

RECORDATION NO. 23867 FILED

FEB 15 '02 11-12 AM

SURFACE TRANSPORTATION BOARD

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

February 14, 2002

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 [B] Trust Indenture and Security Agreement and [B] Trust Indenture Supplement No. 1, dated as of February 15 2002, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

- Borrower: Trinity Industries Leasing Company
2525 Stemmons Parkway
Dallas, Texas 75207

- Guarantor: Trinity Industries, Inc.
2525 Stemmons Parkway
Dallas, Texas 75207

- Trustee: The Bank of New York
48 Wall Street
New York, New York 10005

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Mr. Vernon A. Williams
February 14, 2002
Page 2

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

One thousand and fifty-seven (1057) railcars bearing ASHX, CNSX, DOWX, LCIX, NKCR, PGXH, SLGG, TCPX and TILX reporting marks and road numbers in Exhibit A attached hereto.

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

Memorandum of [B] Trust Indenture and Security Agreement and [B] Trust Indenture Supplement No. 1.

Also enclosed is a check in the amount of \$28.00 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

Exhibit A

TRINITY INDUSTRIES LEASING COMPANY
COLLATERALIZED EQUIPMENT - POOL B

| <u>Car Mark</u> |
|-----------------|-----------------|-----------------|-----------------|-----------------|
| ASHX001036 | ASHX001241 | CNSX002016 | LCIX002701 | NKCR003141 |
| ASHX001053 | ASHX001242 | CNSX002017 | LCIX002702 | NKCR003142 |
| ASHX001063 | ASHX001243 | CNSX002018 | LCIX002703 | NKCR003143 |
| ASHX001105 | ASHX001244 | CNSX002019 | LCIX002704 | NKCR003144 |
| ASHX001106 | ASHX001245 | CNSX002020 | LCIX002705 | NKCR003145 |
| ASHX001112 | ASHX001246 | CNSX002021 | LCIX002706 | NKCR003146 |
| ASHX001113 | ASHX001247 | CNSX002022 | LCIX002707 | NKCR003147 |
| ASHX001125 | ASHX001248 | CNSX002023 | LCIX002708 | NKCR003148 |
| ASHX001127 | ASHX001249 | CNSX002024 | LCIX002709 | NKCR003149 |
| ASHX001129 | ASHX001525 | CNSX002025 | LCIX002710 | NKCR003150 |
| ASHX001130 | ASHX001526 | CNSX002026 | LCIX002711 | NKCR003151 |
| ASHX001135 | ASHX001527 | CNSX002027 | LCIX002712 | NKCR003152 |
| ASHX001136 | ASHX001528 | CNSX002028 | LCIX002713 | NKCR003153 |
| ASHX001137 | ASHX001529 | CNSX002029 | LCIX002714 | NKCR003154 |
| ASHX001138 | ASHX001530 | CNSX002030 | LCIX002715 | NKCR003155 |
| ASHX001142 | ASHX001531 | CNSX002031 | LCIX002716 | NKCR003156 |
| ASHX001143 | ASHX001532 | CNSX002032 | LCIX002717 | NKCR003157 |
| ASHX001151 | ASHX001533 | CNSX002033 | LCIX002718 | NKCR003158 |
| ASHX001156 | ASHX001534 | CNSX002034 | LCIX002719 | NKCR003159 |
| ASHX001167 | ASHX001535 | CNSX002035 | LCIX002720 | NKCR003160 |
| ASHX001182 | ASHX001536 | CNSX002036 | LCIX002721 | NKCR003161 |
| ASHX001190 | ASHX001537 | CNSX002037 | LCIX002722 | NKCR003162 |
| ASHX001193 | ASHX001538 | CNSX002038 | LCIX002723 | NKCR003163 |
| ASHX001199 | ASHX001539 | CNSX002039 | LCIX002724 | NKCR003164 |
| ASHX001202 | ASHX001540 | CNSX002040 | LCIX002725 | NKCR003165 |
| ASHX001204 | ASHX001541 | CNSX002041 | LCIX002726 | NKCR003166 |
| ASHX001207 | ASHX001542 | CNSX002042 | LCIX002727 | NKCR003167 |
| ASHX001208 | ASHX001543 | CNSX002043 | LCIX002728 | NKCR003170 |
| ASHX001209 | ASHX001544 | CNSX002044 | LCIX002729 | NKCR003171 |
| ASHX001210 | ASHX001545 | CNSX002045 | LCIX002730 | NKCR003172 |
| ASHX001213 | ASHX001546 | CNSX002046 | LCIX002731 | NKCR003173 |
| ASHX001215 | ASHX001547 | CNSX002047 | LCIX002732 | NKCR003174 |
| ASHX001218 | ASHX001548 | CNSX002048 | LCIX002733 | NKCR003175 |
| ASHX001219 | ASHX001549 | CNSX002049 | LCIX002734 | NKCR003176 |
| ASHX001220 | CNSX002000 | DOWX080134 | LCIX002735 | NKCR003177 |
| ASHX001226 | CNSX002001 | DOWX080135 | LCIX002736 | NKCR003181 |
| ASHX001227 | CNSX002002 | DOWX080136 | LCIX002737 | NKCR003183 |
| ASHX001228 | CNSX002003 | DOWX080137 | LCIX002738 | NKCR003184 |
| ASHX001229 | CNSX002004 | DOWX080138 | LCIX002739 | NKCR003185 |
| ASHX001230 | CNSX002005 | DOWX080139 | LCIX002740 | NKCR003187 |
| ASHX001231 | CNSX002006 | DOWX080140 | LCIX002741 | NKCR003188 |
| ASHX001232 | CNSX002007 | DOWX080141 | LCIX002742 | NKCR003189 |
| ASHX001233 | CNSX002008 | DOWX080142 | LCIX002743 | NKCR003190 |
| ASHX001234 | CNSX002009 | DOWX080143 | LCIX002744 | NKCR003193 |
| ASHX001235 | CNSX002010 | DOWX080144 | LCIX002745 | NKCR003194 |
| ASHX001236 | CNSX002011 | DOWX080145 | LCIX002746 | NKCR003195 |
| ASHX001237 | CNSX002012 | DOWX080146 | LCIX002747 | NKCR003196 |
| ASHX001238 | CNSX002013 | DOWX080147 | LCIX002748 | NKCR003197 |
| ASHX001239 | CNSX002014 | DOWX080148 | LCIX002749 | NKCR003198 |
| ASHX001240 | CNSX002015 | LCIX002700 | NKCR003140 | NKCR003199 |

