

**LAW OFFICES OF RICHARD A. FOGEL, PLLC**

**2730 STEMMONS FREEWAY**

**SUITE 813**

**DALLAS, TEXAS 75207**

**(214)267-9110**

**(214)267-9115**

RECORDATION NO.

**23868-D** FILED

OCT 31 '02

3-30 PM

SURFACE TRANSPORTATION BOARD

October 30, 2002

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

RE: Documents for Recordation  
Trinity Industries Leasing Company  
[C] Indenture Trust Supplement No. 3

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 the following documents:

1. Two (2) executed originals of Memorandum of [C] Trust Indenture Supplement No. 3, a primary document, dated as of October 10, 2002, between Trinity Industries Leasing Company (the "Company"), Trinity Industries, Inc. (the "Guarantor") and The Bank of New York, as Successor Trustee (the "Trustee");
2. Two (2) executed originals of a Partial Release of Trust Indenture, a secondary document, dated October 10, 2002, between the Company, Guarantor and the Trustee.
3. Two (2) executed originals of a Memorandum of Leases, a primary document, dated October 10, 2002; and

The enclosed Memorandum of [C] Trust Indenture Supplement No. 3 and Memorandum of Leases referenced in paragraphs 1 and 2, 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 Nos. 23868 and 23865, respectively, on February 15, 2002.

The enclosed Partial Release of Trust Indenture referenced in paragraph 3, 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.

The railroad equipment covered by the Supplement to [C] Trust Indenture Supplement No. 3 is described in Exhibit A attached hereto. The foregoing railroad equipment consists solely of cars intended for use relating to interstate commerce.

Enclosed is our check in the amount of \$90.00 to cover the recordation fee.

You are hereby authorized to deliver any unneeded copies of the enclosed documents, 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/sg  
encl.

RECORDATION NO. 23868-D FILED

OCT 31 '02 3-30 PM

SURFACE TRANSPORTATION BOARD

[C]-3

**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 the 10 day of October, 2002.

TRINITY INDUSTRIES LEASING  
COMPANY

TRINITY INDUSTRIES, INC.

By: 

By: 

Its: V.P.

Its: TREASURER

THE BANK OF NEW YORK

By: [Signature]

Its: VICE PRESIDENT

**ACKNOWLEDGMENT**

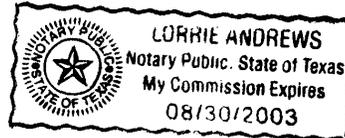
STATE OF TEXAS )  
 )  
COUNTY OF DALLAS )

BEFORE ME, a notary public for the State of Texas, personally appeared ERIC MARCKETTO, who upon his oath acknowledged himself to be a V.P. 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 10 day of October, 2002.

[Signature: Lorrrie Andrews]  
Notary Public, State of Texas

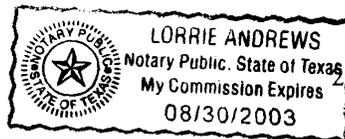
STATE OF TEXAS )  
 )  
COUNTY OF DALLAS )



BEFORE ME, a notary public for the State of Texas, personally appeared NEEL 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 10 day of October, 2002.

