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

DEC 31 '01 10:53 AM  
SURFACE TRANSPORTATION BOARD

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

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 Second Amended and Restated Collateral Agency Agreement (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:

- 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 Trustees: TRLI 2001-1C Railcar Statutory Trust  
TRLI 2001-1A Railcar Statutory Trust  
TRLI 2001-1B Railcar Statutory Trust  
c/o State Street Bank and Trust  
Company of  
Connecticut, National Association  
225 Asylum Street, Goodwin Square,  
Hartford, CT 06103

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Mr. Vernon A. Williams  
December 28, 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:

411 railcars ERCX, CFMX, TILX, DMIX and PGTX attached hereto

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

Memorandum of Second Amended and Restated Collateral Agency  
Agreement (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

Memorandum of Collateral Agency Agreement

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 <sup>1</sup>	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

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

**MEMORANDUM OF SECOND AMENDED AND RESTATED COLLATERAL AGENCY AGREEMENT**

This Memorandum of Second Amended and Restated 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 Trust Indenture and Security Agreement (TRLI 2001-1B) and the Trust Indenture and Security Agreement (TRLI 2001-1C) (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 but solely as Owner 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 Owner Trustee under the Trust Agreement (TRLI 2001-1B), 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 under the Trust Agreement (TRLI 2001-1C) (collectively, the "Owner Trustees"), 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 Second Amended and Restated Collateral Agency Agreement dated as of December 28, 2001, between Lessee, Indenture Trustee, Owner Trustees, Manager, Insurance Manager, TRMI and Collateral Agent (the "Second Amended and Restated Collateral Agency Agreement").

Pursuant to the provisions of the Second Amended and Restated Collateral Agency Agreement, Lessee, Indenture Trustee, Owner Trustees, 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 Trustees a first priority security interest in the Collateral (as defined in the Second Amended and Restated 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 Second Amended and Restated Collateral Agency Agreement.

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

RECORDATION NO. 23800-1F FILED

DEC 31 '01 10-53 AM

SURFACE TRANSPORTATION BOARD

Memorandum – Second Amended and Restated Collateral Agency Agreement

3. This Memorandum of Second Amended and Restated 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).

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate or limited partnership authority, has caused this Memorandum of Second Amended and Restated 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 December 28, 2001.

LESSEE:

TRINITY RAIL LEASING I L.P.

By: TILX GP I, LLC, its  
General Partner

By:   
Name: Thomas C. Jardine  
Title: 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:

OWNER TRUSTEE:

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 Owner Trustee

By: \_\_\_\_\_  
Name:  
Title:

OWNER TRUSTEE:

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:

COLLATERAL AGENT:

BANK ONE TRUST COMPANY, NA

By: \_\_\_\_\_  
Name:  
Title:

INDENTURE TRUSTEE under the Trust Indenture  
and Security Agreement (TRLI 2001-1A)

LASALLE BANK NATIONAL ASSOCIATION

By: \_\_\_\_\_  
Name:  
Title:

INDENTURE TRUSTEE under the Trust Indenture  
and Security Agreement (TRLI 2001-1B)

LASALLE BANK NATIONAL ASSOCIATION

By: \_\_\_\_\_  
Name:  
Title:

INDENTURE TRUSTEE under the Trust Indenture  
and Security Agreement (TRLI 2001-1C)

LASALLE BANK NATIONAL ASSOCIATION

By: \_\_\_\_\_  
Name:  
Title:

Memorandum - Second Amended and Restated Collateral Agency Agreement

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate or limited partnership authority, has caused this Memorandum of Second Amended and Restated 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 December 20, 2001.

LESSEE:

TRINITY RAIL LEASING I L.P.