Exhibit A

COLLATERALIZED EQUIPMENT - POOL B

| <u>Car Mark</u> |
|-----------------|-----------------|-----------------|-----------------|-----------------|
| NKCR003200 | NKCR065827 | NKCR065877 | NKCR065927 | PGHX300039 |
| NKCR003201 | NKCR065828 | NKCR065878 | NKCR065928 | PGHX300040 |
| NKCR003202 | NKCR065829 | NKCR065879 | NKCR065929 | PGHX300041 |
| NKCR003203 | NKCR065830 | NKCR065880 | NKCR065930 | PGHX300042 |
| NKCR003204 | NKCR065831 | NKCR065881 | NKCR065931 | PGHX300043 |
| NKCR003205 | NKCR065832 | NKCR065882 | NKCR065932 | PGHX300044 |
| NKCR003206 | NKCR065833 | NKCR065883 | NKCR065933 | PGHX300046 |
| NKCR003207 | NKCR065834 | NKCR065884 | NKCR065934 | PGHX300047 |
| NKCR003208 | NKCR065835 | NKCR065885 | NKCR065935 | PGHX300048 |
| NKCR003209 | NKCR065836 | NKCR065886 | NKCR065936 | PGHX300049 |
| NKCR020001 | NKCR065837 | NKCR065887 | NKCR065937 | PGHX300050 |
| NKCR020002 | NKCR065838 | NKCR065888 | NKCR065938 | PGHX300051 |
| NKCR020003 | NKCR065839 | NKCR065889 | NKCR065939 | PGHX300052 |
| NKCR020004 | NKCR065840 | NKCR065890 | NKCR065940 | PGHX300053 |
| NKCR020005 | NKCR065841 | NKCR065891 | NKCR065941 | PGHX300054 |
| NKCR020006 | NKCR065842 | NKCR065892 | NKCR065942 | PGHX300055 |
| NKCR020007 | NKCR065843 | NKCR065893 | NKCR065943 | PGHX300056 |
| NKCR020008 | NKCR065844 | NKCR065894 | NKCR065944 | PGHX300057 |
| NKCR020009 | NKCR065845 | NKCR065895 | NKCR065945 | PGHX300058 |
| NKCR020010 | NKCR065846 | NKCR065896 | NKCR065946 | PGHX300059 |
| NKCR020011 | NKCR065847 | NKCR065897 | NKCR065947 | PGHX300060 |
| NKCR020012 | NKCR065848 | NKCR065898 | NKCR065948 | PGHX300061 |
| NKCR020013 | NKCR065849 | NKCR065899 | NKCR065949 | PGHX300062 |
| NKCR020014 | NKCR065850 | NKCR065900 | NKCR065950 | PGHX300063 |
| NKCR020015 | NKCR065851 | NKCR065901 | NKCR065951 | PGHX300064 |
| NKCR020016 | NKCR065852 | NKCR065902 | NKCR065952 | PGHX300065 |
| NKCR020017 | NKCR065853 | NKCR065903 | NKCR065953 | PGHX300066 |
| NKCR020018 | NKCR065854 | NKCR065904 | PGHX300001 | PGHX300067 |
| NKCR020019 | NKCR065855 | NKCR065905 | PGHX300002 | PGHX300068 |
| NKCR020020 | NKCR065856 | NKCR065906 | PGHX300006 | PGHX300069 |
| NKCR020021 | NKCR065857 | NKCR065907 | PGHX300008 | PGHX300070 |
| NKCR020022 | NKCR065858 | NKCR065908 | PGHX300009 | PGHX300071 |
| NKCR020023 | NKCR065859 | NKCR065909 | PGHX300013 | PGHX300072 |
| NKCR020024 | NKCR065860 | NKCR065910 | PGHX300020 | PGHX300073 |
| NKCR020025 | NKCR065861 | NKCR065911 | PGHX300022 | PGHX300074 |
| NKCR020026 | NKCR065862 | NKCR065912 | PGHX300023 | PGHX300076 |
| NKCR020027 | NKCR065863 | NKCR065913 | PGHX300024 | PGHX300077 |
| NKCR020028 | NKCR065864 | NKCR065914 | PGHX300025 | PGHX300078 |
| NKCR020029 | NKCR065865 | NKCR065915 | PGHX300027 | PGHX300079 |
| NKCR020030 | NKCR065866 | NKCR065916 | PGHX300028 | PGHX300080 |
| NKCR020031 | NKCR065867 | NKCR065917 | PGHX300029 | PGHX300083 |
| NKCR020032 | NKCR065868 | NKCR065918 | PGHX300030 | SLGG006000 |
| NKCR020033 | NKCR065869 | NKCR065919 | PGHX300031 | SLGG006001 |
| NKCR020034 | NKCR065870 | NKCR065920 | PGHX300032 | SLGG006002 |
| NKCR020035 | NKCR065871 | NKCR065921 | PGHX300033 | SLGG006003 |
| NKCR020036 | NKCR065872 | NKCR065922 | PGHX300034 | SLGG006004 |
| NKCR020037 | NKCR065873 | NKCR065923 | PGHX300035 | SLGG006005 |
| NKCR065824 | NKCR065874 | NKCR065924 | PGHX300036 | SLGG006006 |
| NKCR065825 | NKCR065875 | NKCR065925 | PGHX300037 | SLGG006007 |
| NKCR065826 | NKCR065876 | NKCR065926 | PGHX300038 | SLGG006008 |