[Signature: Lorrrie Andrews]  
Notary Public, State of Texas





<i>Asset Mark</i>	<i>LesseeName</i>	<i>Invoice Date</i>	<i>Asset Mark</i>	<i>LesseeName</i>	<i>Invoice Date</i>
APAX004058	WESTERN RAILROAD CARS INC	12/18/2000	APAX004091	WESTERN RAILROAD CARS INC	12/29/2000
APAX004059	WESTERN RAILROAD CARS INC	12/18/2000	APAX004092	WESTERN RAILROAD CARS INC	3/30/2001
APAX004060	WESTERN RAILROAD CARS INC	12/29/2000	APAX004093	WESTERN RAILROAD CARS INC	2/15/2001
APAX004061	WESTERN RAILROAD CARS INC	12/29/2000	APAX004094	WESTERN RAILROAD CARS INC	12/29/2000
APAX004062	WESTERN RAILROAD CARS INC	12/29/2000	APAX004095	WESTERN RAILROAD CARS INC	12/29/2000
APAX004063	WESTERN RAILROAD CARS INC	12/29/2000	APAX004096	WESTERN RAILROAD CARS INC	12/29/2000
APAX004064	WESTERN RAILROAD CARS INC	12/29/2000	APAX004097	WESTERN RAILROAD CARS INC	12/29/2000
APAX004065	WESTERN RAILROAD CARS INC	12/29/2000	APAX004098	WESTERN RAILROAD CARS INC	12/29/2000
APAX004066	WESTERN RAILROAD CARS INC	2/15/2001	APAX004099	WESTERN RAILROAD CARS INC	12/29/2000
APAX004067	WESTERN RAILROAD CARS INC	2/15/2001	APAX004100	WESTERN RAILROAD CARS INC	12/29/2000
APAX004068	WESTERN RAILROAD CARS INC	12/29/2000	APAX004101	WESTERN RAILROAD CARS INC	12/29/2000
APAX004069	WESTERN RAILROAD CARS INC	12/29/2000	APAX004102	WESTERN RAILROAD CARS INC	12/29/2000
APAX004070	WESTERN RAILROAD CARS INC	12/29/2000	APAX004103	WESTERN RAILROAD CARS INC	12/29/2000
APAX004071	WESTERN RAILROAD CARS INC	2/15/2001	APAX004104	WESTERN RAILROAD CARS INC	12/29/2000
APAX004072	WESTERN RAILROAD CARS INC	12/29/2000	APAX004105	WESTERN RAILROAD CARS INC	12/29/2000
APAX004073	WESTERN RAILROAD CARS INC	12/29/2000	APAX004106	WESTERN RAILROAD CARS INC	12/29/2000
APAX004074	WESTERN RAILROAD CARS INC	12/29/2000	APAX004107	WESTERN RAILROAD CARS INC	12/29/2000
APAX004075	WESTERN RAILROAD CARS INC	12/29/2000	APAX004108	WESTERN RAILROAD CARS INC	12/29/2000
APAX004076	WESTERN RAILROAD CARS INC	12/29/2000	APAX004109	WESTERN RAILROAD CARS INC	12/29/2000
APAX004077	WESTERN RAILROAD CARS INC	12/29/2000	APAX004110	WESTERN RAILROAD CARS INC	12/29/2000
APAX004078	WESTERN RAILROAD CARS INC	12/29/2000	APAX004111	WESTERN RAILROAD CARS INC	12/29/2000
APAX004079	WESTERN RAILROAD CARS INC	12/29/2000	APAX004112	WESTERN RAILROAD CARS INC	12/29/2000
APAX004080	WESTERN RAILROAD CARS INC	12/29/2000	APAX004113	WESTERN RAILROAD CARS INC	12/29/2000
APAX004081	WESTERN RAILROAD CARS INC	12/29/2000	APAX004114	WESTERN RAILROAD CARS INC	12/29/2000
APAX004082	WESTERN RAILROAD CARS INC	12/29/2000	APAX004115	WESTERN RAILROAD CARS INC	12/29/2000
APAX004083	WESTERN RAILROAD CARS INC	12/29/2000	APAX004116	WESTERN RAILROAD CARS INC	12/29/2000
APAX004084	WESTERN RAILROAD CARS INC	2/15/2001	APAX004117	WESTERN RAILROAD CARS INC	12/29/2000
APAX004085	WESTERN RAILROAD CARS INC	12/29/2000	APAX004118	WESTERN RAILROAD CARS INC	12/29/2000
APAX004086	WESTERN RAILROAD CARS INC	3/30/2001	APAX004119	WESTERN RAILROAD CARS INC	12/29/2000
APAX004087	WESTERN RAILROAD CARS INC	3/14/2001	APAX004120	WESTERN RAILROAD CARS INC	2/15/2001
APAX004088	WESTERN RAILROAD CARS INC	12/29/2000	APAX004121	WESTERN RAILROAD CARS INC	2/15/2001
APAX004089	WESTERN RAILROAD CARS INC	12/29/2000	APAX004122	WESTERN RAILROAD CARS INC	2/15/2001
APAX004090	WESTERN RAILROAD CARS INC	12/29/2000	APAX004123	WESTERN RAILROAD CARS INC	2/28/2001

