

25225-B
RECORDATION NO. _____ FILED

SEP 28 '04

4:10 PM

SURFACE TRANSPORTATION BOARD

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

September 28, 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, dated as of September 29, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Equipment Lease Agreement which is being filed with the Board under Recordation Number _____.

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

Owner Trustee: KCCI/Staley Trust 2004A LLT, acting through
U.S. Bank Trust National Association
Goodwin Square
225 Asylum Street 29th Floor
Hartford, Ct 06103

Indenture Trustee: Wells Fargo Bank, National Association
79 South Main Street, 3rd Floor
Salt Lake City, Utah 84111

Mr. Vernon A. Williams
September 28, 2004
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A description of the railroad equipment covered by the enclosed document
is:

208 covered hopper railcars within the series STLX 9001 - STLX 9257 as
more particularly set forth in the equipment schedule attached to the
document.

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

Memorandum of Trust Indenture and Security Agreement.

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

**MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT
(KCCI/STALEY TRUST 2004A LLT)**

MEMORANDUM OF INDENTURE AND SECURITY AGREEMENT (KCCI/Staley Trust 2004A LLT), made and entered into as of September 29, 2004 by and between KCCI/Staley Trust 2004A LLT, acting through U.S. Bank Trust National Association, a national banking association, not in its individual capacity, but solely as owner trustee ("Owner Trustee") and Wells Fargo Bank Northwest, National Association, as Indenture Trustee ("Indenture Trustee").

WITNESSETH:

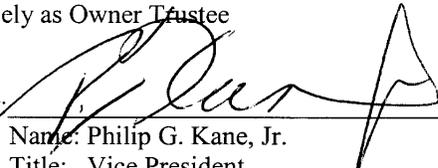
The undersigned have entered into that certain Trust Indenture and Security Agreement (KCCI/Staley Trust 2004A LLT), dated as of September 29, 2004 (the "Trust Indenture"), by which the Owner Trustee has granted a security interest in certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto to the Indenture Trustee in order to secure the Owner Trustee's performance of its obligations as described in the Trust Indenture.

[SIGNATURES TO FOLLOW]

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

KCCI/STALEY TRUST 2004A LLT, acting
through U.S. BANK TRUST NATIONAL
ASSOCIATION, not in its individual capacity but
solely as Owner Trustee

By: 

Name: Philip G. Kane, Jr.

Title: Vice President

WELLS FARGO BANK NORTHWEST,
NATIONAL ASSOCIATION, as Indenture Trustee

By: _____

Name:

Title:

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

KCCI/STALEY TRUST 2004A LLT, acting
through U.S. BANK TRUST NATIONAL
ASSOCIATION, not in its individual capacity but
solely as Owner Trustee

By: _____
Name:
Title:

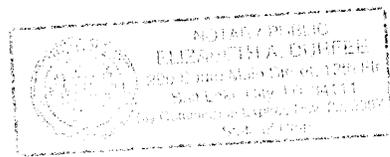
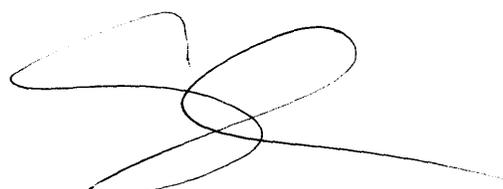
WELLS FARGO BANK NORTHWEST,
NATIONAL ASSOCIATION, as Indenture Trustee

By:  _____
Name: Brett R. King
Title: Vice President

STATE OF Utah
COUNTY OF Salt Lake ss

On this 23rd day of September, 2004, before me personally appeared, **Brett R. King**, to me personally known, being by me duly sworn, says that he is the VICE PRESIDENT of Wells Fargo Bank Northwest, National Association and that the said instrument attached hereto was signed on behalf of such association under the authority of the board of directors on September 23 2004 and he acknowledged that the execution of the said instrument was the act and deed of such association.