Exhibit A

COLLATERALIZED EQUIPMENT - POOL B

| <u>Car Mark</u> |
|-----------------|-----------------|-----------------|-----------------|-----------------|
| SLGG006009 | SLGG006059 | SLGG006109 | TCPX070009 | TCPX070059 |
| SLGG006010 | SLGG006060 | SLGG006110 | TCPX070010 | TCPX070060 |
| SLGG006011 | SLGG006061 | SLGG006111 | TCPX070011 | TCPX070061 |
| SLGG006012 | SLGG006062 | SLGG006112 | TCPX070012 | TCPX070062 |
| SLGG006013 | SLGG006063 | SLGG006113 | TCPX070013 | TCPX070063 |
| SLGG006014 | SLGG006064 | SLGG006114 | TCPX070014 | TCPX070064 |
| SLGG006015 | SLGG006065 | SLGG006115 | TCPX070015 | TCPX070065 |
| SLGG006016 | SLGG006066 | SLGG006116 | TCPX070016 | TCPX070066 |
| SLGG006017 | SLGG006067 | SLGG006117 | TCPX070017 | TCPX070067 |
| SLGG006018 | SLGG006068 | SLGG006118 | TCPX070018 | TCPX070068 |
| SLGG006019 | SLGG006069 | SLGG006119 | TCPX070019 | TCPX070069 |
| SLGG006020 | SLGG006070 | SLGG006120 | TCPX070020 | TCPX070070 |
| SLGG006021 | SLGG006071 | SLGG006121 | TCPX070021 | TCPX070071 |
| SLGG006022 | SLGG006072 | SLGG006122 | TCPX070022 | TCPX070072 |
| SLGG006023 | SLGG006073 | SLGG006123 | TCPX070023 | TCPX070073 |
| SLGG006024 | SLGG006074 | SLGG006124 | TCPX070024 | TCPX070074 |
| SLGG006025 | SLGG006075 | SLGG006125 | TCPX070025 | TCPX070075 |
| SLGG006026 | SLGG006076 | SLGG006126 | TCPX070026 | TCPX070076 |
| SLGG006027 | SLGG006077 | SLGG006127 | TCPX070027 | TCPX070077 |
| SLGG006028 | SLGG006078 | SLGG006128 | TCPX070028 | TCPX070078 |
| SLGG006029 | SLGG006079 | SLGG006129 | TCPX070029 | TCPX070079 |
| SLGG006030 | SLGG006080 | SLGG006130 | TCPX070030 | TCPX070080 |
| SLGG006031 | SLGG006081 | SLGG006131 | TCPX070031 | TCPX070081 |
| SLGG006032 | SLGG006082 | SLGG006132 | TCPX070032 | TCPX070082 |
| SLGG006033 | SLGG006083 | SLGG006133 | TCPX070033 | TCPX070083 |
| SLGG006034 | SLGG006084 | SLGG006134 | TCPX070034 | TCPX070084 |
| SLGG006035 | SLGG006085 | SLGG006135 | TCPX070035 | TCPX070085 |
| SLGG006036 | SLGG006086 | SLGG006136 | TCPX070036 | TCPX070086 |
| SLGG006037 | SLGG006087 | SLGG006137 | TCPX070037 | TCPX070087 |
| SLGG006038 | SLGG006088 | SLGG006138 | TCPX070038 | TCPX070088 |
| SLGG006039 | SLGG006089 | SLGG006139 | TCPX070039 | TCPX070089 |
| SLGG006040 | SLGG006090 | SLGG006140 | TCPX070040 | TCPX070090 |
| SLGG006041 | SLGG006091 | SLGG006141 | TCPX070041 | TCPX070091 |
| SLGG006042 | SLGG006092 | SLGG006142 | TCPX070042 | TCPX070092 |
| SLGG006043 | SLGG006093 | SLGG006143 | TCPX070043 | TCPX070093 |
| SLGG006044 | SLGG006094 | SLGG006144 | TCPX070044 | TCPX070094 |
| SLGG006045 | SLGG006095 | SLGG006145 | TCPX070045 | TCPX070095 |
| SLGG006046 | SLGG006096 | SLGG006146 | TCPX070046 | TCPX070096 |
| SLGG006047 | SLGG006097 | SLGG006147 | TCPX070047 | TCPX070097 |
| SLGG006048 | SLGG006098 | SLGG006148 | TCPX070048 | TCPX070098 |
| SLGG006049 | SLGG006099 | SLGG006149 | TCPX070049 | TCPX070099 |
| SLGG006050 | SLGG006100 | TCPX070000 | TCPX070050 | TILX020026 |
| SLGG006051 | SLGG006101 | TCPX070001 | TCPX070051 | TILX135350 |
| SLGG006052 | SLGG006102 | TCPX070002 | TCPX070052 | TILX135351 |
| SLGG006053 | SLGG006103 | TCPX070003 | TCPX070053 | TILX135352 |
| SLGG006054 | SLGG006104 | TCPX070004 | TCPX070054 | TILX135353 |
| SLGG006055 | SLGG006105 | TCPX070005 | TCPX070055 | TILX135354 |
| SLGG006056 | SLGG006106 | TCPX070006 | TCPX070056 | TILX135355 |
| SLGG006057 | SLGG006107 | TCPX070007 | TCPX070057 | TILX135356 |
| SLGG006058 | SLGG006108 | TCPX070008 | TCPX070058 | TILX135357 |

