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RECORDATION NO. 24209 FILED

NOV 12 '02 3-40 PM

SURFACE TRANSPORTATION BOARD

November 12, 2002

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 two (2) copies of a Memorandum of Lease, dated as of November 1, 2002, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Lessor: General Electric Railcar
Services Corporation
161 N. Clark Street
Chicago, IL 60601

[Lessee: Trinity Rail Management
7000 Garden Expressway
Quincy, IL 62301]

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

110 coal gondolas GEAX 7001 – GEAX 7110

Mr. Vernon A. Williams
November 12, 2002
Page Two

A short summary of the schedule to appear in the index follows:

Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 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/anr
Enclosures

Annex A

# of Units	Lessee	AAR Reporting Mark		Description
1	Trinity Rail Management, Inc.	GEAX	7031	Coal Gondola
2	Trinity Rail Management, Inc.	GEAX	7045	Coal Gondola
3	Trinity Rail Management, Inc.	GEAX	7050	Coal Gondola
4	Trinity Rail Management, Inc.	GEAX	7074	Coal Gondola
5	Trinity Rail Management, Inc.	GEAX	7061	Coal Gondola
6	Trinity Rail Management, Inc.	GEAX	7069	Coal Gondola
7	Trinity Rail Management, Inc.	GEAX	7055	Coal Gondola
8	Trinity Rail Management, Inc.	GEAX	7012	Coal Gondola
9	Trinity Rail Management, Inc.	GEAX	7051	Coal Gondola
10	Trinity Rail Management, Inc.	GEAX	7028	Coal Gondola
11	Trinity Rail Management, Inc.	GEAX	7062	Coal Gondola
12	Trinity Rail Management, Inc.	GEAX	7018	Coal Gondola
13	Trinity Rail Management, Inc.	GEAX	7041	Coal Gondola
14	Trinity Rail Management, Inc.	GEAX	7014	Coal Gondola
15	Trinity Rail Management, Inc.	GEAX	7076	Coal Gondola
16	Trinity Rail Management, Inc.	GEAX	7006	Coal Gondola
17	Trinity Rail Management, Inc.	GEAX	7032	Coal Gondola
18	Trinity Rail Management, Inc.	GEAX	7037	Coal Gondola
19	Trinity Rail Management, Inc.	GEAX	7083	Coal Gondola
20	Trinity Rail Management, Inc.	GEAX	7015	Coal Gondola
21	Trinity Rail Management, Inc.	GEAX	7066	Coal Gondola
22	Trinity Rail Management, Inc.	GEAX	7013	Coal Gondola
23	Trinity Rail Management, Inc.	GEAX	7042	Coal Gondola
24	Trinity Rail Management, Inc.	GEAX	7065	Coal Gondola
25	Trinity Rail Management, Inc.	GEAX	7075	Coal Gondola
26	Trinity Rail Management, Inc.	GEAX	7072	Coal Gondola
27	Trinity Rail Management, Inc.	GEAX	7027	Coal Gondola
28	Trinity Rail Management, Inc.	GEAX	7078	Coal Gondola
29	Trinity Rail Management, Inc.	GEAX	7058	Coal Gondola
30	Trinity Rail Management, Inc.	GEAX	7024	Coal Gondola
31	Trinity Rail Management, Inc.	GEAX	7059	Coal Gondola
32	Trinity Rail Management, Inc.	GEAX	7026	Coal Gondola
33	Trinity Rail Management, Inc.	GEAX	7080	Coal Gondola
34	Trinity Rail Management, Inc.	GEAX	7082	Coal Gondola
35	Trinity Rail Management, Inc.	GEAX	7011	Coal Gondola
36	Trinity Rail Management, Inc.	GEAX	7063	Coal Gondola
37	Trinity Rail Management, Inc.	GEAX	7060	Coal Gondola
38	Trinity Rail Management, Inc.	GEAX	7010	Coal Gondola
39	Trinity Rail Management, Inc.	GEAX	7039	Coal Gondola
40	Trinity Rail Management, Inc.	GEAX	7068	Coal Gondola
41	Trinity Rail Management, Inc.	GEAX	7064	Coal Gondola
42	Trinity Rail Management, Inc.	GEAX	7088	Coal Gondola
43	Trinity Rail Management, Inc.	GEAX	7046	Coal Gondola
44	Trinity Rail Management, Inc.	GEAX	7084	Coal Gondola
45	Trinity Rail Management, Inc.	GEAX	7017	Coal Gondola
46	Trinity Rail Management, Inc.	GEAX	7043	Coal Gondola
47	Trinity Rail Management, Inc.	GEAX	7001	Coal Gondola
48	Trinity Rail Management, Inc.	GEAX	7086	Coal Gondola
49	Trinity Rail Management, Inc.	GEAX	7067	Coal Gondola
50	Trinity Rail Management, Inc.	GEAX	7036	Coal Gondola
51	Trinity Rail Management, Inc.	GEAX	7048	Coal Gondola
52	Trinity Rail Management, Inc.	GEAX	7005	Coal Gondola
53	Trinity Rail Management, Inc.	GEAX	7087	Coal Gondola
54	Trinity Rail Management, Inc.	GEAX	7077	Coal Gondola
55	Trinity Rail Management, Inc.	GEAX	7054	Coal Gondola
56	Trinity Rail Management, Inc.	GEAX	7070	Coal Gondola

