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February 27, 2003

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

RECORDATION NO. 23868-E FILED

MAR 03 '03 2:34 PM

RE: Documents for Recordation
Trinity Industries Leasing Company
[C] Indenture Trust Supplement No. 4

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 the following documents:

1. Two (2) executed originals of Memorandum of [C] Trust Indenture Supplement No. 4, a primary document, dated as of February 20, 2003, between Trinity Industries Leasing Company (the "Company"), Trinity Industries, Inc. (the "Guarantor") and The Bank of New York, as Trustee (the "Trustee");
2. Two (2) executed originals of a Partial Release of Trust Indenture, a secondary document, dated February 20, 2003, between the Company, Guarantor and the Trustee.
3. Two (2) executed originals of a Memorandum of Leases, a primary document, dated February 20, 2003; and

The enclosed Memorandum of [C] Trust Indenture Supplement No. 4 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.

MEMORANDUM OF [C] TRUST INDENTURE SUPPLEMENT NO. 4

This Memorandum of [C] Trust Indenture Supplement No. 4 (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.

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 February 20, 2003.

COMPANY:

GUARANTOR:

TRINITY INDUSTRIES LEASING
COMPANY

TRINITY INDUSTRIES, INC.

By: 
Name: Eric Marchetto
Title: Vice President

By: 
Name: Neil Shoop
Title: Treasurer

REGISTRATION NO. 23868-E FILED

MAR 03 '03 2:34 PM

SURFACE TRANSPORTATION BOARD

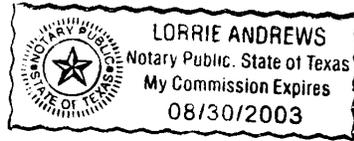
STATE OF TEXAS)
)
) SS:
COUNTY OF DALLAS)

On this 20th day of February, 2003, before me personally appeared Eric Marchetto, to me personally known, who being duly sworn, stated that he 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 acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lorrie Andrews

Notary Public

My Commission Expires: *08/30/03*



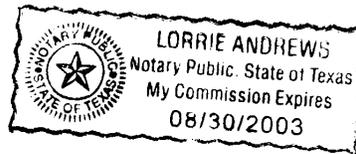
STATE OF TEXAS)
)
) SS:
COUNTY OF DALLAS)

On this 20th day of February, 2003, before me personally appeared Neil Shoop, to me personally known, who being duly sworn, stated that he 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 acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lorrie Andrews

Notary Public

My Commission Expires: *08/30/03*



Trinity Industries Leasing Company
Replacement Equipment

<u>Car Mark</u>	<u>Fair Market Value</u>	<u>Car Mark</u>	<u>Fair Market Value</u>
ADMX049059	\$40,650.00	TILX135301	\$38,151.90
ADMX049060	\$40,650.00	TILX135302	\$38,223.94
ADMX049061	\$40,650.00	TILX135303	\$38,013.92
ADMX049062	\$40,650.00	TILX135304	\$38,223.94
ADMX049063	\$40,650.00	TILX135305	\$38,223.94
ADMX049064	\$40,650.00	TILX135306	\$38,433.97
ADMX049065	\$40,650.00	TILX135307	\$38,433.97
ADMX049066	\$40,650.00	TILX135308	\$38,223.94
ADMX049067	\$40,650.00	TILX135309	\$38,433.97
ADMX049068	\$40,650.00	TILX135310	\$38,223.94
ADMX049069	\$40,650.00	TILX135311	\$38,223.94
TILX005404	\$55,880.00	TILX135312	\$38,223.94
TILX005405	\$56,134.00	TILX135313	\$38,433.97
TILX005406	\$56,134.00	TILX135314	\$38,433.97
TILX005407	\$56,134.00	TILX135315	\$38,223.94
TILX135270	\$38,013.92	TILX135316	\$38,223.94
TILX135271	\$38,013.92	TILX135317	\$38,223.94
TILX135272	\$38,223.94	TILX135318	\$38,223.94
TILX135273	\$38,151.90	TILX135319	\$38,223.94
TILX135274	\$38,013.92	TILX135340	\$36,030.87
TILX135275	\$38,223.94	TILX135341	\$36,030.87
TILX135276	\$38,013.92	TILX135342	\$36,030.87
TILX135277	\$38,013.92	TILX135343	\$36,030.87
TILX135278	\$38,013.92	TILX135344	\$36,030.87
TILX135279	\$38,223.94	TILX135345	\$36,030.87
TILX135280	\$38,223.94	TILX135346	\$36,030.87
TILX135281	\$37,803.90	TILX135347	\$36,030.87
TILX135282	\$38,151.90	TILX135348	\$36,030.87
TILX135283	\$38,013.92	TILX135349	\$36,030.87
TILX135284	\$38,013.92	TIMX002572	\$12,540.00
TILX135285	\$38,151.90	TIMX002574	\$12,540.00
TILX135286	\$38,013.92	TIMX002576	\$12,540.00
TILX135287	\$38,223.94	TIMX002590	\$12,540.00
TILX135288	\$38,151.90	TIMX002593	\$12,540.00
TILX135289	\$38,013.92	IBPX024054	\$30,652.97
TILX135290	\$38,223.94	IBPX024055	\$30,652.97
TILX135291	\$38,433.97	IBPX024056	\$30,652.97
TILX135292	\$38,151.90	IBPX024057	\$30,652.97
TILX135293	\$38,013.92	IBPX024058	\$30,404.76
TILX135294	\$38,013.92	IBPX024059	\$30,652.97
TILX135295	\$38,013.92	IBPX024060	\$30,404.76
TILX135296	\$38,013.92	IBPX024061	\$30,652.97
TILX135297	\$38,151.90	IBPX024062	\$30,652.97
TILX135298	\$38,151.90	IBPX024063	\$30,404.76
TILX135299	\$38,013.92	IBPX024064	\$30,652.97
TILX135300	\$38,151.90	IBPX024065	\$30,404.76

