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October 28, 2002

[C]-2

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

RECORDATION NO. 23868-C FILED

OCT 29 '02 4-42 PM

SURFACE TRANSPORTATION BOARD

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

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 [C] Trust Indenture and Security Agreement dated as of February 15, 2002 and that certain [C] 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. 23868 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 [C] 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 black ink, appearing to read "R. Fogel", with a long horizontal flourish extending to the right.

Richard A. Fogel

RAF/slg
encl.

RECORDATION NO. 23868-C FILED

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SURFACE TRANSPORTATION BOARD [C]-2

PARTIAL RELEASE OF TRUST INDENTURE

Reference is hereby made to that certain [C] 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 [C] Trust Indenture and Security Agreement and [C] 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. 23868 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: *[Signature]*

Its: VICE PRESIDENT

ACKNOWLEDGMENT

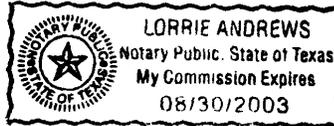
STATE OF TEXAS)
)
COUNTY OF DALLAS)

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.

Lorrie Andrews
Notary Public, State of Texas

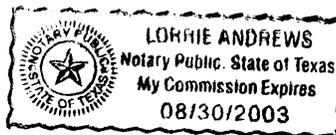
STATE OF TEXAS)
)
COUNTY OF DALLAS)



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.

Lorrie Andrews
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 C

<u>ID</u>	<u>Asset Mark</u>	<u>ID</u>	<u>Asset Mark</u>	<u>ID</u>	<u>Asset Mark</u>
1	WLPX010160	46	WLPX010205	91	WLPX010250
2	WLPX010161	47	WLPX010206	92	WLPX010251
3	WLPX010162	48	WLPX010207	93	WLPX010252
4	WLPX010163	49	WLPX010208	94	WLPX010253
5	WLPX010164	50	WLPX010209	95	WLPX010254
6	WLPX010165	51	WLPX010210	96	WLPX010255
7	WLPX010166	52	WLPX010211	97	WLPX010256
8	WLPX010167	53	WLPX010212	98	WLPX010257
9	WLPX010168	54	WLPX010213	99	WLPX010258
10	WLPX010169	55	WLPX010214	100	WLPX010259
11	WLPX010170	56	WLPX010215	101	WLPX010260
12	WLPX010171	57	WLPX010216	102	WLPX010261
13	WLPX010172	58	WLPX010217	103	WLPX010262
14	WLPX010173	59	WLPX010218	104	WLPX010263
15	WLPX010174	60	WLPX010219	105	WLPX010264
16	WLPX010175	61	WLPX010220	106	WLPX010265
17	WLPX010176	62	WLPX010221	107	WLPX010266
18	WLPX010177	63	WLPX010222	108	WLPX010267
19	WLPX010178	64	WLPX010223	109	WLPX010268
20	WLPX010179	65	WLPX010224	110	WLPX010269
21	WLPX010180	66	WLPX010225	111	WLPX010270
22	WLPX010181	67	WLPX010226	112	WLPX010271
23	WLPX010182	68	WLPX010227	113	WLPX010272
24	WLPX010183	69	WLPX010228	114	WLPX010273
25	WLPX010184	70	WLPX010229	115	WLPX010274
26	WLPX010185	71	WLPX010230	116	WLPX010275
27	WLPX010186	72	WLPX010231	117	WLPX010276
28	WLPX010187	73	WLPX010232	118	WLPX010277
29	WLPX010188	74	WLPX010233	119	WLPX010278
30	WLPX010189	75	WLPX010234	120	WLPX010279
31	WLPX010190	76	WLPX010235	121	WLPX010280
32	WLPX010191	77	WLPX010236	122	WLPX010281
33	WLPX010192	78	WLPX010237	123	WLPX010282
34	WLPX010193	79	WLPX010238	124	WLPX010283
35	WLPX010194	80	WLPX010239	125	WLPX010284
36	WLPX010195	81	WLPX010240	126	WLPX010285
37	WLPX010196	82	WLPX010241	127	WLPX010286
38	WLPX010197	83	WLPX010242		
39	WLPX010198	84	WLPX010243		
40	WLPX010199	85	WLPX010244		
41	WLPX010200	86	WLPX010245		
42	WLPX010201	87	WLPX010246		
43	WLPX010202	88	WLPX010247		
44	WLPX010203	89	WLPX010248		
45	WLPX010204	90	WLPX010249		

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

Pool C

Oil Field Equipment

<u>ID</u>	<u>Lessee Number</u>	<u>Rider</u>
1	8315	4