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OF COUNSEL  
URBAN A. LESTER

August 16, 2002

RECORDATION NO. 23865-B FILED

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

AUG 16 '02 3-16 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 B], 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  
August 16, 2002  
Page 2

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

100 railcars within the series TILX 311184 - TILX 311249, within the series TILX 400165 - TILX 400215 and within the series TILX 515000 - TILX 516119 as set forth on the exhibit attached to the Memorandum.

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]

RECORDATION NO. 23865-B FILED

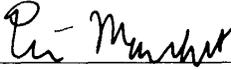
AUG 16 '02 3-16 PM

SURFACE TRANSPORTATION BOARD

Pool B

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 B

EXHIBIT A to Memorandum of [B] 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 B**

<u>ID</u>	<u>Asset Mark</u>	<u>ID</u>	<u>Asset Mark</u>	<u>ID</u>	<u>Asset Mark</u>
1	TILX400165	46	TILX400211	91	TILX516066
2	TILX400166	47	TILX400212	92	TILX516072
3	TILX400167	48	TILX400213	93	TILX516074
4	TILX400168	49	TILX400214	94	TILX516080
5	TILX400169	50	TILX400215	95	TILX516093
6	TILX400170	51	TILX311184	96	TILX516102
7	TILX400171	52	TILX311185	97	TILX516110
8	TILX400172	53	TILX311186	98	TILX516111
9	TILX400173	54	TILX311190	99	TILX516112
10	TILX400174	55	TILX311193	100	TILX516119
11	TILX400175	56	TILX311195		
12	TILX400176	57	TILX311202		
13	TILX400177	58	TILX311204		
14	TILX400178	59	TILX311205		
15	TILX400179	60	TILX311208		
16	TILX400180	61	TILX311209		
17	TILX400181	62	TILX311212		
18	TILX400182	63	TILX311215		
19	TILX400183	64	TILX311216		
20	TILX400184	65	TILX311217		
21	TILX400185	66	TILX311219		
22	TILX400186	67	TILX311220		
23	TILX400187	68	TILX311221		
24	TILX400188	69	TILX311222		
25	TILX400189	70	TILX311235		
26	TILX400190	71	TILX311237		
27	TILX400191	72	TILX311238		
28	TILX400192	73	TILX311240		
29	TILX400193	74	TILX311241		
30	TILX400194	75	TILX311242		
31	TILX400195	76	TILX311243		
32	TILX400196	77	TILX311249		
33	TILX400197	78	TILX515000		
34	TILX400198	79	TILX515001		
35	TILX400199	80	TILX515002		
36	TILX400201	81	TILX515003		
37	TILX400202	82	TILX515004		
38	TILX400203	83	TILX515005		
39	TILX400204	84	TILX515199		
40	TILX400205	85	TILX515232		
41	TILX400206	86	TILX516014		
42	TILX400207	87	TILX516017		
43	TILX400208	88	TILX516028		
44	TILX400209	89	TILX516038		
45	TILX400210	90	TILX516055		

Pool B

EXHIBIT B to Memorandum of [B] 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 B**

**Replacement Equipment**

<u>ID</u>	<u>Lessee Number</u>	<u>Rider</u>
1	112	9
2	2105	1