

RECORDATION NO. 25155-D FILED

AUG 19 '04 10-43 AM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.  
20036  
\_\_\_\_\_  
(202) 393-2266  
FAX (202) 393-2156  
E-MAIL alvordlaw@aol.com

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

OF COUNSEL  
URBAN A. LESTER

August 19, 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 a Memorandum of Equipment Lease Agreement and Supplement No. 1 (TRLIV 2004-1A), dated as of August 19, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Bill of Sale which is being filed with the Board under Recordation Number \_\_\_\_\_-B.

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

Lessor: TRLIV 2004-1A Railcar Statutory Trust  
c/o U.S. Bank Trust National Association  
225 Asylum Street  
23<sup>rd</sup> Floor  
Hartford, Connecticut 06103

Lessee: Trinity Rail Leasing IV L.P.  
2525 Stemmons Freeway  
Dallas, Texas 75207

Mr. Vernon A. Williams  
August 19, 2004  
Page 2

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

AMTX 10001 – AMTX 10195  
CEMX 11301 – CEMX 11537  
COEX 10001 – COEX 10065  
TILX 16280 – TILX 16316  
TILX 20111 – TILX 20126  
TILX 32272 – TILX 32290  
TILX 35001 – TILX 35200  
TILX 100375 – TILX 100424  
TILX 150460 – TILX 150832  
TILX 190398 – TILX 190984  
TILX 250483 – TILX 250533  
TILX 290389 – TILX 290477  
TILX 302300 – TILX 302567  
TILX 400634 – TILX 400658  
TILX 635377 – TILX 636157  
TIMX 201176 – TIMX 201177

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

Memorandum of Equipment Lease Agreement and Supplement No. 1  
(TRLIV 2004-1A).

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  
Enclosure

AUG 19 '04 10-43 AM

SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF EQUIPMENT LEASE AGREEMENT AND SUPPLEMENT NO. 1**  
**(TRLIV 2004-1A)**

This Memorandum of Equipment Lease Agreement and Supplement No. 1 is made and entered by and between TRLIV 2004-1A Railcar Statutory Trust (hereinafter referred to as "Lessor") and Trinity Rail Leasing IV L.P. (hereinafter referred to as "Lessee"), respecting that certain Equipment Lease Agreement (TRLIV 2004-1A), dated as of August 19, 2004, between Lessor and Lessee (as supplemented, the "Equipment Lease") and that certain Equipment Lease Supplement No. 1 (TRLIV 2004-1A), dated as of August 19, 2004, 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, subject to the terms of 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) and with the Register General of Canada pursuant to Section 105 of the Canada Transportation Act (Canada).

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 August 19, 2004.

LESSOR:

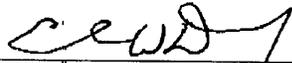
LESSEE:

TRLIV 2004-1A RAILCAR STATUTORY TRUST

TRINITY RAIL LEASING IV L.P.

By: U.S. Bank Trust National Association, not in its individual capacity, but solely as Owner Trustee

By: TILX GP IV, LLC, its General Partner

By: 

By: \_\_\_\_\_

Name: EARL W. DENNISON JR.

Name: Eric Marchetto

Title: VICE PRESIDENT

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 August 19, 2004.

LESSOR:

TRLIV 2004-1A RAILCAR STATUTORY  
TRUST  
By: U.S. Bank Trust National  
Association, not in its individual  
capacity, but solely as Owner Trustee

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

LESSEE:

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

By:  \_\_\_\_\_

Name: Eric Marchetto

Title: Vice President

STATE OF MASSACHUSETTS  
COUNTY OF SUFFOLK

SS:

On this 16<sup>th</sup> day of August, 2004, before me personally appeared EARL W. DENNISON JR., to me personally known, who being duly sworn, stated that he/she is VICE PRESIDENT of U.S. Bank Trust 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 TRLIV 2004-1A 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.

