

RECORDATION NO. 25155-E FILED

AUG 19 '04 10-57 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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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 Trust Indenture and Security Agreement and Trust Indenture 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:

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

Indenture Trustee: Wilmington Trust Company
 1100 North Market Street
 Wilmington, Delaware 19890

Mr. Vernon A. Williams
August 19, 2004
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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 Trust Indenture and Security Agreement and Trust
Indenture 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 10-57 AM

SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT
AND TRUST INDENTURE SUPPLEMENT NO. 1
(TRLIV 2004-1A)**

This Memorandum of Trust Indenture and Security Agreement and Indenture Supplement No. 1 is made and entered into by and between TRLIV 2004-1A Railcar Statutory Trust, U.S. Bank Trust National Association, not in its individual capacity except as expressly provided in the Security Agreement (as defined below), but solely as Owner Trustee (hereinafter referred to as "Owner Trustee"), and Wilmington Trust Company, as Indenture Trustee under the Security Agreement (hereinafter referred to as "Indenture Trustee"), respecting that certain Trust Indenture and Security Agreement (TRLIV 2004-1A), dated as of August 19, 2004, between Owner Trustee and Indenture Trustee (as supplemented, the "Security Agreement") and the Trust Indenture Supplement No. 1 (TRLIV 2004-1A), dated as of August 19, 2004, between the Owner Trustee and the Indenture Trustee (the "Security Agreement Supplement").

Pursuant to the provisions of the Security Agreement, Owner Trustee and Indenture Trustee hereby affirm and acknowledge that:

1. Wilmington Trust Company, as Pass Through Trustee (the "Pass Through Trustee") has agreed to advance a loan to the Owner Trustee and the Owner Trustee has agreed to accept such loan from the Pass Through Trustee and, as security therefor, grant to the Indenture Trustee a first priority security interest in, among other things, certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto, and subject to the terms defined in the Security Agreement.

2. Owner Trustee and Indenture Trustee further acknowledge and affirm that this Memorandum of Trust Indenture and Security Agreement and Indenture Supplement No. 1 is not a summary of the Security Agreement nor a complete recitation of the terms and provisions thereof. Accordingly, Owner Trustee and Indenture Trustee hereby agree that in the event of a conflict between this Memorandum of Trust Indenture and Security Agreement and Indenture Supplement No. 1 and the provisions of the Security Agreement, the provisions of the Security Agreement shall control.

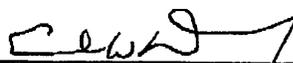
3. This Memorandum of Trust Indenture and Security Agreement and Indenture Supplement No. 1 is prepared only for the public record and is being recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301(a) and with the Register General of Canada pursuant to Section 105 of the Canada Transportation Act (Canada).

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Memorandum of Trust Indenture and Security Agreement and Indenture Supplement No. 1 to be duly executed in its corporate name by its officers, thereunto duly authorized, all as of August 19, 2004.

OWNER TRUSTEE:

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: EARL W. DENNISON JR.

Title: VICE PRESIDENT

INDENTURE TRUSTEE:

WILMINGTON TRUST COMPANY

By: _____

Name: _____

Title: _____

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Memorandum of Trust Indenture and Security Agreement and Indenture Supplement No. 1 to be duly executed in its corporate name by its officers, thereunto duly authorized, all as of August 19, 2004.

OWNER TRUSTEE:

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: _____

INDENTURE TRUSTEE:

WILMINGTON TRUST COMPANY

By:  _____

Name: Kathleen A. Pedolini

Title: Financial Services Officer

STATE OF MASSACHUSETTS
COUNTY OF SUFFOLK }

SS:

On this 19th 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. O'Connell
Notary Public



My Commission Expires:

9-9-05

STATE OF Delaware
COUNTY OF New Castle

SS:

On this 16 day of August, 2004, before me personally appeared A. Pedini to me personally known, who being duly sworn, stated that he/she is Financial Services Officer of Wilmington Trust Company, 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.

Michele Lauren Centrella

Notary Public

My Commission Expires:

MICHELE LAUREN CENTRILLA
Notary Public - Delaware
My Comm. Expires May 17, 2006

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