Exhibit A

COLLATERALIZED EQUIPMENT - POOL B

| <u>Car Mark</u> |
|-----------------|-----------------|-----------------|-----------------|-----------------|
| TILX135358 | TILX135612 | TILX160064 | TILX170119 | TILX200100 |
| TILX135359 | TILX150000 | TILX160065 | TILX170120 | TILX200101 |
| TILX135360 | TILX150001 | TILX160066 | TILX170121 | TILX200102 |
| TILX135361 | TILX150002 | TILX160067 | TILX170122 | TILX200103 |
| TILX135362 | TILX150003 | TILX160068 | TILX170125 | TILX200104 |
| TILX135363 | TILX150004 | TILX160069 | TILX170127 | TILX200105 |
| TILX135364 | TILX150005 | TILX160071 | TILX170128 | TILX200106 |
| TILX135333 | TILX150006 | TILX160072 | TILX170129 | TILX200107 |
| TILX135537 | TILX150007 | TILX160073 | TILX170130 | TILX200108 |
| TILX135539 | TILX150008 | TILX160075 | TILX170132 | TILX200109 |
| TILX135540 | TILX150009 | TILX160076 | TILX170133 | TILX200110 |
| TILX135546 | TILX150010 | TILX160077 | TILX170136 | TILX200111 |
| TILX135548 | TILX150011 | TILX160078 | TILX170138 | TILX200112 |
| TILX135549 | TILX150012 | TILX160079 | TILX170139 | TILX200114 |
| TILX135553 | TILX150013 | TILX160080 | TILX170140 | TILX200115 |
| TILX135556 | TILX150014 | TILX160081 | TILX170141 | TILX200116 |
| TILX135561 | TILX150015 | TILX160082 | TILX170143 | TILX200117 |
| TILX135564 | TILX150016 | TILX160083 | TILX170145 | TILX200118 |
| TILX135569 | TILX150017 | TILX160084 | TILX170147 | TILX200119 |
| TILX135570 | TILX150018 | TILX160085 | TILX170148 | TILX200120 |
| TILX135571 | TILX150019 | TILX160086 | TILX170150 | TILX200121 |
| TILX135572 | TILX150020 | TILX160087 | TILX170152 | TILX200122 |
| TILX135573 | TILX150021 | TILX160088 | TILX170153 | TILX200123 |
| TILX135574 | TILX150022 | TILX160089 | TILX170154 | TILX200124 |
| TILX135575 | TILX150023 | TILX160090 | TILX170155 | TILX200126 |
| TILX135576 | TILX150024 | TILX160091 | TILX200040 | TILX200127 |
| TILX135577 | TILX150025 | TILX160092 | TILX200041 | TILX200147 |
| TILX135578 | TILX150026 | TILX160093 | TILX200042 | TILX200149 |
| TILX135579 | TILX150027 | TILX160094 | TILX200043 | TILX250251 |
| TILX135580 | TILX150028 | TILX160095 | TILX200044 | TILX400321 |
| TILX135581 | TILX150029 | TILX160096 | TILX200045 | TILX400322 |
| TILX135582 | TILX150030 | TILX160097 | TILX200046 | TILX400323 |
| TILX135583 | TILX150031 | TILX160098 | TILX200047 | TILX400324 |
| TILX135584 | TILX150032 | TILX160099 | TILX200048 | TILX400325 |
| TILX135585 | TILX150033 | TILX160100 | TILX200049 | TILX400327 |
| TILX135586 | TILX150034 | TILX160101 | TILX200050 | TILX400328 |
| TILX135587 | TILX150035 | TILX160102 | TILX200051 | TILX400329 |
| TILX135589 | TILX150036 | TILX160103 | TILX200052 | TILX400330 |
| TILX135590 | TILX150037 | TILX160104 | TILX200053 | TILX400331 |
| TILX135591 | TILX150038 | TILX160105 | TILX200054 | TILX400333 |
| TILX135592 | TILX150039 | TILX170107 | TILX200090 | TILX400335 |
| TILX135593 | TILX150085 | TILX170108 | TILX200091 | TILX400336 |
| TILX135594 | TILX150099 | TILX170109 | TILX200092 | TILX400338 |
| TILX135595 | TILX160056 | TILX170110 | TILX200093 | TILX400339 |
| TILX135596 | TILX160057 | TILX170111 | TILX200094 | TILX400340 |
| TILX135597 | TILX160059 | TILX170112 | TILX200095 | TILX400341 |
| TILX135598 | TILX160060 | TILX170113 | TILX200096 | TILX620051 |
| TILX135599 | TILX160061 | TILX170114 | TILX200097 | TILX620063 |
| TILX135608 | TILX160062 | TILX170115 | TILX200098 | TILX620065 |
| TILX135609 | TILX160063 | TILX170118 | TILX200099 | TILX620066 |

Exhibit A

COLLATERALIZED EQUIPMENT - POOL B

| <u>Car Mark</u> |
|-----------------|-----------------|-----------------|-----------------|-----------------|
| TILX620067 | TILX620139 | | | |
| TILX620069 | TILX620140 | | | |
| TILX620071 | TILX620141 | | | |
| TILX620072 | TILX620143 | | | |
| TILX620073 | TILX620146 | | | |
| TILX620076 | TILX620147 | | | |
| TILX620079 | TILX620149 | | | |
| TILX620080 | | | | |
| TILX620082 | | | | |
| TILX620083 | | | | |
| TILX620084 | | | | |
| TILX620085 | | | | |
| TILX620087 | | | | |
| TILX620089 | | | | |
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| TILX620096 | | | | |
| TILX620098 | | | | |
| TILX620100 | | | | |
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| TILX620129 | | | | |
| TILX620132 | | | | |
| TILX620134 | | | | |

POOL B
Schedule of Lessees and Riders

<u>Lessee Number</u>	<u>Rider Number</u>
000213	001
000332	001
000332	003
000555	002
000781	005
000817	001
000900	001
000966	006
001005	002
001160	012
001755	001
001755	003
002109	002
004448	001
004448	002
004450	001
004864	901
005590	003
006300	003
006318	001
006318	002
006318	003
007441	001
007810	003
008419	001
008553	001
009994	001
009995	001

MEMORANDUM OF [B] TRUST INDENTURE AND SECURITY AGREEMENT AND
[B] TRUST INDENTURE SUPPLEMENT NO. 1

This Memorandum of [B] Trust Indenture and Security Agreement and [B] Trust Indenture Supplement No. 1 (this "Memorandum") is made and entered into by and among Trinity Industries Leasing Company, a Delaware corporation (the "Company"), Trinity Industries, Inc., a Delaware corporation (the "Guarantor") and The Bank of New York, as Trustee under the Security Agreement (as defined below) (hereinafter referred to as "Trustee") respecting that certain [B] Trust Indenture and Security Agreement dated as of February 15, 2002, among the Company, the Guarantor and the Trustee (the "Security Agreement") and the [B] Trust Indenture Supplement No. 1 dated as of February 15, 2002, among the Company, the Guarantor and the Trustee.