Notary Public in and for
the State of Utah



SCHEDULE A

Description of Items of Equipment

208 Trinity Rail Group 6,351 cubic foot 110-ton covered hopper cars with aluminum covers.

STLX 9001	STLX 9066	STLX 9116	STLX 9166	STLX 9250
STLX 9003	STLX 9067	STLX 9117	STLX 9167	STLX 9251
STLX 9004	STLX 9068	STLX 9118	STLX 9168	STLX 9252
STLX 9006	STLX 9069	STLX 9119	STLX 9169	STLX 9253
STLX 9007	STLX 9070	STLX 9120	STLX 9170	STLX 9254
STLX 9008	STLX 9071	STLX 9121	STLX 9171	STLX 9255
STLX 9009	STLX 9072	STLX 9122	STLX 9172	STLX 9256
STLX 9010	STLX 9073	STLX 9123	STLX 9173	STLX 9257
STLX 9011	STLX 9074	STLX 9124	STLX 9174	
STLX 9012	STLX 9075	STLX 9125	STLX 9175	
STLX 9013	STLX 9076	STLX 9126	STLX 9176	
STLX 9014	STLX 9077	STLX 9127	STLX 9177	
STLX 9015	STLX 9078	STLX 9128	STLX 9178	
STLX 9016	STLX 9079	STLX 9129	STLX 9179	
STLX 9017	STLX 9080	STLX 9130	STLX 9180	
STLX 9019	STLX 9081	STLX 9131	STLX 9181	
STLX 9021	STLX 9082	STLX 9132	STLX 9182	
STLX 9022	STLX 9083	STLX 9133	STLX 9183	
STLX 9028	STLX 9084	STLX 9134	STLX 9184	
STLX 9035	STLX 9085	STLX 9135	STLX 9185	
STLX 9036	STLX 9086	STLX 9136	STLX 9186	
STLX 9037	STLX 9087	STLX 9137	STLX 9187	
STLX 9038	STLX 9088	STLX 9138	STLX 9188	
STLX 9039	STLX 9089	STLX 9139	STLX 9189	
STLX 9040	STLX 9090	STLX 9140	STLX 9190	
STLX 9041	STLX 9091	STLX 9141	STLX 9191	
STLX 9042	STLX 9092	STLX 9142	STLX 9192	
STLX 9043	STLX 9093	STLX 9143	STLX 9193	
STLX 9044	STLX 9094	STLX 9144	STLX 9194	
STLX 9045	STLX 9095	STLX 9145	STLX 9195	
STLX 9046	STLX 9096	STLX 9146	STLX 9196	
STLX 9047	STLX 9097	STLX 9147	STLX 9197	
STLX 9048	STLX 9098	STLX 9148	STLX 9198	
STLX 9049	STLX 9099	STLX 9149	STLX 9199	
STLX 9050	STLX 9100	STLX 9150	STLX 9200	
STLX 9051	STLX 9101	STLX 9151	STLX 9202	
STLX 9052	STLX 9102	STLX 9152	STLX 9203	
STLX 9053	STLX 9103	STLX 9153	STLX 9204	
STLX 9054	STLX 9104	STLX 9154	STLX 9205	
STLX 9055	STLX 9105	STLX 9155	STLX 9206	
STLX 9056	STLX 9106	STLX 9156	STLX 9207	

STLX 9057 STLX 9107 STLX 9157 STLX 9208
STLX 9058 STLX 9108 STLX 9158 STLX 9209
STLX 9059 STLX 9109 STLX 9159 STLX 9219
STLX 9060 STLX 9110 STLX 9160 STLX 9220
STLX 9061 STLX 9111 STLX 9161 STLX 9221
STLX 9062 STLX 9112 STLX 9162 STLX 9222
STLX 9063 STLX 9113 STLX 9163 STLX 9223
STLX 9064 STLX 9114 STLX 9164 STLX 9248
STLX 9065 STLX 9115 STLX 9165 STLX 9249