authorized officers, as of the day and year first above written.

TRINITY RAIL LEASING I L.P.

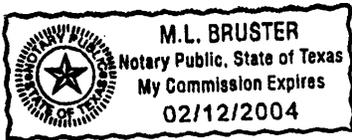
By TILX GP I, LLC.,
its General Partner

By: 
Name: Eric Marchetto
Title: Vice President

STATE OF Texas)
COUNTY OF Dallas)

SS:

On this 31st 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

Schedule 1

Pledged Equipment and Related SubleasesPledged Equipment

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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: Jan 5, '01


Robert W. Alvord