By: TILX GP I, LLC, its  
General Partner

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: Julie A. Balerna  
Name: Julie A. Balerna  
Title: Assistant Vice President

OWNER TRUSTEE:

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 Owner Trustee

By: Julie A. Balerna  
Name: Julie A. Balerna  
Title: Assistant Vice President

OWNER TRUSTEE:

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: Julie A. Balerna  
Name: Julie A. Balerna  
Title: Assistant Vice President

COLLATERAL AGENT:

BANK ONE TRUST COMPANY, NA

By: \_\_\_\_\_  
Name:  
Title:

INDENTURE TRUSTEE under the Trust Indenture  
and Security Agreement (TRLI 2001-1A)

LASALLE BANK NATIONAL ASSOCIATION

By: \_\_\_\_\_  
Name:  
Title:

INDENTURE TRUSTEE under the Trust Indenture  
and Security Agreement (TRLI 2001-1B)

LASALLE BANK NATIONAL ASSOCIATION

By: \_\_\_\_\_  
Name:  
Title:

INDENTURE TRUSTEE under the Trust Indenture  
and Security Agreement (TRLI 2001-1C)

LASALLE BANK NATIONAL ASSOCIATION

By: \_\_\_\_\_  
Name:  
Title:

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate or limited partnership authority, has caused this Memorandum of Second Amended and Restated 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 December 28, 2001.

LESSEE:

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

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:

OWNER TRUSTEE:

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 Owner Trustee

By: \_\_\_\_\_  
Name:  
Title:

OWNER TRUSTEE:

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:

COLLATERAL AGENT:

BANK ONE TRUST COMPANY, NA

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

INDENTURE TRUSTEE under the Trust Indenture  
and Security Agreement (TRLI 2001-1A)

LASALLE BANK NATIONAL ASSOCIATION

By: \_\_\_\_\_  
Name:  
Title:

INDENTURE TRUSTEE under the Trust Indenture  
and Security Agreement (TRLI 2001-1B)

LASALLE BANK NATIONAL ASSOCIATION

By: \_\_\_\_\_  
Name:  
Title:

INDENTURE TRUSTEE under the Trust Indenture  
and Security Agreement (TRLI 2001-1C)

LASALLE BANK NATIONAL ASSOCIATION

By: \_\_\_\_\_  
Name:  
Title:

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate or limited partnership authority, has caused this Memorandum of Second Amended and Restated 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 December 28, 2001.

LESSEE:

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

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:

OWNER TRUSTEE:

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 Owner Trustee

By: \_\_\_\_\_  
Name:  
Title:

OWNER TRUSTEE:

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:

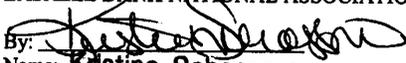
COLLATERAL AGENT:

BANK ONE TRUST COMPANY, NA

By: \_\_\_\_\_  
Name:  
Title:

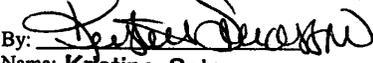
INDENTURE TRUSTEE under the Trust Indenture  
and Security Agreement (TRLI 2001-1A)

LASALLE BANK NATIONAL ASSOCIATION

By:   
Name: Kristine Schossow  
Title: ASSISTANT VICE PRESIDENT

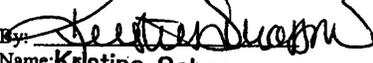
INDENTURE TRUSTEE under the Trust Indenture  
and Security Agreement (TRLI 2001-1B)

LASALLE BANK NATIONAL ASSOCIATION

By:   
Name: Kristine Schossow  
Title: ASSISTANT VICE PRESIDENT

INDENTURE TRUSTEE under the Trust Indenture  
and Security Agreement (TRLI 2001-1C)

LASALLE BANK NATIONAL ASSOCIATION

By:   
Name: Kristine Schossow  
Title: ASSISTANT VICE PRESIDENT

Memorandum – Second Amended and Restated Collateral Agency Agreement

MANAGER and INSURANCE MANAGER:

TRINITY INDUSTRIES LEASING COMPANY

By:   
Name: John L. Adams  
Title: President

TRINITY RAIL MANAGEMENT, INC

By:   
Name: John L. Adams  
Title: President

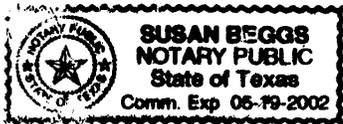
STATE OF Texas )  
COUNTY OF Dallas )

SS:

On this 28<sup>th</sup> of Dec, 2001, before me personally appeared T. C. JARDINE, to me personally known, who being duly sworn, stated that he is J. P. 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.

