

**LAW OFFICES OF RICHARD A. FOGEL, PLLC**  
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July 18, 2002

RECORDATION NO. 18275-44 FILED

JUL 25 '02 10-24 AM

SURFACE TRANSPORTATION BOARD

Secretary  
Surface Transportation Board  
1925 K Street, Room 704  
Washington, D.C. 20036  
Attention: Recordation

RE: Documents for Recordation  
Trinity Industries Leasing Company  
Equipment Trust (Series 11, Thirteenth Supplement)

Dear Ladies and Gentlemen:

On behalf of Trinity Industries Leasing Company and in accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Surface Transportation Board ("STB") thereunder, enclosed herewith for filing and recordation are the following documents:

1. Two (2) executed originals of Thirteenth Supplement to Equipment Trust Agreement, a primary document, dated as of July 17, 2002, between Trinity Industries Leasing Company (the "Company") and The Bank of New York, as Successor Trustee (the "Bank");
2. Two (2) executed originals of an Assignment, a primary document, dated July 17, 2002, between the Company ("Assignor") and the Bank, as Trustee ("Assignee");
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated July 17, 2002, between the Company ("Seller") and the Bank, as Trustee ("Buyer"); and
4. Two (2) executed originals of a Bill of Sale, a secondary document, dated July 17, 2002, between the Bank, as Trustee ("Seller") and the Company ("Buyer").

The enclosed Thirteenth Supplement, Assignment and Bill of Sale referenced in paragraphs 1, 2 and 3, above, relate to the Equipment Trust Agreement dated as of June 24, 1993 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 18275 on June 25, 1993, along with an Assignment and Bill of Sale under Recordation Nos. 18275-A and 18275-B.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to various railcars and the lease thereof subject to the said Equipment Trust Agreement that were released from the Equipment Trust and assigned by the said Trustee to the Company.

We request that the Assignment be cross-indexed.

The address of Trinity Industries Leasing Company is 2000 Gardner Expressway, Quincy, Illinois 62306-0867, and the address of the Bank, the Trustee is 101 Barclay Street, 8th Floor, New York, New York 10286.

The railroad equipment covered by the Thirteenth Supplement to Equipment Trust Agreement is described in Exhibit A attached hereto. The foregoing railroad equipment consists solely of cars intended for use relating to interstate commerce.

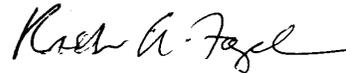
Enclosed is our check in the amount of \$120.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Thirteenth Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Thirteenth Supplement to Equipment Trust Agreement, the Assignment and the Bills of Sale, with the filing date noted thereon, following recordation thereof, to the representative of Washington Service Bureau who is delivering this letter and said enclosures to you.

A short summary of the documents appear in the index follows:

- (a) Primary Documents. (i) Thirteenth Supplement to Equipment Trust Agreement, a primary document, dated as of July 17, 2002, between the Company (as vendor and lessee), and the Bank, as Trustee, and covering various railroad cars, and (ii) Assignment, a primary document, dated July 17, 2002, between the Company (as Assignor), and the Bank, as Trustee, and covering various railroad cars.
- (b) Secondary Documents. Bill of Sale, a secondary document, dated July 17, 2002, between the Company (as Seller), and the Bank, as Trustee (as Buyer), and covering various railroad cars, and connected to the Thirteenth Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated July 17, 2002, between the Bank, as Trustee (Seller) and the Company (Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement dated as of June 24, 1993 referred to above.

Very truly yours,



Richard A. Fogel

EXHIBIT A

1. Railroad Car Net Lease Agreement, dated March 7, 1983, between Trinity Industries Leasing Company and IBP, Inc., covering the following described railroad cars (Partial Rider 4):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
20	23,589 Gal. 111A100W1 Tank Cars	TILX 24054-24073

RECORDATION NO. 18275-244 FILED

JUL 25 '02 10-24 AM

SURFACE TRANSPORTATION BOARD

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**THIRTEENTH SUPPLEMENT  
TO EQUIPMENT TRUST AGREEMENT**

(TRINITY INDUSTRIES LEASING COMPANY EQUIPMENT TRUST SERIES 11)

Dated as of July 17, 2002

Between

THE BANK OF NEW YORK,  
Successor Trustee

AND

TRINITY INDUSTRIES LEASING COMPANY

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**THIRTEENTH SUPPLEMENT** dated as of July 17, 2002 (herein called this "Thirteenth Supplement"), to the Equipment Trust Agreement dated as of June 24, 1993 (hereinafter called the "Trust Agreement"), between TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation (hereinafter called the "Company") and THE BANK OF NEW YORK, a New York Banking Corporation, as Successor Trustee (hereinafter in such capacity called the "Trustee").

#### **PRELIMINARY STATEMENT**

A. The Trust Agreement was filed with the Surface Transportation Board (the "STB") on June 25, 1993 under Recordation No. 18275.