Pursuant to the provisions of the Security Agreement, the Company, the Guarantor and Trustee hereby affirm and acknowledge that:

1. The Company has agreed to execute and deliver to the Trustee an equipment note and the Trustee has agreed to accept such an equipment note from the Company and, as security therefor, grant the Trustee a first priority security interest in (i) certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto and (ii) certain leases with respect to such equipment identified by the lessee numbers and rider numbers as listed on Exhibit B attached hereto, subject to the terms defined in the Security Agreement.

2. This Memorandum 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 the Registrar General of Canada.

RECORDATION NO. 23867 FILED

FEB 15 '02

11-12 AM

SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Memorandum to be duly executed in its corporate name by its officers, thereunto duly authorized, as of February 13th, 2002.

COMPANY:

TRINITY INDUSTRIES LEASING
COMPANY

By: *Ew Marchetto*

Name: *ERIK MARCHETTO*

Title: *J.P.*

TRUSTEE:

THE BANK OF NEW YORK

By: _____

Name: _____

Title: _____

GUARANTOR:

TRINITY INDUSTRIES, INC

By: *John L. Adams*

Name: *JOHN L. ADAMS*

Title: *EXECUTIVE VICE PRESIDENT*

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Memorandum to be duly executed in its corporate name by its officers, thereunto duly authorized, as of February __, 2002.

COMPANY:

TRINITY INDUSTRIES LEASING
COMPANY

By: _____

Name: _____

Title: _____

TRUSTEE:

THE BANK OF NEW YORK

By: _____ 

Name: REMO J. REALE

Title: VICE PRESIDENT

GUARANTOR:

TRINITY INDUSTRIES, INC.

By: _____

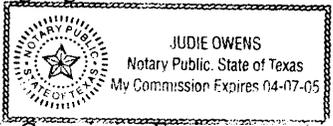
Name: _____

Title: _____

STATE OF Texas)
COUNTY OF Dallas)

SS:

On this 13th day of February, 2002, before me personally appeared ERIC MARCETTO, to me personally known, who being duly sworn, stated that he/she is Vice President of Trinity Industries Leasing 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.



My Commission Expires:

Judie Owens
Notary Public

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

SS:

On this 13 day of February, 2002, before me personally appeared REMO J. REALE, to me personally known, who being duly sworn, stated that he/she is VICE PRESIDENT of The Bank of New York, that said instrument was signed on behalf of said corporation, not in its individual capacity, but solely as trustee under the Security Agreement 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.



Notary Public

My Commission Expires:

WILLIAM J. CASSELS
Notary Public, State of New York
No. 01CA5027729
Qualified in Bronx County
Commission Expires May 16, 2002

EXHIBIT A

**TRINITY INDUSTRIES LEASING COMPANY
COLLATERALIZED EQUIPMENT - POOL B**

| <u>Car Mark</u> |
|-----------------|-----------------|-----------------|-----------------|-----------------|
| ASHX001036 | ASHX001241 | CNSX002016 | LCIX002701 | NKCR003141 |
| ASHX001053 | ASHX001242 | CNSX002017 | LCIX002702 | NKCR003142 |
| ASHX001063 | ASHX001243 | CNSX002018 | LCIX002703 | NKCR003143 |
| ASHX001105 | ASHX001244 | CNSX002019 | LCIX002704 | NKCR003144 |
| ASHX001106 | ASHX001245 | CNSX002020 | LCIX002705 | NKCR003145 |
| ASHX001112 | ASHX001246 | CNSX002021 | LCIX002706 | NKCR003146 |
| ASHX001113 | ASHX001247 | CNSX002022 | LCIX002707 | NKCR003147 |
| ASHX001125 | ASHX001248 | CNSX002023 | LCIX002708 | NKCR003148 |
| ASHX001127 | ASHX001249 | CNSX002024 | LCIX002709 | NKCR003149 |
| ASHX001129 | ASHX001525 | CNSX002025 | LCIX002710 | NKCR003150 |
| ASHX001130 | ASHX001526 | CNSX002026 | LCIX002711 | NKCR003151 |
| ASHX001135 | ASHX001527 | CNSX002027 | LCIX002712 | NKCR003152 |
| ASHX001136 | ASHX001528 | CNSX002028 | LCIX002713 | NKCR003153 |
| ASHX001137 | ASHX001529 | CNSX002029 | LCIX002714 | NKCR003154 |
| ASHX001138 | ASHX001530 | CNSX002030 | LCIX002715 | NKCR003155 |
| ASHX001142 | ASHX001531 | CNSX002031 | LCIX002716 | NKCR003156 |
| ASHX001143 | ASHX001532 | CNSX002032 | LCIX002717 | NKCR003157 |
| ASHX001151 | ASHX001533 | CNSX002033 | LCIX002718 | NKCR003158 |
| ASHX001156 | ASHX001534 | CNSX002034 | LCIX002719 | NKCR003159 |
| ASHX001167 | ASHX001535 | CNSX002035 | LCIX002720 | NKCR003160 |
| ASHX001182 | ASHX001536 | CNSX002036 | LCIX002721 | NKCR003161 |
| ASHX001190 | ASHX001537 | CNSX002037 | LCIX002722 | NKCR003162 |
| ASHX001193 | ASHX001538 | CNSX002038 | LCIX002723 | NKCR003163 |
| ASHX001199 | ASHX001539 | CNSX002039 | LCIX002724 | NKCR003164 |
| ASHX001202 | ASHX001540 | CNSX002040 | LCIX002725 | NKCR003165 |
| ASHX001204 | ASHX001541 | CNSX002041 | LCIX002726 | NKCR003166 |
| ASHX001207 | ASHX001542 | CNSX002042 | LCIX002727 | NKCR003167 |
| ASHX001208 | ASHX001543 | CNSX002043 | LCIX002728 | NKCR003170 |
| ASHX001209 | ASHX001544 | CNSX002044 | LCIX002729 | NKCR003171 |
| ASHX001210 | ASHX001545 | CNSX002045 | LCIX002730 | NKCR003172 |
| ASHX001213 | ASHX001546 | CNSX002046 | LCIX002731 | NKCR003173 |
| ASHX001215 | ASHX001547 | CNSX002047 | LCIX002732 | NKCR003174 |
| ASHX001218 | ASHX001548 | CNSX002048 | LCIX002733 | NKCR003175 |
| ASHX001219 | ASHX001549 | CNSX002049 | LCIX002734 | NKCR003176 |
| ASHX001220 | CNSX002000 | DOWX080134 | LCIX002735 | NKCR003177 |
| ASHX001226 | CNSX002001 | DOWX080135 | LCIX002736 | NKCR003181 |
| ASHX001227 | CNSX002002 | DOWX080136 | LCIX002737 | NKCR003183 |
| ASHX001228 | CNSX002003 | DOWX080137 | LCIX002738 | NKCR003184 |
| ASHX001229 | CNSX002004 | DOWX080138 | LCIX002739 | NKCR003185 |
| ASHX001230 | CNSX002005 | DOWX080139 | LCIX002740 | NKCR003187 |
| ASHX001231 | CNSX002006 | DOWX080140 | LCIX002741 | NKCR003188 |
| ASHX001232 | CNSX002007 | DOWX080141 | LCIX002742 | NKCR003189 |
| ASHX001233 | CNSX002008 | DOWX080142 | LCIX002743 | NKCR003190 |
| ASHX001234 | CNSX002009 | DOWX080143 | LCIX002744 | NKCR003193 |
| ASHX001235 | CNSX002010 | DOWX080144 | LCIX002745 | NKCR003194 |
| ASHX001236 | CNSX002011 | DOWX080145 | LCIX002746 | NKCR003195 |
| ASHX001237 | CNSX002012 | DOWX080146 | LCIX002747 | NKCR003196 |
| ASHX001238 | CNSX002013 | DOWX080147 | LCIX002748 | NKCR003197 |
| ASHX001239 | CNSX002014 | DOWX080148 | LCIX002749 | NKCR003198 |
| ASHX001240 | CNSX002015 | LCIX002700 | NKCR003140 | NKCR003199 |

