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August 16, 2002

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

RECORDATION NO. 23865-A FILED
AUG 16 '02 3-02 PM
SURFACE TRANSPORTATION BOARD

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 Lease [Pool A], dated as of August 16, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease which was previously filed with the Board under Recordation Number 23865.

The name and address of the party to the enclosed document are:

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

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

37 railcars: TILX 300921 – TILX 300929; TILX 300931 – TILX 300933;
and SSPX 1000 – SSPX 1024.

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

Memorandum of Lease.

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 LEASE

This Memorandum of Lease (this "Memorandum") is made and executed as of August 16, 2002, by Trinity Industries Leasing Company, a Delaware corporation (the "Lessor"), with reference to the following:

1. Lessor is the owner of certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto (the "Equipment") and has leased the Equipment to certain lessees pursuant to the leases identified by the lessee numbers and rider numbers as listed on Exhibit B attached hereto (the "Leases").
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. 11301(a) and the Registrar General of Canada.

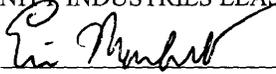
[signature page to follow]

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Pool A

IN WITNESS WHEREOF, the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

TRINITY INDUSTRIES LEASING COMPANY

By: 

Name: ERIC MARCHETTO

Title: VICE PRESIDENT

Pool A

EXHIBIT A to Memorandum of [A] Lease

[INSERT REPORTING MARKS AND ROAD NUMBER OF REPLACEMENT ITEMS OF
EQUIPMENT]

TRINITY INDUSTRIES LEASING COMPANY
ETC 12 REPLACEMENT UNITS SCHEDULE
AS OF JULY 31, 2002

Pool A

<u>ID</u>	<u>Asset Mark</u>	<u>ID</u>	<u>Asset Mark</u>	<u>ID</u>	<u>Asset Mark</u>
1	TILX300921				
2	TILX300922				
3	TILX300923				
4	TILX300924				
5	TILX300925				
6	TILX300926				
7	TILX300927				
8	TILX300928				
9	TILX300929				
10	TILX300931				
11	TILX300932				
12	TILX300933				
13	SSPX001000				
14	SSPX001001				
15	SSPX001002				
16	SSPX001003				
17	SSPX001004				
18	SSPX001005				
19	SSPX001006				
20	SSPX001007				
21	SSPX001008				
22	SSPX001009				
23	SSPX001010				
24	SSPX001011				
25	SSPX001012				
26	SSPX001013				
27	SSPX001014				
28	SSPX001015				
29	SSPX001016				
30	SSPX001017				
31	SSPX001018				
32	SSPX001019				
33	SSPX001020				
34	SSPX001021				
35	SSPX001022				
36	SSPX001023				
37	SSPX001024				

Pool A

EXHIBIT B to Memorandum of [A] Lease

[INSERT LESSEE NUMBERS AND RIDER NUMBERS APPLICABLE TO THE
REPLACEMENT ITEMS OF EQUIPMENT]

TRINITY INDUSTRIES LEASING COMPANY
ETC 12 REPLACEMENT UNITS SCHEDULE
AS OF JULY 31, 2002

Pool A

Replacement Equipment

<u>ID</u>	<u>Lessee Number</u>	<u>Rider</u>
1	6560	1
2	104	11