

RECORDATION NO. 23866-B FILED

AUG 16 '02 5-10 PM

SURFACE TRANSPORTATION BOARD

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

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

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Partial Release of Trust Indenture, 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:

25 railcars: TILX 290025 - TILX 290049 inclusive.

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

Partial Release of Trust Indenture.

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

RECORDATION NO. 23866-B FILED

AUG 16 '02 5:10 PM

SURFACE TRANSPORTATION BOARD

PARTIAL RELEASE OF TRUST INDENTURE

Reference is hereby made to that certain [A] Trust Indenture and Security Agreement dated February 15, 2002 (the "Trust Indenture") by and among Trinity Industries Leasing Company (the "Company"), Trinity Industries, Inc. (the "Guarantor"), and The Bank of New York (the "Trustee") and the Memorandum of [A] Trust Indenture and Security Agreement and [A] Trust Indenture Supplement No. 1 dated February 15, 2002 by and among the Company, the Guarantor and the Trustee and recorded on February 15, 2002 with the Surface Transportation Board at Recordation No. 23866 and with the Registrar General of Canada at 9:40 a.m. (the "Memorandum of Indenture"). All capitalized terms used herein but not defined here shall have the meanings ascribed thereto in the Trust Indenture.

KNOW ALL PERSONS BY THESE PRESENTS, that for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, and intending to be legally bound hereby, Trustee does hereby fully and finally release and discharge from the security interest and other encumbrances of the Trust Indenture the Equipment described on Annex A and the Leases described on Annex B attached hereto and made a part hereof. All other provisions of the Trust Indenture including the liens and encumbrances therein granted remain in full force and effect, except as amended hereby.

The Surface Transportation Board is hereby requested to note this Partial Release of Trust Indenture (the "Partial Release") upon the margin of the Memorandum of Indenture, as recorded.

This Partial Release may be executed in any number of counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

WITNESS the due execution hereof with the intent to be legally bound hereby
this ____ day of August, 2002.

TRINITY INDUSTRIES LEASING COMPANY

By: *Jim Marshall*
Its: VP

TRINITY INDUSTRIES, INC.

By: *Neil C. Shoop*
Its: TREASURER

THE BANK OF NEW YORK

By: _____

Its: _____

WITNESS the due execution hereof with the intent to be legally bound hereby
this 16th day of August, 2002.

TRINITY INDUSTRIES LEASING COMPANY

TRINITY INDUSTRIES, INC.

By: _____

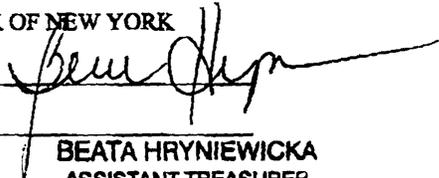
By: _____

Its: _____

Its: _____

THE BANK OF NEW YORK

By: _____



Its: _____

BEATA HRYNIEWICKA
ASSISTANT TREASURER

ACKNOWLEDGMENT

STATE OF Texas)
COUNTY OF Dallas }

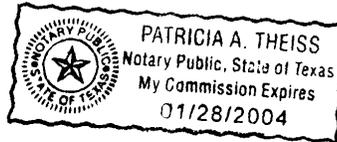
BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Eric Marchetta, who upon oath, acknowledged himself to be a VP of TRINITY INDUSTRIES LEASING COMPANY, a corporation, and that s/he as such VICE PRESIDENT being authorized to do so, executed the foregoing Partial Release of Trust Indenture for the purposes therein contained by signing the name of the corporation by her/himself as a VICE PRESIDENT of Trinity Industries Leasing Company.

WITNESS my hand and official seal this 15th day of August, 2002.

Patricia A. Theiss
Notary Public

MY COMMISSION EXPIRES:

1-28-04



STATE OF Texas)
COUNTY OF Dallas }

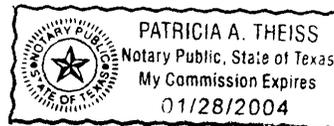
BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Neil O. Sharp, who upon oath, acknowledged himself to be a Treasurer of TRINITY INDUSTRIES, INC., a corporation, and that s/he as such TREASURER being authorized to do so, executed the foregoing Partial Release of Trust Indenture for the purposes therein contained by signing the name of the corporation by her/himself as a TREASURER of Trinity Industries, Inc.

WITNESS my hand and official seal this 15th day of August, 2002.

Patricia A. Theiss
Notary Public

MY COMMISSION EXPIRES:

1-28-04



STATE OF New York)
COUNTY OF New York)

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared BEATA HRYNIEWICZ upon oath, acknowledged himself to be a Assistant Treasurer of THE BANK OF NEW YORK, and that she as such Assistant Treasurer being authorized to do so, executed the foregoing Partial Release of Trust Indenture for the purposes therein contained by signing the name of the bank by her/himself as a Assistant Treasurer of The Bank of New York.

WITNESS my hand and official seal this 16th day of August, 2002.


Notary Public

MY COMMISSION EXPIRES:
5/18/06

WILLIAM J. CASSELS
Notary Public, State of New York
No. 01CAS027729
Qualified in Bronx County
Commission Expires May 18, 2006

ANNEX A

1081846.1

TRINITY INDUSTRIES LEASING COMPANY
ETC 12 RELEASED 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	TILX290025				
2	TILX290026				
3	TILX290027				
4	TILX290028				
5	TILX290029				
6	TILX290030				
7	TILX290031				
8	TILX290032				
9	TILX290033				
10	TILX290034				
11	TILX290035				
12	TILX290036				
13	TILX290037				
14	TILX290038				
15	TILX290039				
16	TILX290040				
17	TILX290041				
18	TILX290042				
19	TILX290043				
20	TILX290044				
21	TILX290045				
22	TILX290046				
23	TILX290047				
24	TILX290048				
25	TILX290049				

ANNEX B

1081846.1

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

Pool A

Released Equipment

<u>ID</u>	<u>Lessee Number</u>	<u>Rider</u>
1	107	17

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 8/16/02



Robert W. Alvord