COLLATERALIZED EQUIPMENT - POOL B

| <u>Car Mark</u> |
|-----------------|-----------------|-----------------|-----------------|-----------------|
| NKCR003200 | NKCR065827 | NKCR065877 | NKCR065927 | PGHX300039 |
| NKCR003201 | NKCR065828 | NKCR065878 | NKCR065928 | PGHX300040 |
| NKCR003202 | NKCR065829 | NKCR065879 | NKCR065929 | PGHX300041 |
| NKCR003203 | NKCR065830 | NKCR065880 | NKCR065930 | PGHX300042 |
| NKCR003204 | NKCR065831 | NKCR065881 | NKCR065931 | PGHX300043 |
| NKCR003205 | NKCR065832 | NKCR065882 | NKCR065932 | PGHX300044 |
| NKCR003206 | NKCR065833 | NKCR065883 | NKCR065933 | PGHX300046 |
| NKCR003207 | NKCR065834 | NKCR065884 | NKCR065934 | PGHX300047 |
| NKCR003208 | NKCR065835 | NKCR065885 | NKCR065935 | PGHX300048 |
| NKCR003209 | NKCR065836 | NKCR065886 | NKCR065936 | PGHX300049 |
| NKCR020001 | NKCR065837 | NKCR065887 | NKCR065937 | PGHX300050 |
| NKCR020002 | NKCR065838 | NKCR065888 | NKCR065938 | PGHX300051 |
| NKCR020003 | NKCR065839 | NKCR065889 | NKCR065939 | PGHX300052 |
| NKCR020004 | NKCR065840 | NKCR065890 | NKCR065940 | PGHX300053 |
| NKCR020005 | NKCR065841 | NKCR065891 | NKCR065941 | PGHX300054 |
| NKCR020006 | NKCR065842 | NKCR065892 | NKCR065942 | PGHX300055 |
| NKCR020007 | NKCR065843 | NKCR065893 | NKCR065943 | PGHX300056 |
| NKCR020008 | NKCR065844 | NKCR065894 | NKCR065944 | PGHX300057 |
| NKCR020009 | NKCR065845 | NKCR065895 | NKCR065945 | PGHX300058 |
| NKCR020010 | NKCR065846 | NKCR065896 | NKCR065946 | PGHX300059 |
| NKCR020011 | NKCR065847 | NKCR065897 | NKCR065947 | PGHX300060 |
| NKCR020012 | NKCR065848 | NKCR065898 | NKCR065948 | PGHX300061 |
| NKCR020013 | NKCR065849 | NKCR065899 | NKCR065949 | PGHX300062 |
| NKCR020014 | NKCR065850 | NKCR065900 | NKCR065950 | PGHX300063 |
| NKCR020015 | NKCR065851 | NKCR065901 | NKCR065951 | PGHX300064 |
| NKCR020016 | NKCR065852 | NKCR065902 | NKCR065952 | PGHX300065 |
| NKCR020017 | NKCR065853 | NKCR065903 | NKCR065953 | PGHX300066 |
| NKCR020018 | NKCR065854 | NKCR065904 | PGHX300001 | PGHX300067 |
| NKCR020019 | NKCR065855 | NKCR065905 | PGHX300002 | PGHX300068 |
| NKCR020020 | NKCR065856 | NKCR065906 | PGHX300006 | PGHX300069 |
| NKCR020021 | NKCR065857 | NKCR065907 | PGHX300008 | PGHX300070 |
| NKCR020022 | NKCR065858 | NKCR065908 | PGHX300009 | PGHX300071 |
| NKCR020023 | NKCR065859 | NKCR065909 | PGHX300013 | PGHX300072 |
| NKCR020024 | NKCR065860 | NKCR065910 | PGHX300020 | PGHX300073 |
| NKCR020025 | NKCR065861 | NKCR065911 | PGHX300022 | PGHX300074 |
| NKCR020026 | NKCR065862 | NKCR065912 | PGHX300023 | PGHX300076 |
| NKCR020027 | NKCR065863 | NKCR065913 | PGHX300024 | PGHX300077 |
| NKCR020028 | NKCR065864 | NKCR065914 | PGHX300025 | PGHX300078 |
| NKCR020029 | NKCR065865 | NKCR065915 | PGHX300027 | PGHX300079 |
| NKCR020030 | NKCR065866 | NKCR065916 | PGHX300028 | PGHX300080 |
| NKCR020031 | NKCR065867 | NKCR065917 | PGHX300029 | PGHX300083 |
| NKCR020032 | NKCR065868 | NKCR065918 | PGHX300030 | SLGG006000 |
| NKCR020033 | NKCR065869 | NKCR065919 | PGHX300031 | SLGG006001 |
| NKCR020034 | NKCR065870 | NKCR065920 | PGHX300032 | SLGG006002 |
| NKCR020035 | NKCR065871 | NKCR065921 | PGHX300033 | SLGG006003 |
| NKCR020036 | NKCR065872 | NKCR065922 | PGHX300034 | SLGG006004 |
| NKCR020037 | NKCR065873 | NKCR065923 | PGHX300035 | SLGG006005 |
| NKCR065824 | NKCR065874 | NKCR065924 | PGHX300036 | SLGG006006 |
| NKCR065825 | NKCR065875 | NKCR065925 | PGHX300037 | SLGG006007 |
| NKCR065826 | NKCR065876 | NKCR065926 | PGHX300038 | SLGG006008 |

