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

~~RECORDED~~ 23800-D

DEC 31 '01 10-89 AM

SURFACE TRANSPORTATION BOARD
OF COUNSEL
URBAN A. LESTER

December 28, 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 three (3) copies of a Memorandum of Equipment Lease Agreement and Supplement No. 1 (TRLI 2001-1C), dated as of December 28, 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 _____.

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

Lessor: TRLI 2001-1C 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

23800-D 10:31

Mr. Vernon A. Williams
December 28, 2001
Page Two

A description of the railroad equipment covered by the enclosed document is:
784 railcars bearing TILX, DOWX, TIMX, ICLX, PGHX, PGTX reporting marks and road numbers in Schedule 1 attached hereto.

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

Memorandum of Equipment Lease and Supplement No. 1
(TRLI 2001-1C).

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

Schedule 1

TILC Bill of Sale

Equipment

<u>Car Marks</u>	<u>Number of Units</u>
TILX 301835, 301839-301841, 301843-301845	7
TILX 301846-301852	7
TILX 301853, 301856, 301860-301861, 301864-301866	7
TILX 201020-201035, 201066-201070	21
TILX 320008, 320061-320067	8
TILX 250356-250367, 290242-290245, 250309-250318	26
TILX 056041-056054	14
DOWX 038300-038304	5
TILX 301979-302028	50
TIMX 201020-201049	30
TILX 301515-301519, 301521-301539	24
TILX 190376-190390	15
TILX 150300-150399	100
ICLX 250-279	30
TILX 005740-005774	35
TILX 190356-190375	20
TILX 270000-270008	9
TILX 620395-620494	100
PGHX 300091-300120	30
PGTX 420024-420032	9
PGTX 420016-420023	8
PGTX 400249, 400362-400391	31
PGTX 400308-400328	21
PGTX 400329-400361	33
PGTX 400286-400307	22
TILX 190331-190355	25
TILX 301493-301500, 301503-301504	10
TILX 210006-210020	15
TILX 250208-250209, 250211-250213, 250215, 250218	7
TILX 301867-301931	65

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

This Memorandum of Equipment Lease Agreement and Supplement No. 1 is made and entered by and between TRLI 2001-1C 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 2001-1C) dated as of December 28, 2001 between Lessor and Lessee (the "Equipment Lease") and that certain Equipment Lease Supplement No. 1 (TRLI 2001-1C) dated as of December 28, 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).

RECORDATION NO. 23800D FILED

DEC 31 '01 10-89 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 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 December 28, 2001.

LESSOR:

LESSEE:

TRLI 2001-1C RAILCAR STATUTORY TRUST

TRINITY RAIL LEASING I L.P.

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

By: TILX GP I, LLC, its General Partner

By: *Julie A. Balerna*

By: _____

Name: Julie A. Balerna
Assistant Vice President

Name: Eric Marchetto

Title: _____

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 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 December 28, 2001.

LESSOR:

TRLI 2001-1C 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: _____

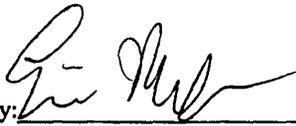
Name: _____

Title: _____

LESSEE:

TRINITY RAIL LEASING I L.P.

By: TILX GP I, LLC, its General Partner

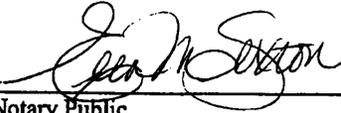
By:  _____

Name: Eric Marchetto

Title: Vice President

STATE OF Massachusetts)
COUNTY OF Suffolk) SS:

On this 28th of December, 2001, before me personally appeared Julie A. Balerna, 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 2001-1C 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.


Notary Public

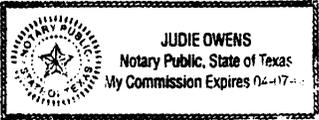
My Commission Expires

Ellen M. Sexton
Notary Public
My Commission Expires November 24, 2006

STATE OF TEXAS)
COUNTY OF DALLAS)

SS:

On this 28th of December, 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.



Judie Owens
Notary Public

My Commission Expires

Exhibit A

Memorandum of Lease

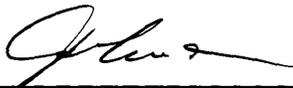
Units

<u>Car Marks</u>	<u>Number of Units</u>
TILX 301835, 301839-301841, 301843-301845	7
TILX 301846-301852	7
TILX 301853, 301856, 301860-301861, 301864-301866	7
TILX 201020-201035, 201066-201070	21
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TILX 150300-150399	100
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PGTX 420024-420032	9
PGTX 420016-420023	8
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PGTX 400329-400361	33
PGTX 400286-400307	22
TILX 190331-190355	25
TILX 301493-301500, 301503-301504	10
TILX 210006-210020	15
TILX 250208-250209, 250211-250213, 250215, 250218	7
TILX 301867-301931	65

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: 12/28/01



Robert W. Alvord