<i>Asset Mark</i>	<i>LesseeName</i>	<i>Invoice Date</i>	<i>Asset Mark</i>	<i>LesseeName</i>	<i>Invoice Date</i>
APAX004124	WESTERN RAILROAD CARS INC	2/28/2001	APAX004157	WESTERN RAILROAD CARS INC	2/28/2001
APAX004125	WESTERN RAILROAD CARS INC	2/28/2001	APAX004158	WESTERN RAILROAD CARS INC	2/23/2001
APAX004126	WESTERN RAILROAD CARS INC	3/5/2001	APAX004159	WESTERN RAILROAD CARS INC	3/6/2001
APAX004127	WESTERN RAILROAD CARS INC	3/5/2001	APAX004160	WESTERN RAILROAD CARS INC	2/23/2001
APAX004128	WESTERN RAILROAD CARS INC	2/28/2001	APAX004161	WESTERN RAILROAD CARS INC	2/23/2001
APAX004129	WESTERN RAILROAD CARS INC	2/28/2001	APAX004162	WESTERN RAILROAD CARS INC	3/5/2001
APAX004130	WESTERN RAILROAD CARS INC	2/23/2001	APAX004163	WESTERN RAILROAD CARS INC	2/23/2001
APAX004131	WESTERN RAILROAD CARS INC	3/6/2001	APAX004164	WESTERN RAILROAD CARS INC	2/23/2001
APAX004132	WESTERN RAILROAD CARS INC	2/23/2001	APAX004165	WESTERN RAILROAD CARS INC	2/23/2001
APAX004133	WESTERN RAILROAD CARS INC	2/23/2001	APAX004166	WESTERN RAILROAD CARS INC	2/23/2001
APAX004134	WESTERN RAILROAD CARS INC	2/23/2001	APAX004167	WESTERN RAILROAD CARS INC	2/23/2001
APAX004135	WESTERN RAILROAD CARS INC	2/23/2001	APAX004168	WESTERN RAILROAD CARS INC	2/23/2001
APAX004136	WESTERN RAILROAD CARS INC	3/5/2001	APAX004169	WESTERN RAILROAD CARS INC	2/23/2001
APAX004137	WESTERN RAILROAD CARS INC	3/29/2001	APAX004170	WESTERN RAILROAD CARS INC	3/6/2001
APAX004138	WESTERN RAILROAD CARS INC	2/23/2001	APAX004171	WESTERN RAILROAD CARS INC	3/5/2001
APAX004139	WESTERN RAILROAD CARS INC	2/28/2001	APAX004172	WESTERN RAILROAD CARS INC	2/28/2001
APAX004140	WESTERN RAILROAD CARS INC	2/23/2001	APAX004173	WESTERN RAILROAD CARS INC	3/5/2001
APAX004141	WESTERN RAILROAD CARS INC	3/5/2001	APAX004174	WESTERN RAILROAD CARS INC	3/5/2001
APAX004142	WESTERN RAILROAD CARS INC	2/28/2001	APAX004175	WESTERN RAILROAD CARS INC	3/5/2001
APAX004143	WESTERN RAILROAD CARS INC	2/28/2001	APAX004176	WESTERN RAILROAD CARS INC	2/28/2001
APAX004144	WESTERN RAILROAD CARS INC	3/6/2001	APAX004177	WESTERN RAILROAD CARS INC	2/28/2001
APAX004145	WESTERN RAILROAD CARS INC	3/6/2001	APAX004178	WESTERN RAILROAD CARS INC	3/29/2001
APAX004146	WESTERN RAILROAD CARS INC	2/23/2001	APAX004179	WESTERN RAILROAD CARS INC	2/28/2001
APAX004147	WESTERN RAILROAD CARS INC	2/23/2001	APAX004180	WESTERN RAILROAD CARS INC	3/30/2001
APAX004148	WESTERN RAILROAD CARS INC	2/23/2001	APAX004181	WESTERN RAILROAD CARS INC	2/28/2001
APAX004149	WESTERN RAILROAD CARS INC	2/28/2001	APAX004182	WESTERN RAILROAD CARS INC	2/28/2001
APAX004150	WESTERN RAILROAD CARS INC	2/28/2001	APAX004183	WESTERN RAILROAD CARS INC	2/28/2001
APAX004151	WESTERN RAILROAD CARS INC	2/23/2001	APAX004184	WESTERN RAILROAD CARS INC	3/14/2001
APAX004152	WESTERN RAILROAD CARS INC	2/23/2001	APAX004185	WESTERN RAILROAD CARS INC	2/28/2001
APAX004153	WESTERN RAILROAD CARS INC	2/23/2001	APAX004186	WESTERN RAILROAD CARS INC	2/28/2001
APAX004154	WESTERN RAILROAD CARS INC	2/23/2001	APAX004187	WESTERN RAILROAD CARS INC	3/30/2001
APAX004155	WESTERN RAILROAD CARS INC	2/23/2001	APAX004188	WESTERN RAILROAD CARS INC	2/28/2001
APAX004156	WESTERN RAILROAD CARS INC	2/28/2001	APAX004189	WESTERN RAILROAD CARS INC	2/28/2001