COLLATERALIZED EQUIPMENT - POOL B

| <u>Car Mark</u> |
|-----------------|-----------------|-----------------|-----------------|-----------------|
| SLGG006009 | SLGG006059 | SLGG006109 | TCPX070009 | TCPX070059 |
| SLGG006010 | SLGG006060 | SLGG006110 | TCPX070010 | TCPX070060 |
| SLGG006011 | SLGG006061 | SLGG006111 | TCPX070011 | TCPX070061 |
| SLGG006012 | SLGG006062 | SLGG006112 | TCPX070012 | TCPX070062 |
| SLGG006013 | SLGG006063 | SLGG006113 | TCPX070013 | TCPX070063 |
| SLGG006014 | SLGG006064 | SLGG006114 | TCPX070014 | TCPX070064 |
| SLGG006015 | SLGG006065 | SLGG006115 | TCPX070015 | TCPX070065 |
| SLGG006016 | SLGG006066 | SLGG006116 | TCPX070016 | TCPX070066 |
| SLGG006017 | SLGG006067 | SLGG006117 | TCPX070017 | TCPX070067 |
| SLGG006018 | SLGG006068 | SLGG006118 | TCPX070018 | TCPX070068 |
| SLGG006019 | SLGG006069 | SLGG006119 | TCPX070019 | TCPX070069 |
| SLGG006020 | SLGG006070 | SLGG006120 | TCPX070020 | TCPX070070 |
| SLGG006021 | SLGG006071 | SLGG006121 | TCPX070021 | TCPX070071 |
| SLGG006022 | SLGG006072 | SLGG006122 | TCPX070022 | TCPX070072 |
| SLGG006023 | SLGG006073 | SLGG006123 | TCPX070023 | TCPX070073 |
| SLGG006024 | SLGG006074 | SLGG006124 | TCPX070024 | TCPX070074 |
| SLGG006025 | SLGG006075 | SLGG006125 | TCPX070025 | TCPX070075 |
| SLGG006026 | SLGG006076 | SLGG006126 | TCPX070026 | TCPX070076 |
| SLGG006027 | SLGG006077 | SLGG006127 | TCPX070027 | TCPX070077 |
| SLGG006028 | SLGG006078 | SLGG006128 | TCPX070028 | TCPX070078 |
| SLGG006029 | SLGG006079 | SLGG006129 | TCPX070029 | TCPX070079 |
| SLGG006030 | SLGG006080 | SLGG006130 | TCPX070030 | TCPX070080 |
| SLGG006031 | SLGG006081 | SLGG006131 | TCPX070031 | TCPX070081 |
| SLGG006032 | SLGG006082 | SLGG006132 | TCPX070032 | TCPX070082 |
| SLGG006033 | SLGG006083 | SLGG006133 | TCPX070033 | TCPX070083 |
| SLGG006034 | SLGG006084 | SLGG006134 | TCPX070034 | TCPX070084 |
| SLGG006035 | SLGG006085 | SLGG006135 | TCPX070035 | TCPX070085 |
| SLGG006036 | SLGG006086 | SLGG006136 | TCPX070036 | TCPX070086 |
| SLGG006037 | SLGG006087 | SLGG006137 | TCPX070037 | TCPX070087 |
| SLGG006038 | SLGG006088 | SLGG006138 | TCPX070038 | TCPX070088 |
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| SLGG006041 | SLGG006091 | SLGG006141 | TCPX070041 | TCPX070091 |
| SLGG006042 | SLGG006092 | SLGG006142 | TCPX070042 | TCPX070092 |
| SLGG006043 | SLGG006093 | SLGG006143 | TCPX070043 | TCPX070093 |
| SLGG006044 | SLGG006094 | SLGG006144 | TCPX070044 | TCPX070094 |
| SLGG006045 | SLGG006095 | SLGG006145 | TCPX070045 | TCPX070095 |
| SLGG006046 | SLGG006096 | SLGG006146 | TCPX070046 | TCPX070096 |
| SLGG006047 | SLGG006097 | SLGG006147 | TCPX070047 | TCPX070097 |
| SLGG006048 | SLGG006098 | SLGG006148 | TCPX070048 | TCPX070098 |
| SLGG006049 | SLGG006099 | SLGG006149 | TCPX070049 | TCPX070099 |
| SLGG006050 | SLGG006100 | TCPX070000 | TCPX070050 | TILX020026 |
| SLGG006051 | SLGG006101 | TCPX070001 | TCPX070051 | TILX135350 |
| SLGG006052 | SLGG006102 | TCPX070002 | TCPX070052 | TILX135351 |
| SLGG006053 | SLGG006103 | TCPX070003 | TCPX070053 | TILX135352 |
| SLGG006054 | SLGG006104 | TCPX070004 | TCPX070054 | TILX135353 |
| SLGG006055 | SLGG006105 | TCPX070005 | TCPX070055 | TILX135354 |
| SLGG006056 | SLGG006106 | TCPX070006 | TCPX070056 | TILX135355 |
| SLGG006057 | SLGG006107 | TCPX070007 | TCPX070057 | TILX135356 |
| SLGG006058 | SLGG006108 | TCPX070008 | TCPX070058 | TILX135357 |

