

RECORDATION NO. 24748 A FILED

APR 09 '04 10-25 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

April 9, 2004

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 an Amendment No. 1 to Assignment of Lease, dated as of April 8, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document amends the equipment schedule previously filed with the Board under Recordation Number 24748.

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

Assignor: Trinity Industries Leasing
Company
2525 Stemmons Freeway
Dallas, Texas 75207

Assignee: The CIT Group/Equipment Financing, Inc.
1211 Avenue of the Americas
New York, NY 10036

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

140 covered hoppers TILX 635478 through 635502 inclusive, TILX 635628 through 635679 inclusive, 635681 through 635715, inclusive and CEFX 635680 and CEFX 635716, through 635742, inclusive.

Mr. Vernon A. Williams
April 9, 2004
Page Two

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

Amendment No. 1 to Assignment 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/anm
Enclosures

**AMENDMENT NO. 1 TO ASSIGNMENT OF LEASE BY
TRINITY INDUSTRIES LEASING COMPANY TO
THE CIT GROUP/EQUIPMENT FINANCING, INC. OF A LEASE OF
RAILCARS TO BROIN ENTERPRISES, INC.**

This Amendment No. 1 ("Amendment"), dated as of April 8, 2004, effective as of December 23, 2003, modifies and amends that certain Assignment of Lease, dated as of December 23, 2003 ("Assignment"), between The CIT Group/Equipment Financing, Inc. ("Assignee"), and Trinity Industries Leasing Company ("Assignor"), to correct, as of December 23, 2003, an inaccuracy in the description of the railcars identified to the agreements and documents assigned thereunder.

WHEREAS, pursuant to the Assignment, Assignor assigned to Assignee all of Assignor's right, title and interest in and to certain railcars identified on Schedule 1 thereto (the "Railcars"); and

WHEREAS, Assignor and Assignee desire to correct the description of the Railcars in Schedule 1 to the Assignment as herein provided.

NOW THEREFORE, in consideration of the foregoing, the mutual agreements, terms and conditions herein contained and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. The Railcars originally set forth in Schedule 1 to the Assignment are hereby deleted and a revised Schedule 1, attached hereto as Exhibit A ("Revised Schedule 1"), shall be attached to the Assignment.
2. This Amendment shall be effective from and as of December 23, 2003.
3. Except as expressly amended herein, the Assignment shall continue in full force and effect and all references in the Assignment to Schedule 1 shall mean Revised Schedule 1.
4. This Amendment may be executed in any number of counterparts, each of which shall be deemed an original and all of which together shall constitute a single instrument.
5. The terms of this Amendment and all rights and obligations hereunder shall be governed by the laws of the State of New York without regard to New York's choice of law doctrine.

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SURFACE TRANSPORTATION BOARD

[Broin Amendment to Assignment]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed by their duly authorized officers as of the day and year first above written.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Nancy A. Nardella
Name: Nancy A. Nardella
Title: Vice President

TRINITY INDUSTRIES LEASING COMPANY

By: _____
Name:
Title:

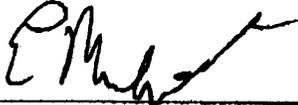
[Broin Amendment to Assignment]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed by their duly authorized officers as of the day and year first above written.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: _____
Name:
Title:

TRINITY INDUSTRIES LEASING COMPANY

By:  _____
Name: Eric Marchetto
Title: Vice President

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 8th day of April, 2004, before me personally appeared Nancy A. Nardella, to me personally known, who being by me duly sworn, says that she is Vice President of The CIT Group/Equipment Financing, Inc., and that the foregoing Amendment No. 1 to Assignment of Lease was signed on behalf of said corporation by authority of its Board of Directors. Further, she acknowledged that the execution of the foregoing Amendment No. 1 to Assignment of Lease was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.


Notary Public

My commission expires:

BARBARA GARNER
Notary Public, State of New York
No. 01GA5066193
Qualified in Nassau County
Certificate filed in New York County
Commission Expires Sept. 3, 2006

[Broin Amendment to Assignment]

STATE OF TEXAS)
) ss.:
COUNTY OF DALLAS)

On this 8 day of April, 2004, before me personally appeared Eric Marchetto, to me personally known, who being by me personally sworn, says that he is Vice President-Capital Markets of Trinity Industries Leasing Company, and that the foregoing Amendment No. 1 to Assignment of Lease was signed on behalf of said corporation by authority of its Board of Directors. Further, he acknowledged that the execution of the foregoing Amendment No. 1 to Assignment of Lease was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Cathy I. Gott
Notary Public



My commission expires: 5-26-2006

EXHIBIT A

REVISED SCHEDULE 1

Railcars

<u># Cars</u>	<u>Year Built</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Casualty Marks</u>
140	2003	6,351 c.f. covered quadruple hopper cars equipped with trough hatches and gravity discharge gates	TILX 635478 through 635502, inclusive, TILX 635628 through 635679, inclusive, TILX 635681 through 635715, inclusive CEFX 635680, CEFX 635716 through 635742, inclusive	None

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: _____

4/8/04



Robert W. Alvord