Trinity Industries Leasing Company
Replacement Equipment

<u>Car Mark</u>	<u>Fair Market Value</u>	<u>Car Mark</u>	<u>Fair Market Value</u>
IBPX024066	\$30,652.97	IBPX025131	\$31,064.00
IBPX024067	\$30,652.97	IBPX025132	\$31,064.00
IBPX024068	\$30,404.76	IBPX025133	\$31,064.00
IBPX024069	\$30,404.76	IBPX025134	\$31,064.00
IBPX024070	\$30,404.76	IBPX025135	\$31,064.00
IBPX024071	\$30,404.76	IBPX025136	\$31,064.00
IBPX024072	\$30,404.76	IBPX025137	\$31,064.00
IBPX024073	\$30,404.76	IBPX025138	\$31,064.00
IBPX025091	\$30,887.50	IBPX025139	\$31,064.00
IBPX025092	\$30,887.50	IBPX025140	\$31,064.00
IBPX025093	\$30,887.50	IBPX025141	\$31,064.00
IBPX025094	\$30,887.50	IBPX025142	\$31,064.00
IBPX025095	\$30,887.50	IBPX025143	\$31,064.00
IBPX025096	\$30,887.50	IBPX025144	\$31,064.00
IBPX025097	\$30,887.50	IBPX025145	\$31,064.00
IBPX025098	\$30,887.50	TILX220040	\$50,228.93
IBPX025099	\$31,064.00	TILX220041	\$50,228.93
IBPX025100	\$30,887.50	TILX220042	\$50,228.93
IBPX025101	\$30,887.50	TILX220043	\$50,228.93
IBPX025102	\$31,064.00	TILX220044	\$50,228.93
IBPX025103	\$30,887.50	TILX220045	\$50,228.93
IBPX025104	\$30,887.50	TILX220046	\$50,228.93
IBPX025105	\$30,887.50	TILX220047	\$50,228.93
IBPX025106	\$30,887.50	TILX220048	\$50,228.93
IBPX025107	\$31,064.00	TILX220049	\$50,228.93
IBPX025108	\$31,064.00	TILX058186	\$35,460.10
IBPX025109	\$30,887.50	TILX058187	\$35,460.10
IBPX025110	\$30,887.50	TILX058188	\$35,460.10
IBPX025111	\$31,064.00	TILX058190	\$35,460.10
IBPX025112	\$30,887.50	TILX058191	\$35,460.10
IBPX025113	\$31,064.00	TILX058192	\$35,460.10
IBPX025114	\$30,887.50	TILX058194	\$35,460.10
IBPX025115	\$31,064.00	TILX058195	\$35,460.10
IBPX025116	\$31,064.00	TILX058198	\$35,460.10
IBPX025117	\$30,887.50	TILX058199	\$35,460.10
IBPX025118	\$30,887.50	TILX058202	\$35,460.10
IBPX025119	\$30,887.50	TILX058203	\$35,460.10
IBPX025120	\$31,064.00	TILX058204	\$35,460.10
IBPX025121	\$30,887.50	TILX058205	\$35,460.10
IBPX025122	\$31,064.00	TILX058206	\$35,460.10
IBPX025123	\$31,064.00	TILX058207	\$35,460.10
IBPX025124	\$31,064.00	TILX058208	\$35,460.10
IBPX025125	\$31,064.00	TILX058209	\$35,460.10
IBPX025126	\$31,064.00	TILX620495	\$48,764.60
IBPX025127	\$31,064.00	TILX620498	\$48,976.62
IBPX025128	\$31,064.00	TILX620509	\$48,764.60
IBPX025129	\$31,064.00	TILX620530	\$48,764.60
IBPX025130	\$31,064.00	TILX620539	\$48,764.60