B. The First Supplement to the Trust Agreement, dated March 17, 1995, was filed with the STB on March 21, 1995 under Recordation No. 18275-C. The Second Supplement to the Trust Agreement, dated as of December 21, 1995, was filed with the STB on December 26, 1995 under Recordation No. 18275-H. The Third Supplement to the Trust Agreement, dated as of August 27, 1996, was filed with the STB on September 3, 1996 under Recordation No. 18275-L. The Fourth Supplement to the Trust Agreement, dated as of December 5, 1996, was filed with the STB on December 19, 1996 under Recordation No. 18275-O. The Fifth Supplement to the Trust Agreement, dated as of December 19, 1997, was filed with the STB on December 31, 1997 under Recordation No. 18275-S. The Sixth Supplement to the Trust Agreement, dated as of March 23, 1998, was filed with the STB on March 26, 1998 under Recordation No. 18275-W. The Seventh Supplement to the Trust Agreement, dated as of July 6, 1998, was filed with the STB on July 9, 1998 under Recordation No. 18275-AA. The Eighth Supplement to the Trust Agreement, dated as of December 9, 1998, was filed with the STB on December 16, 1998 under Recordation No. 18275-EE. The Ninth Supplement to the Trust Agreement, dated as of July 13, 2000, was filed with the STB on July 18, 2000 under Recordation No. 18275-II. The Tenth Supplement to the Trust Agreement, dated as of September 5, 2000, was filed with the STB on September 13, 2000 under Recordation No. 18275-MM. The Eleventh Supplement to the Trust Agreement, dated as of March 13, 2001, was filed with the STB on March 19, 2001 under Recordation No. 18275-QQ. The Twelfth Supplement to the Trust Agreement, dated as of May 21, 2001, was filed with the STB on May 29, 2001 under Recordation No. 18275-UU.

C. The Company has, pursuant to Section 5.05(a) of the Trust Agreement, issued its Request that the Trustee assign to the Company the railroad cars covered by the Existing Leases described in Exhibit C hereto (the "Assigned Equipment").

D. Pursuant to Section 5.05(a) of the Trust Agreement and such Request, the Company desires to convey to the Trustee other Equipment described in Exhibits A and B hereto of an aggregate fair value no less than the fair value of the Assigned Equipment (the "Substituted Equipment").

E. The parties desire to supplement and amend the Trust Agreement as provided herein.

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, the parties hereto agree as follows:

1. The Trust Agreement is hereby amended by adding to Exhibits A & B to the Trust Agreement the descriptions of the Substituted Equipment and Existing Leases contained in Exhibits A and B hereto; and in accordance with Section 4.01 of the Trust Agreement, the Substituted Equipment shall be Trust Equipment and shall be included in the trust created thereunder and subject to all of the terms and provisions thereof.

2. The Trust Agreement, as hereby amended, is in all respects ratified and confirmed, and all rights and powers created or granted thereby or thereunder shall be and remain in full force and effect.

3. Terms used in this Thirteenth Supplement shall have the respective meanings ascribed to them in the Trust Agreement.

4. The terms "Trust Agreement," "Agreement" or "Equipment Trust Agreement" as used in the Trust Agreement and all Exhibits thereto shall be construed to mean the Trust Agreement as amended by the First Supplement through this Supplement.

5. This Thirteenth Supplement may be executed in several counterparts each of which shall be deemed an original, and all such counterparts shall together constitute but one and the same instrument. This Thirteenth Supplement may be signed by each party hereto upon a separate copy in which event all of said copies shall constitute a single counterpart of this Thirteenth Supplement. It shall not be necessary in making proof of this Thirteenth Supplement to produce or account for more than one such counterpart.

6. This Thirteenth Supplement shall in all respects be governed by, and construed and enforced in accordance with, the laws of the State of Texas (including the conflicts of laws rules), including all matters of construction, validity and performance.

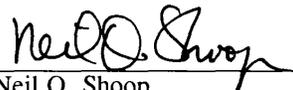
IN WITNESS WHEREOF, the parties have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed effective as of the date first written above.

TRINITY INDUSTRIES LEASING COMPANY

Attest:

  
Secretary

By:

  
Neil O. Shoop  
Treasurer

THE BANK OF NEW YORK,  
Successor Trustee

By: *Remo J. Reale*  
Name: REMO J. REALE  
Title: Vice President

Attest:  
*Patricia A. Theiss*

STATE OF TEXAS                   §  
  § ss.  
COUNTY OF DALLAS           §

On this 17th day of July, 2002, before me personally appeared Neil O. Shoop, to me personally known, who being by me duly sworn, says that he is the Treasurer of TRINITY INDUSTRIES LEASING COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Signature of Notary Public *Patricia A. Theiss*

My Commission Expires: 1-28-04



STATE OF NEW YORK           §  
  § ss.  
COUNTY OF NEW YORK       §

On this 17 day of July, 2002, before me personally appeared REMO J. REALE, to me personally known, who being by me duly sworn, says that he is the Vice President of THE BANK OF NEW YORK, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

Signature of Notary Public *William J. Casseles*

My Commission Expires: \_\_\_\_\_

- 4 -  
WILLIAM J. CASSELES  
Notary Public, State of New York  
No. 01CA5027729  
Qualified in Bronx County  
Commission Expires May 18, 2006

EXHIBIT A

1. Railroad Car Net Lease Agreement, dated March 7, 1983, between Trinity Industries Leasing Company and IBP, Inc., covering the following described railroad cars (Partial Rider 4):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
20	23,589 Gal. 111A100W1 Tank Cars	TILX 24054-24073

Series 11

EXHIBIT B  
DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
1. 20 Tank Cars	111A100W1	23,589 Gal.	TILX 24054-24073	02/92

EXHIBIT C  
DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
1. 11 Tank Cars	111A100W1	25,498 Gal.	CAGX 980088-980098	06/98
2. 1 Hopper Car	Lo	5,400 cu. ft.	TIMX 54003	08/96