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OF COUNSEL
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August 16, 2002

RECORDATION NO. 23866-A FILED

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

AUG 16 '02 3-39 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 [A] Trust Indenture Supplement No. 2, 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 [A] Trust Indenture and Security Agreement and [A] Trust Indenture Supplement No. 1 which was previously filed with the Board under Recordation Number 23866.

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

Mr. Vernon A. Williams
August 16, 2002
Page 2

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 [A] Trust Indenture Supplement No. 2.

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 [A] TRUST INDENTURE SUPPLEMENT NO. 2

This Memorandum of [A] Trust Indenture Supplement No. 2 (this "Memorandum") is made and entered into by and among Trinity Industries Leasing Company, a Delaware corporation (the "Company") and Trinity Industries, Inc., a Delaware corporation (the "Guarantor") pursuant to the Security Agreement (as defined below) respecting (i) that certain [A] Trust Indenture and Security Agreement dated as of February 15, 2002, among the Company, the Guarantor and The Bank of New York, as trustee (the "Trustee"), and (ii) that certain [A] Trust Indenture Supplement No. 1 dated as of February 15, 2002, among the Company, the Guarantor and the Trustee (collectively, the "Security Agreement").

Pursuant to the provisions of the Security Agreement, the Company and the Guarantor 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. 23866 FILED A

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SURFACE TRANSPORTATION BOARD

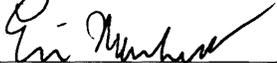
IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Memorandum to be duly executed in its corporate name by its officers, thereunto duly authorized, as of August 16, 2002.

COMPANY:

GUARANTOR:

TRINITY INDUSTRIES LEASING
COMPANY

TRINITY INDUSTRIES, INC.

By: 

By: 

Name: ERIC MARCHETTO

Name: NEIL SHOOP

Title: VICE PRESIDENT

Title: TREASURER

STATE OF Texas)
COUNTY OF Dallas)

SS:

On this 14th day of August, 2002, before me personally appeared Eric Marchetto, 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.

Patricia A. Theiss
Notary Public

My Commission Expires: 1/28/04

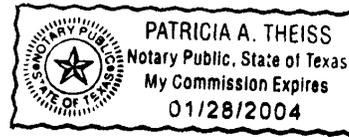


EXHIBIT A to Memorandum of [A] Trust Indenture

[INSERT REPORTING MARKS AND ROAD NUMBERS OF THE 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				

EXHIBIT B to Memorandum of [A] Trust Indenture

[INSERT LEASES WITH RESPECT TO THE EQUIPMENT LISTED ON EXHIBIT A,
IDENTIFIED BY LESSEE NUMBER AND RIDER NUMBER]

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