Susan Beggs  
Notary Public

My Commission Expires



Memorandum – Second Amended and Restated Collateral Agency Agreement

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 2001-1A 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.

Paul A. Preziosi  
Notary Public

My Commission Expires 11/24/2006

Memorandum – Second Amended and Restated Collateral Agency Agreement

STATE OF Massachusetts )  
COUNTY OF Suffolk )

SS:

On this 28th of ~~December~~ July A. Balerna 2001, before me personally appeared \_\_\_\_\_ 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 2001-1B 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

**JAMES M. COOLIDGE**  
Notary Public  
My Commission Expires June 19, 2003

Memorandum – Second Amended and Restated Collateral Agency Agreement

STATE OF Massachusetts  
COUNTY OF Suffolk )

SS:

On this 28<sup>th</sup> 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

**JAMES M. COOLIDGE**  
Notary Public  
My Commission Expires June 19, 2003

Memorandum – Second Amended and Restated Collateral Agency Agreement

STATE OF OHIO )  
 )  
COUNTY OF FRANKLIN )

SS:

On this 28<sup>th</sup> of December, 2001, before me personally appeared DAVID B. KNOX, to me personally known, who being duly sworn, stated that he/she is AN AUTHORIZED SIGNER of Bank One Trust Company, NA, that said instrument was signed on behalf of said corporation by authority of its board of directors or other governing body, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Claudia Bobb  
Notary Public

My Commission Expires



CLAUDIA BOBB  
Notary Public, State of Ohio  
Franklin County  
My Commission Expires Nov. 21, 2006

STATE OF Illinois )  
COUNTY OF Cook ) SS:

On this 28th of December, 2001, before me personally appeared Kristine Schossow, to me personally known, who being duly sworn, stated that he/she is ASSISTANT VICE PRESIDENT of LaSalle Bank National Association, as Indenture Trustee under the Trust Indenture and Security Agreement (TRLI 2001-1A) that said instrument was signed on behalf of said corporation by authority of its board of directors or other governing body, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Mary Ann Kicmal  
Notary Public

My Commission Expires

STATE OF Illinois )  
COUNTY OF Cook ) SS:

On this 28th of December, 2001, before me personally appeared Kristine Schossow, to me personally known, who being duly sworn, stated that he/she is ASSISTANT VICE PRESIDENT of LaSalle Bank National Association, as Indenture Trustee under the Trust Indenture and Security Agreement (TRLI 2001-1B) that said instrument was signed on behalf of said corporation by authority of its board of directors or other governing body, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Mary Ann Kicmal  
Notary Public

My Commission Expires

STATE OF Illinois )  
COUNTY OF Cook ) SS:

On this 28th of December, 2001, before me personally appeared Kristine Schossow, to me personally known, who being duly sworn, stated that he/she is ASSISTANT VICE PRESIDENT of LaSalle Bank National Association, as Indenture Trustee under the Trust Indenture and Security Agreement (TRLI 2001-1C) that said instrument was signed on behalf of said corporation by authority of its board of directors or other governing body, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Mary Ann Kicmal  
Notary Public

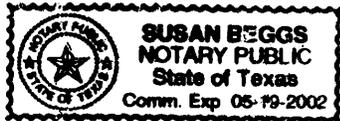
My Commission Expires



STATE OF Texas )  
COUNTY OF Dallas )

SS:

On this 28<sup>th</sup> of Dec., 2001, before me personally appeared John L. Adams, to me personally known, who being duly sworn, stated that he is 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.



Susan Beggs  
Notary Public

My Commission Expires

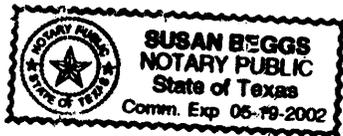
STATE OF Texas )  
COUNTY OF Dallas )

SS:

On this 28<sup>th</sup> of Dec., 2001, before me personally appeared John L. Adams, to me personally known, who being duly sworn, stated that he is the 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.

Susan Beggs  
Notary Public

My Commission Expires



Memorandum of Collateral Agency Agreement

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 <sup>1</sup>	6
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5086-5105	DMIX	20
400046-400075	PGTX	30
		<hr/> 411

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