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OF COUNSEL
URBAN A. LESTER

August 16, 2002

RECORDATION NO. 23868-A FILED

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

AUG 16 '02 4-04 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 [C] 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 [C] Trust Indenture and Security Agreement and [C] Trust Indenture Supplement No. 1 which was previously filed with the Board under Recordation Number 23868.

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:

106 railcars within the series TILX 200128 - TILX 200146 and within the series TILX 300934 - TILX 301136 as set forth on the exhibit attached to the Memorandum.

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

Memorandum of [C] 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 [C] TRUST INDENTURE SUPPLEMENT NO. 2

This Memorandum of [C] 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 [C] 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 [C] 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.

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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:

TRINITY INDUSTRIES LEASING
COMPANY

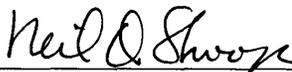
By: 

Name: ERIC MARCHETTO

Title: VICE PRESIDENT

GUARANTOR:

TRINITY INDUSTRIES, INC.

By: 

Name: NEIL O. SHOOP

Title: TREASURER

STATE OF TEXAS)

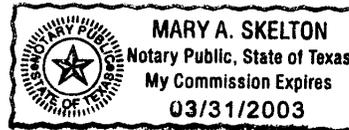
COUNTY OF Dallas)

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.

Mary A. Skelton
Notary Public

My Commission Expires: 3/31/03



STATE OF TEXAS)
COUNTY OF DALLAS)

SS:

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

Mary A. Skelton
Notary Public

My Commission Expires: 3/31/03

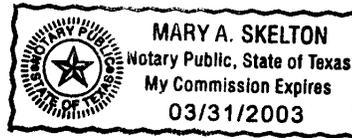


EXHIBIT A to Memorandum of [C] Trust Indenture

[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 C

<u>ID</u>	<u>Asset Mark</u>	<u>ID</u>	<u>Asset Mark</u>	<u>ID</u>	<u>Asset Mark</u>
1	TILX200128	46	TILX300964	91	TILX301115
2	TILX200129	47	TILX300966	92	TILX301116
3	TILX200130	48	TILX300967	93	TILX301117
4	TILX200131	49	TILX300968	94	TILX301118
5	TILX200132	50	TILX300972	95	TILX301119
6	TILX200133	51	TILX301081	96	TILX301122
7	TILX200134	52	TILX301082	97	TILX301123
8	TILX200135	53	TILX301083	98	TILX301126
9	TILX200136	54	TILX301084	99	TILX301127
10	TILX200137	55	TILX301085	100	TILX301128
11	TILX200138	56	TILX301088	101	TILX301130
12	TILX200139	57	TILX301094	102	TILX301131
13	TILX200140	58	TILX301095	103	TILX301132
14	TILX200141	59	TILX301096	104	TILX301134
15	TILX200142	60	TILX301099	105	TILX301135
16	TILX200143	61	TILX301100	106	TILX301136
17	TILX200144	62	TILX301103		
18	TILX200145	63	TILX301105		
19	TILX200146	64	TILX301108		
20	TILX300934	65	TILX301109		
21	TILX300935	66	TILX301111		
22	TILX300936	67	TILX301120		
23	TILX300937	68	TILX301121		
24	TILX300939	69	TILX301124		
25	TILX300940	70	TILX301125		
26	TILX300941	71	TILX301129		
27	TILX300942	72	TILX301133		
28	TILX300943	73	TILX301086		
29	TILX300944	74	TILX301087		
30	TILX300945	75	TILX301089		
31	TILX300946	76	TILX301090		
32	TILX300947	77	TILX301091		
33	TILX300949	78	TILX301092		
34	TILX300950	79	TILX301093		
35	TILX300952	80	TILX301097		
36	TILX300953	81	TILX301098		
37	TILX300954	82	TILX301101		
38	TILX300955	83	TILX301102		
39	TILX300956	84	TILX301104		
40	TILX300957	85	TILX301106		
41	TILX300958	86	TILX301107		
42	TILX300959	87	TILX301110		
43	TILX300960	88	TILX301112		
44	TILX300962	89	TILX301113		
45	TILX300963	90	TILX301114		

EXHIBIT B to Memorandum of [C] 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 C

Replacement Equipment

<u>ID</u>	<u>Lessee Number</u>	<u>Rider</u>
1	1755	3
2	1766	3
3	3600	2
4	4859	1