<i>Asset Mark</i>	<i>LesseeName</i>	<i>Invoice Date</i>	<i>Asset Mark</i>	<i>LesseeName</i>	<i>Invoice Date</i>
APAX004190	WESTERN RAILROAD CARS INC	2/28/2001	APAX004223	WESTERN RAILROAD CARS INC	3/5/2001
APAX004191	WESTERN RAILROAD CARS INC	2/28/2001	APAX004224	WESTERN RAILROAD CARS INC	3/5/2001
APAX004192	WESTERN RAILROAD CARS INC	2/28/2001	APAX004225	WESTERN RAILROAD CARS INC	3/5/2001
APAX004193	WESTERN RAILROAD CARS INC	3/14/2001	APAX004226	WESTERN RAILROAD CARS INC	3/29/2001
APAX004194	WESTERN RAILROAD CARS INC	2/28/2001	APAX004227	WESTERN RAILROAD CARS INC	3/7/2001
APAX004195	WESTERN RAILROAD CARS INC	2/28/2001	APAX004228	WESTERN RAILROAD CARS INC	3/30/2001
APAX004196	WESTERN RAILROAD CARS INC	2/28/2001	APAX004229	WESTERN RAILROAD CARS INC	3/6/2001
APAX004197	WESTERN RAILROAD CARS INC	2/28/2001	APAX004230	WESTERN RAILROAD CARS INC	3/8/2001
APAX004198	WESTERN RAILROAD CARS INC	2/28/2001	APAX004231	WESTERN RAILROAD CARS INC	3/29/2001
APAX004199	WESTERN RAILROAD CARS INC	2/28/2001	APAX004232	WESTERN RAILROAD CARS INC	3/7/2001
APAX004200	WESTERN RAILROAD CARS INC	2/28/2001	APAX004233	WESTERN RAILROAD CARS INC	3/6/2001
APAX004201	WESTERN RAILROAD CARS INC	2/28/2001	APAX004234	WESTERN RAILROAD CARS INC	3/8/2001
APAX004202	WESTERN RAILROAD CARS INC	2/28/2001	APAX004235	WESTERN RAILROAD CARS INC	3/12/2001
APAX004203	WESTERN RAILROAD CARS INC	2/28/2001	APAX004236	WESTERN RAILROAD CARS INC	3/6/2001
APAX004204	WESTERN RAILROAD CARS INC	3/14/2001	APAX004237	WESTERN RAILROAD CARS INC	3/14/2001
APAX004205	WESTERN RAILROAD CARS INC	2/28/2001	APAX004238	WESTERN RAILROAD CARS INC	3/8/2001
APAX004206	WESTERN RAILROAD CARS INC	2/28/2001	APAX004239	WESTERN RAILROAD CARS INC	3/14/2001
APAX004207	WESTERN RAILROAD CARS INC	2/28/2001	APAX004240	WESTERN RAILROAD CARS INC	3/8/2001
APAX004208	WESTERN RAILROAD CARS INC	2/28/2001	APAX004241	WESTERN RAILROAD CARS INC	3/8/2001
APAX004209	WESTERN RAILROAD CARS INC	3/5/2001	APAX004242	WESTERN RAILROAD CARS INC	3/7/2001
APAX004210	WESTERN RAILROAD CARS INC	3/5/2001	APAX004243	WESTERN RAILROAD CARS INC	3/7/2001
APAX004211	WESTERN RAILROAD CARS INC	2/28/2001	APAX004244	WESTERN RAILROAD CARS INC	3/8/2001
APAX004212	WESTERN RAILROAD CARS INC	2/28/2001	APAX004245	WESTERN RAILROAD CARS INC	3/7/2001
APAX004213	WESTERN RAILROAD CARS INC	2/28/2001	APAX004246	WESTERN RAILROAD CARS INC	3/6/2001
APAX004214	WESTERN RAILROAD CARS INC	3/5/2001	APAX004247	WESTERN RAILROAD CARS INC	3/7/2001
APAX004215	WESTERN RAILROAD CARS INC	3/6/2001	APAX004248	WESTERN RAILROAD CARS INC	3/7/2001
APAX004216	WESTERN RAILROAD CARS INC	3/6/2001	APAX004249	WESTERN RAILROAD CARS INC	3/7/2001
APAX004217	WESTERN RAILROAD CARS INC	3/5/2001	APAX004250	WESTERN RAILROAD CARS INC	3/7/2001
APAX004218	WESTERN RAILROAD CARS INC	3/5/2001	APAX004251	WESTERN RAILROAD CARS INC	3/8/2001
APAX004219	WESTERN RAILROAD CARS INC	2/28/2001	APAX004252	WESTERN RAILROAD CARS INC	3/8/2001
APAX004220	WESTERN RAILROAD CARS INC	3/5/2001	APAX004253	WESTERN RAILROAD CARS INC	3/8/2001
APAX004221	WESTERN RAILROAD CARS INC	3/14/2001	APAX004254	WESTERN RAILROAD CARS INC	3/12/2001
APAX004222	WESTERN RAILROAD CARS INC	3/5/2001	APAX004255	WESTERN RAILROAD CARS INC	3/12/2001

