

RECORDATION NO. 25361-1 FILED

DEC 21 '04 12:05 PM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

December 21, 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 Equipment Lease Supplement No. 1 (TRLIV 2004-1E), dated as of December 21, 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 2004-1E Railcar Statutory Trust
 c/o U.S. Bank Trust National Association
 225 Asylum Street
 23rd Floor
 Hartford, Connecticut 06103

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

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

198 railcars:

TILX 005804 – TILX 005812
TILX 100495 – TILX 100539
TILX 110107 – TILX 110121
TILX 191062 – TILX 191066
TILX 200241 – TILX 200250
TILX 270048 – TILX 270062
TILX 302580 – TILX 302591
TILX 302604 – TILX 302611
TILX 302620 – TILX 302622
TILX 302626 – TILX 302638
TILX 302729 – TILX 302743
TILX 302754 – TILX 302776
TILX 302799 – TILX 302823

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

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

Also enclosed is a check in the amount of \$32.00 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

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SURFACE TRANSPORTATION BOARD

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

This Memorandum of Equipment Lease Agreement and Equipment Lease Supplement No. 1 is made and entered by and between TRLIV 2004-1E 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 2004-1E), dated as of December 21, 2004, between Lessor and Lessee (as supplemented, the "Equipment Lease") and that certain Equipment Lease Supplement No. 1 (TRLIV 2004-1E), dated as of December 21, 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 Equipment Lease 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 Equipment Lease 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 Equipment Lease 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 Equipment Lease 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 December 21, 2004.

LESSOR:

LESSEE:

TRLIV 2004-1E 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 Equipment Lease 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 December 21, 2004.

LESSOR:

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

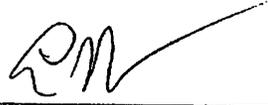
By: _____

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 10th day of December, 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 2004-1E 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.



Notary Public

My Commission Expires:

RACHEL M. SYLVIA
NOTARY PUBLIC
COMMONWEALTH OF MASSACHUSETTS
MY COMMISSION EXPIRES FEBRUARY 18, 2011

STATE OF Texas)
COUNTY OF Dallas)

SS:

On this 21st day of December, 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.

Tommie G. Cain
Notary Public

My Commission Expires:

Tommie G. Cain
Notary Public, State of Texas
My Commission Expires 5-13-2007

Exhibit A

Participation Agreement - Pool E
Description of Equipment, Designation of Functional Groups and Equipment Cost

<u>Car Marks</u>	<u>Functional Group</u>	<u>Number of Units</u>
TILX 005804 - 005812	Powerflow	9
TILX 110107 - 110121	Tankcar Non-Pressure	15
TILX 200241 - 200250	Tankcar Non-Pressure	10
TILX 191062 - 191066	Tankcar Non-Pressure	5
TILX 302626 - 302638	Tankcar Pressure	13
TILX 100495 - 100539	Tankcar Non-Pressure	45
TILX 302604 - 302611	Tankcar Pressure	8
TILX 270048 - 270062	Tankcar Non-Pressure	15
TILX 302729 - 302743	Tankcar Pressure	15
TILX 302580 - 302591	Tankcar Pressure	12
TILX 302620 - 302622	Tankcar Pressure	3
TILX 302799 - 302823	Tankcar Pressure	25
TILX 302754 - 302776	Tankcar Pressure	23
		<hr/>
		198

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: December 21, 2004



Robert W. Alvord