COLLATERALIZED EQUIPMENT - POOL B

| <u>Car Mark</u> |
|-----------------|-----------------|-----------------|-----------------|-----------------|
| TILX135358 | TILX135812 | TILX180084 | TILX170119 | TILX200100 |
| TILX135359 | TILX150000 | TILX180085 | TILX170120 | TILX200101 |
| TILX135360 | TILX150001 | TILX180086 | TILX170121 | TILX200102 |
| TILX135381 | TILX150002 | TILX180087 | TILX170122 | TILX200103 |
| TILX135382 | TILX150003 | TILX180088 | TILX170125 | TILX200104 |
| TILX135383 | TILX150004 | TILX180089 | TILX170127 | TILX200105 |
| TILX135384 | TILX150005 | TILX180071 | TILX170128 | TILX200106 |
| TILX135533 | TILX150006 | TILX180072 | TILX170129 | TILX200107 |
| TILX135537 | TILX150007 | TILX180073 | TILX170130 | TILX200108 |
| TILX135539 | TILX150008 | TILX180075 | TILX170132 | TILX200109 |
| TILX135540 | TILX150009 | TILX180076 | TILX170133 | TILX200110 |
| TILX135546 | TILX150010 | TILX180077 | TILX170136 | TILX200111 |
| TILX135548 | TILX150011 | TILX180078 | TILX170138 | TILX200112 |
| TILX135549 | TILX150012 | TILX180079 | TILX170139 | TILX200114 |
| TILX135553 | TILX150013 | TILX180080 | TILX170140 | TILX200115 |
| TILX135556 | TILX150014 | TILX180081 | TILX170141 | TILX200116 |
| TILX135561 | TILX150015 | TILX180082 | TILX170143 | TILX200117 |
| TILX135564 | TILX150016 | TILX180083 | TILX170145 | TILX200118 |
| TILX135569 | TILX150017 | TILX180084 | TILX170147 | TILX200119 |
| TILX135570 | TILX150018 | TILX180085 | TILX170148 | TILX200120 |
| TILX135571 | TILX150019 | TILX180086 | TILX170150 | TILX200121 |
| TILX135572 | TILX150020 | TILX180087 | TILX170152 | TILX200122 |
| TILX135573 | TILX150021 | TILX180088 | TILX170153 | TILX200123 |
| TILX135574 | TILX150022 | TILX180089 | TILX170154 | TILX200124 |
| TILX135575 | TILX150023 | TILX180090 | TILX170155 | TILX200126 |
| TILX135576 | TILX150024 | TILX180091 | TILX200040 | TILX200127 |
| TILX135577 | TILX150025 | TILX180092 | TILX200041 | TILX200147 |
| TILX135578 | TILX150026 | TILX180093 | TILX200042 | TILX200149 |
| TILX135579 | TILX150027 | TILX180094 | TILX200043 | TILX250251 |
| TILX135580 | TILX150028 | TILX180095 | TILX200044 | TILX400321 |
| TILX135581 | TILX150029 | TILX180096 | TILX200045 | TILX400322 |
| TILX135582 | TILX150030 | TILX180097 | TILX200046 | TILX400323 |
| TILX135583 | TILX150031 | TILX180098 | TILX200047 | TILX400324 |
| TILX135584 | TILX150032 | TILX180099 | TILX200048 | TILX400325 |
| TILX135585 | TILX150033 | TILX180100 | TILX200049 | TILX400327 |
| TILX135586 | TILX150034 | TILX180101 | TILX200050 | TILX400328 |
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| TILX135589 | TILX150036 | TILX180103 | TILX200052 | TILX400330 |
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| TILX135594 | TILX150099 | TILX170109 | TILX200092 | TILX400338 |
| TILX135595 | TILX160056 | TILX170110 | TILX200093 | TILX400339 |
| TILX135596 | TILX160057 | TILX170111 | TILX200094 | TILX400340 |
| TILX135597 | TILX160059 | TILX170112 | TILX200095 | TILX400341 |
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| TILX135599 | TILX160061 | TILX170114 | TILX200097 | TILX620063 |
| TILX135608 | TILX160082 | TILX170115 | TILX200098 | TILX620065 |
| TILX135609 | TILX160063 | TILX170118 | TILX200099 | TILX620066 |

COLLATERALIZED EQUIPMENT - POOL B

| <u>Car Mark</u> |
|-----------------|-----------------|-----------------|-----------------|-----------------|
| TILX620067 | TILX620139 | | | |
| TILX620069 | TILX620140 | | | |
| TILX620071 | TILX620141 | | | |
| TILX620072 | TILX620143 | | | |
| TILX620073 | TILX620146 | | | |
| TILX620076 | TILX620147 | | | |
| TILX620079 | TILX620149 | | | |
| TILX620080 | | | | |
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| TILX620094 | | | | |
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| TILX620096 | | | | |
| TILX620098 | | | | |
| TILX620100 | | | | |
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| TILX620107 | | | | |
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| TILX620109 | | | | |
| TILX620110 | | | | |
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| TILX620112 | | | | |
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| TILX620129 | | | | |
| TILX620132 | | | | |
| TILX620134 | | | | |

EXHIBIT B

POOL B
Schedule of Lessees and Riders

<u>Lessee Number</u>	<u>Rider Number</u>
000213	001
000332	001
000332	003
000555	002
000781	005
000817	001
000900	001
000966	006
001005	002
001160	012
001755	001
001755	003
002109	002
004448	001
004448	002
004450	001
004864	901
005590	003
006300	003
006318	001
006318	002
006318	003
007441	001
007810	003
008419	001
008553	001
009994	001
009995	001