Trinity Industries Leasing Company
Replacement Equipment

<u>Car Mark</u>	<u>Fair Market Value</u>	<u>Car Mark</u>	<u>Fair Market Value</u>
TILX620548	\$48,764.60	TILX150116	\$56,505.60
TILX620551	\$48,976.62	TILX150117	\$56,767.20
TILX620554	\$48,976.62	TILX150118	\$56,505.60
TILX620561	\$48,976.62	TILX150119	\$56,767.20
TILX150041	\$46,928.70	TILX150120	\$56,767.20
TILX150042	\$46,688.04	TILX150121	\$56,767.20
TILX150043	\$46,928.70	TILX150122	\$56,767.20
TILX150044	\$46,688.04	TILX150123	\$56,767.20
TILX150045	\$46,928.70	TILX150124	\$56,767.20
TILX150046	\$46,928.70	TILX150125	\$56,767.20
TILX150047	\$46,928.70	TILX150126	\$56,767.20
TILX150048	\$46,928.70	TILX150127	\$56,767.20
TILX150049	\$46,928.70	TILX150128	\$57,028.80
TILX150050	\$46,928.70	TILX150129	\$56,767.20
TILX150053	\$46,928.70	TILX150130	\$56,767.20
TILX150054	\$46,928.70	TILX150131	\$56,767.20
TILX150060	\$46,928.70	TILX150132	\$56,767.20
TILX150062	\$46,928.70	TILX150133	\$56,767.20
TILX150083	\$56,767.20	TILX150134	\$56,767.20
TILX150084	\$56,767.20	TILX400285	\$47,285.11
TILX150086	\$56,767.20	TILX400286	\$47,285.11
TILX150087	\$56,767.20	TILX400296	\$47,285.11
TILX150088	\$56,767.20	TILX400297	\$47,285.11
TILX150089	\$56,767.20	TILX400298	\$47,285.11
TILX150090	\$56,244.00	TILX400300	\$47,285.11
TILX150091	\$56,767.20	TILX400301	\$47,285.11
TILX150092	\$56,244.00	TILX400302	\$47,285.11
TILX150093	\$56,244.00	TILX400304	\$47,285.11
TILX150094	\$56,767.20	TILX400305	\$47,285.11
TILX150095	\$56,767.20	TILX400306	\$47,550.75
TILX150096	\$56,767.20	TILX400307	\$47,550.75
TILX150097	\$56,767.20	TILX400308	\$47,550.75
TILX150098	\$56,244.00	TILX400309	\$47,285.11
TILX150100	\$56,767.20	TILX400310	\$47,550.75
TILX150101	\$56,767.20	TILX400311	\$47,550.75
TILX150102	\$56,767.20	TILX400312	\$47,550.75
TILX150103	\$56,767.20		
TILX150104	\$56,767.20		
TILX150105	\$56,767.20		
TILX150106	\$56,767.20		
TILX150107	\$56,767.20		
TILX150108	\$56,767.20		
TILX150109	\$56,767.20		
TILX150110	\$56,767.20		
TILX150111	\$57,552.00		
TILX150112	\$56,505.60		
TILX150113	\$56,505.60		
TILX150114	\$56,767.20		
TILX150115	\$56,767.20		