Annex A

# of Units	Lessee	AAR		Description
		Reporting	Mark	
57	Trinity Rail Management, Inc.	GEAX	7040	Coal Gondola
58	Trinity Rail Management, Inc.	GEAX	7023	Coal Gondola
59	Trinity Rail Management, Inc.	GEAX	7009	Coal Gondola
60	Trinity Rail Management, Inc.	GEAX	7029	Coal Gondola
61	Trinity Rail Management, Inc.	GEAX	7003	Coal Gondola
62	Trinity Rail Management, Inc.	GEAX	7049	Coal Gondola
63	Trinity Rail Management, Inc.	GEAX	7020	Coal Gondola
64	Trinity Rail Management, Inc.	GEAX	7025	Coal Gondola
65	Trinity Rail Management, Inc.	GEAX	7038	Coal Gondola
66	Trinity Rail Management, Inc.	GEAX	7033	Coal Gondola
67	Trinity Rail Management, Inc.	GEAX	7021	Coal Gondola
68	Trinity Rail Management, Inc.	GEAX	7022	Coal Gondola
69	Trinity Rail Management, Inc.	GEAX	7056	Coal Gondola
70	Trinity Rail Management, Inc.	GEAX	7071	Coal Gondola
71	Trinity Rail Management, Inc.	GEAX	7007	Coal Gondola
72	Trinity Rail Management, Inc.	GEAX	7085	Coal Gondola
73	Trinity Rail Management, Inc.	GEAX	7081	Coal Gondola
74	Trinity Rail Management, Inc.	GEAX	7016	Coal Gondola
75	Trinity Rail Management, Inc.	GEAX	7008	Coal Gondola
76	Trinity Rail Management, Inc.	GEAX	7079	Coal Gondola
77	Trinity Rail Management, Inc.	GEAX	7030	Coal Gondola
78	Trinity Rail Management, Inc.	GEAX	7034	Coal Gondola
79	Trinity Rail Management, Inc.	GEAX	7047	Coal Gondola
80	Trinity Rail Management, Inc.	GEAX	7044	Coal Gondola
81	Trinity Rail Management, Inc.	GEAX	7052	Coal Gondola
82	Trinity Rail Management, Inc.	GEAX	7002	Coal Gondola
83	Trinity Rail Management, Inc.	GEAX	7019	Coal Gondola
84	Trinity Rail Management, Inc.	GEAX	7073	Coal Gondola
85	Trinity Rail Management, Inc.	GEAX	7004	Coal Gondola
86	Trinity Rail Management, Inc.	GEAX	7057	Coal Gondola
87	Trinity Rail Management, Inc.	GEAX	7035	Coal Gondola
88	Trinity Rail Management, Inc.	GEAX	7053	Coal Gondola
89	Trinity Rail Management, Inc.	GEAX	7089	Coal Gondola
90	Trinity Rail Management, Inc.	GEAX	7090	Coal Gondola
91	Trinity Rail Management, Inc.	GEAX	7091	Coal Gondola
92	Trinity Rail Management, Inc.	GEAX	7092	Coal Gondola
93	Trinity Rail Management, Inc.	GEAX	7093	Coal Gondola
94	Trinity Rail Management, Inc.	GEAX	7094	Coal Gondola
95	Trinity Rail Management, Inc.	GEAX	7095	Coal Gondola
96	Trinity Rail Management, Inc.	GEAX	7096	Coal Gondola
97	Trinity Rail Management, Inc.	GEAX	7097	Coal Gondola
98	Trinity Rail Management, Inc.	GEAX	7098	Coal Gondola
99	Trinity Rail Management, Inc.	GEAX	7099	Coal Gondola
100	Trinity Rail Management, Inc.	GEAX	7100	Coal Gondola
101	Trinity Rail Management, Inc.	GEAX	7101	Coal Gondola
102	Trinity Rail Management, Inc.	GEAX	7102	Coal Gondola
103	Trinity Rail Management, Inc.	GEAX	7103	Coal Gondola
104	Trinity Rail Management, Inc.	GEAX	7104	Coal Gondola
105	Trinity Rail Management, Inc.	GEAX	7105	Coal Gondola
106	Trinity Rail Management, Inc.	GEAX	7106	Coal Gondola
107	Trinity Rail Management, Inc.	GEAX	7107	Coal Gondola
108	Trinity Rail Management, Inc.	GEAX	7108	Coal Gondola
109	Trinity Rail Management, Inc.	GEAX	7109	Coal Gondola
110	Trinity Rail Management, Inc.	GEAX	7110	Coal Gondola