<i>Asset Mark</i>	<i>LesseeName</i>	<i>Invoice Date</i>	<i>Asset Mark</i>	<i>LesseeName</i>	<i>Invoice Date</i>
APAX004256	WESTERN RAILROAD CARS INC	3/12/2001			
APAX004257	WESTERN RAILROAD CARS INC	3/12/2001			
APAX004258	WESTERN RAILROAD CARS INC	3/12/2001			
APAX004259	WESTERN RAILROAD CARS INC	3/14/2001			
APAX004260	WESTERN RAILROAD CARS INC	3/12/2001			
APAX004261	WESTERN RAILROAD CARS INC	3/12/2001			
APAX004262	WESTERN RAILROAD CARS INC	3/29/2001			
APAX004263	WESTERN RAILROAD CARS INC	3/14/2001			
APAX004264	WESTERN RAILROAD CARS INC	3/8/2001			
APAX004265	WESTERN RAILROAD CARS INC	3/29/2001			
APAX004266	WESTERN RAILROAD CARS INC	3/29/2001			
APAX004267	WESTERN RAILROAD CARS INC	3/29/2001			
APAX004268	WESTERN RAILROAD CARS INC	3/29/2001			
APAX004269	WESTERN RAILROAD CARS INC	3/29/2001			
APAX004270	WESTERN RAILROAD CARS INC	3/30/2001			
APAX004271	WESTERN RAILROAD CARS INC	3/29/2001			
APAX004272	WESTERN RAILROAD CARS INC	3/30/2001			
APAX004273	WESTERN RAILROAD CARS INC	3/30/2001			
APAX004274	WESTERN RAILROAD CARS INC	3/29/2001			
APAX004275	WESTERN RAILROAD CARS INC	3/30/2001			
APAX004276	WESTERN RAILROAD CARS INC	3/30/2001			
APAX004277	WESTERN RAILROAD CARS INC	3/30/2001			
APAX004278	WESTERN RAILROAD CARS INC	3/30/2001			
APAX004279	WESTERN RAILROAD CARS INC	3/30/2001			
APAX004280	WESTERN RAILROAD CARS INC	3/30/2001			
APAX004281	WESTERN RAILROAD CARS INC	3/30/2001			
APAX004282	WESTERN RAILROAD CARS INC	3/30/2001			
APAX004283	WESTERN RAILROAD CARS INC	3/29/2001			
APAX004284	WESTERN RAILROAD CARS INC	3/30/2001			

**Total Units: 285**

TRINITY INDUSTRIES LEASING COMPANY  
ETC 12 RELEASED UNITS SCHEDULE  
AS OF SEPTEMBER 25, 2002

Pool C

Released Equipment

<u>Lessee Number</u>	<u>Rider</u>	<u>Units</u>
8393	2	285