

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

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

OF COUNSEL
URBAN A. LESTER

August 16, 2002

RECORDATION NO. 23867-A FILED

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

AUG 16 '02 3-52 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 [B] 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 [B] Trust Indenture and Security Agreement and [B] Trust Indenture Supplement No. 1 which was previously filed with the Board under Recordation Number 23867.

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:

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 [B] 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 [B] TRUST INDENTURE SUPPLEMENT NO. 2

This Memorandum of [B] 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 [B] 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 [B] 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. 23867-A FILED

AUG 16 '02 3-52 PM

SURFACE TRANSPORTATION BOARD

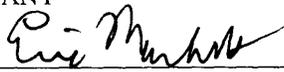
IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Memorandum to be duly executed in its corporate name by its officers, thereunto duly authorized, as of August 16, 2002.

COMPANY:

GUARANTOR:

TRINITY INDUSTRIES LEASING
COMPANY

TRINITY INDUSTRIES, INC.

By: 

By: 

Name: ERIC MARCHETTO

Name: NEIL O. SHOOP

Title: VICE PRESIDENT

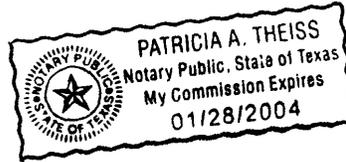
Title: TREASURER

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



STATE OF Texas)
COUNTY OF Dallas)

SS:

On this 14th day of August, 2002, before me personally appeared Neil O. Shoop, to me personally known, who being duly sworn, stated that he/she is Treasurer of Trinity Industries, Inc., 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

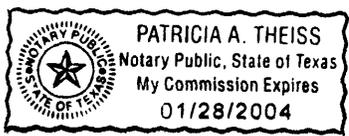


EXHIBIT A to Memorandum of [B] Trust Indenture

[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 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		

EXHIBIT B to Memorandum of [B] 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 B

Replacement Equipment

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