

**LAW OFFICES OF RICHARD A. FOGEL, PLLC**  
2730 STEMMONS FREEWAY  
SUITE 813  
DALLAS, TEXAS 75207  
(214)267-9110  
(214)267-9115



October 28, 2002

Secretary  
Surface Transportation Board  
1925 K Street, Room 704  
Washington, D.C. 20036  
Attention: Recordation

RECORDATION NO. 23866-C FILED

RE: Documents for Recordation  
Trinity Industries Leasing Company  
[A] Trust Indenture, Supplement No. 2

OCT 29 '02 4-20 PM  
SURFACE TRANSPORTATION BOARD

Dear Ladies and Gentlemen:

On behalf of Trinity Industries Leasing Company and in accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Surface Transportation Board ("STB") thereunder, enclosed herewith for filing and recordation are two copies each of a Partial Release of Trust Indenture, a secondary document, dated effective as of August 16, 2002, between the Company, Guarantor and the Trustee.

The enclosed Partial Release referenced above relate to the [A] Trust Indenture and Security Agreement dated as of February 15, 2002 and that certain [A] Trust Indenture Supplement No. 1 dated as of February 15, 2002 among the Company, the Guarantor and the Trustee, which was filed and recorded under Recordation No. 23866 on February 15, 2002.

The enclosed Partial Release of Trust Indenture referenced above, relates to various railcars and the lease thereof subject to the said [A] Trust Indenture and Security Agreement that were released from the Trust Indenture and assigned by the said Trustee to the Company.

The address of Trinity Industries Leasing Company is 2525 Stemmons Freeway, Dallas, Texas 75207, and the address of the Trustee is 101 Barclay Street, 8th Floor, New York, New York 10286.

Enclosed is our check in the amount of \$30.00 to cover the recordation fee.

You are hereby authorized to deliver any unneeded copies of the enclosed document, with the filing date noted thereon, following recordation thereof, to the representative of Washington Service Bureau who is delivering this letter and said enclosures to you.

Very truly yours,

A handwritten signature in cursive script, appearing to read "R. Fogel".

Richard A. Fogel

RAF/slg  
encl.

RECORDATION NO. 23866-C FILED

OCT 29 '02 4-20 PM

SURFACE TRANSPORTATION BOARD [A]-2

**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 recorded on February 15, 2002 with the Surface Transportation Board at Recordation No. 23866 and with the Registrar General of Canada at 9:42 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 Exhibit A and the Leases described on Exhibit 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 effective as of the 16th day of August, 2002.

TRINITY INDUSTRIES LEASING  
COMPANY

TRINITY INDUSTRIES, INC.

By: *Eric M. [Signature]*

By: *Neil D. Shoop*

Its: VICE PRESIDENT

Its: TREASURER

THE BANK OF NEW YORK

By: 

Its: VICE PRESIDENT

**ACKNOWLEDGMENT**

STATE OF TEXAS            )  
  )  
COUNTY OF DALLAS        )

BEFORE ME, a notary public for the State of Texas, personally appeared ERIC MARCHETTO, who upon his oath acknowledged himself to be a VICE PRESIDENT of Trinity Industries Leasing Company, a corporation, and that he is authorized to execute the foregoing Partial Release of Trust Indenture for the purposes therein contained, and that he executed the same in the name of the corporation and in the capacity stated.

WITNESS MY HAND and official seal this 22 day of October, 2002.

  
Notary Public, State of Texas

STATE OF TEXAS            )  
  )  
COUNTY OF DALLAS        )

BEFORE ME, a notary public for the State of Texas, personally appeared NEIL SHOOP, who upon his oath acknowledged himself to be a TREASURER of Trinity Industries, Inc., a corporation, and that he is authorized to execute the foregoing Partial Release of Trust Indenture for the purposes therein contained, and that he executed the same in the name of the corporation and in the capacity stated.

WITNESS MY HAND and official seal this 22 day of October, 2002.

  
Notary Public, State of Texas

STATE OF NEW YORK            )  
  )  
COUNTY OF NEW YORK        )

BEFORE ME, a notary public for the State of Texas, personally appeared REMO J. REALE, who upon his oath acknowledged himself to be a VICE PRESIDENT of The Bank of New York, and that he is authorized to execute the foregoing Partial Release of Trust Indenture for the purposes therein contained, and that he executed the same in the name of the corporation and in the capacity stated.

WITNESS MY HAND and official seal this 24 day of OCT, 2002.

  
Notary Public, State of New York

Commission Expires: \_\_\_\_\_  
LUCILLE MERCURIO  
Notary Public, State of New York  
No. 03-4654994  
Qualified in Bronx County  
Certificate filed in New York County  
Commission Expires December 31, 2005

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				

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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