Maia J. Agullo  
Notary Public



My Commission Expires:

9-9-05

STATE OF IL )  
COUNTY OF COOK ) SS:

On this 19<sup>th</sup> day of August, 2004, before me personally appeared Eric Marchetto, to me personally known, who being duly sworn, stated that he is Vice President of TILX GP IV, LLC, the General Partner of Trinity Rail Leasing IV 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 IV 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.

Michelle Kallick  
Notary Public

My Commission Expires:  
01/27/05



Exhibit A

Participation Agreement - Pool A  
Description of Equipment and Designation of Functional Groups

Car Marks	Functional Group	Number of Units
TILX 32272, 32276, 32278-32279, 32281, 32284, 32287-32290	Cement	10
TILX 32265-32271, 32273-32275	Cement	10
TILX 636143-636157	Grain	15
TILX 635400-635402, 635404, 635412	Grain	5
TILX 635377-635382	Grain	6
TILX 635398-635399, 635407, 635416, 635419-635421	Grain	7
TILX 636063-636102	Grain	40
TILX 636018-636039	Grain	22
TILX 150783-150832	Tankcar Non-Pressure	50
TILX 150560-150584	Tankcar Non-Pressure	25
TILX 150460-150509	Tankcar Non-Pressure	50
TILX 150610-150666	Tankcar Non-Pressure	57
TILX 150723-150752	Tankcar Non-Pressure	30
TILX 16280-16316	Tankcar Non-Pressure	37
TILX 290413-290417	Tankcar Non-Pressure	5
TILX 302300-302326	Tankcar Pressure	27
TILX 302355-302379	Tankcar Pressure	25
TILX 100375-100424	Tankcar Non-Pressure	50
TILX 302460-302463, 302467-302471, 302539-302543	Tankcar Pressure	14
TILX 302472-302497	Tankcar Pressure	26
TILX 302405-302428, 302453	Tankcar Pressure	25
TILX 20111-20126	Tankcar Pressure	16
TILX 400634-400635	Tankcar Pressure	2
TILX 190461-190522	Tankcar Non-Pressure	62
TILX 190686-190717, 190747-190748, 190750-190753, 190756, 190760, 190764-190767, 190769, 190771-190772, 190777, 190779-190784, 190786, 190788-190792	Tankcar Non-Pressure	60
TILX 290423-290427	Tankcar Non-Pressure	5
TILX 290433-290447	Tankcar Non-Pressure	15
TILX 190398, 190402-190405, 190411-190414, 190417	Tankcar Non-Pressure	10
TILX 290389, 290399, 290402	Tankcar Non-Pressure	3
TILX 290463-290477	Tankcar Non-Pressure	15
TILX 270039-270043	Tankcar Non-Pressure	5
TILX 35001-35200	Mill-Gon	200
CEMX 11301-11311, 11323-11349	Cement	38
TIMX 201176-201177	Tankcar Pressure	2
AMTX 10001-10065	Coal	65
AMTX 10131-10195	Coal	65
COEH 10001-10065	Coal	65
TILX 302555-302567	Tankcar Pressure	13
TILX 190844-190872, 190902-190936	Tankcar Non-Pressure	64

Exhibit A

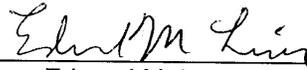
**Participation Agreement - Pool A**  
**Description of Equipment and Designation of Functional Groups**

<u>Car Marks</u>	<u>Functional Group</u>	<u>Number of Units</u>
TILX 400642-400648, 400652-400654, 400656, 400658	Tankcar Pressure	12
TILX 190743-190745, 190822-190830	Tankcar Non-Pressure	12
TILX 250483-250495	Tankcar Non-Pressure	13
CEMX 11526-11537	Cement	12
CEMX 11376-11412	Cement	37
CEMX 11451-11487	Cement	37
TILX 250496-250533	Tankcar Non-Pressure	38
TILX 190972-190984	Tankcar Non-Pressure	13
		<hr/> 1,415

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: August 18, 2004



Edward M. Luria