

LAW OFFICES OF RICHARD A. FOGEL, PLLC

2730 STEMMONS FREEWAY

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DALLAS, TEXAS 75207

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RECORDATION NO. 23866-6 FILED

APR 25 '03

3-14 PM

April 24, 2003

SURFACE TRANSPORTATION BOARD

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

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

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 [A] Trust Indenture Supplement No. 4, a primary document, dated as of April 18, 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 April 18, 2003, between the Company, Guarantor and the Trustee.
3. Two (2) executed originals of a Memorandum of Leases, a primary document, dated April 18, 2003; and

The enclosed Memorandum of [A] Trust Indenture Supplement No. 4 and Memorandum of Leases referenced in paragraphs 1 and 2, 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 Nos. 23866 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 [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.

The railroad equipment covered by the Supplement to [A] Trust Indenture Supplement No. 4 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,



Richard A. Fogel

RAF/slg
encl.

cc: Lance Davis (w/o encl.)

TRINITY INDUSTRIES LEASING COMPANY
Series 2002 Pass Through Trust Certificates
Substitution Information

Pool A

Replacement Equipment

<u>Asset Mark</u>	<u>LesseeName</u>	<u>Rider</u>	<u>FMV</u>
TILX066000	NEWCAR	2	56,419.00
TILX140000	PCS PURIFIED PHOSPHATES	1	40,223.75
TILX140001	PCS PURIFIED PHOSPHATES	1	40,223.75
TILX140003	PCS PURIFIED PHOSPHATES	1	40,223.75
TILX140004	PCS PURIFIED PHOSPHATES	1	40,223.75
TILX140005	PCS PURIFIED PHOSPHATES	1	40,223.75
TILX140006	PCS PURIFIED PHOSPHATES	1	40,223.75
TILX140007	PCS PURIFIED PHOSPHATES	1	40,223.75
TILX140008	PCS PURIFIED PHOSPHATES	1	40,223.75
TILX140009	PCS PURIFIED PHOSPHATES	1	40,223.75
TILX140010	PCS PURIFIED PHOSPHATES	1	40,223.75
TILX140011	PCS PURIFIED PHOSPHATES	1	40,223.75
TILX140012	PCS PURIFIED PHOSPHATES	1	40,223.75
TILX140013	PCS PURIFIED PHOSPHATES	1	40,223.75
TILX140014	PCS PURIFIED PHOSPHATES	1	40,223.75
TILX140015	PCS PURIFIED PHOSPHATES	1	40,223.75
TILX400098	OLIN CORPORATION	1	26,880.31
TILX400099	OLIN CORPORATION	1	26,880.31
TILX400100	OLIN CORPORATION	1	26,880.31
TILX400101	OLIN CORPORATION	1	26,880.31
TILX400102	OLIN CORPORATION	1	26,880.31
TILX400103	OLIN CORPORATION	1	26,880.31
TILX400104	OLIN CORPORATION	1	26,880.31
TILX400105	OLIN CORPORATION	1	26,880.31
TILX400106	OLIN CORPORATION	1	26,880.31
TILX400107	OLIN CORPORATION	1	26,880.31
TILX400108	OLIN CORPORATION	1	26,880.31
TILX400109	OLIN CORPORATION	1	26,880.31
TILX400110	OLIN CORPORATION	1	26,880.31
TILX400111	OLIN CORPORATION	1	26,880.31
TILX400112	OLIN CORPORATION	1	26,880.31
TILX400113	OLIN CORPORATION	1	26,880.31
TILX400238	ENTERPRISE PRODUCTS CO.	4	45,399.81
TILX400239	ENTERPRISE PRODUCTS CO.	4	45,662.24
TILX400245	ENTERPRISE PRODUCTS CO.	4	45,399.81
TILX400247	ENTERPRISE PRODUCTS CO.	4	45,662.24
TILX400248	ENTERPRISE PRODUCTS CO.	4	45,399.81
TILX400254	ENTERPRISE PRODUCTS CO.	4	45,662.24
TILX400255	ENTERPRISE PRODUCTS CO.	4	45,662.24
TILX400256	SHELL OIL COMPANY	10	45,662.24
TILX400257	SHELL OIL COMPANY	10	45,662.24
TILX400258	SHELL OIL COMPANY	10	46,187.09
TILX400259	SHELL OIL COMPANY	10	45,662.24
TILX400260	SHELL OIL COMPANY	10	45,662.24
TILX400261	SHELL OIL COMPANY	10	45,924.67
TILX400262	SHELL OIL COMPANY	10	45,662.24
TILX400263	SHELL OIL COMPANY	10	45,924.67

TRINITY INDUSTRIES LEASING COMPANY
Series 2002 Pass Through Trust Certificates
Substitution Information

Pool A

TILX400264	SHELL OIL COMPANY	10	45,662.24
TILX400265	SHELL OIL COMPANY	10	45,662.24
TILX400266	SHELL OIL COMPANY	10	45,662.24
TILX400267	SHELL OIL COMPANY	10	45,662.24
TILX400268	SHELL OIL COMPANY	10	45,662.24
TILX400269	SHELL OIL COMPANY	10	45,662.24
TILX400270	SHELL OIL COMPANY	10	45,662.24
TILX400271	SHELL OIL COMPANY	10	45,662.24
TILX400272	SHELL OIL COMPANY	10	45,662.24
TILX400273	SHELL OIL COMPANY	10	45,662.24
TILX400274	SHELL OIL COMPANY	10	45,662.24
TILX400275	SHELL OIL COMPANY	10	46,187.09
TILX400276	SHELL OIL COMPANY	10	45,662.24
TILX400277	SHELL OIL COMPANY	10	45,662.24
TILX400278	SHELL OIL COMPANY	10	45,662.24
TILX400279	SHELL OIL COMPANY	10	45,662.24
TILX400280	SHELL OIL COMPANY	10	45,662.24
TILX400281	SHELL OIL COMPANY	10	45,662.24
TILX400282	SHELL OIL COMPANY	10	45,924.67
TILX400283	SHELL OIL COMPANY	10	46,187.09
TILX400284	ENTERPRISE PRODUCTS CO.	4	46,488.17
TILX400287	ENTERPRISE PRODUCTS CO.	4	46,488.17
TILX400288	ENTERPRISE PRODUCTS CO.	4	46,488.17
TILX400290	ENTERPRISE PRODUCTS CO.	4	46,488.17
TILX400291	ENTERPRISE PRODUCTS CO.	4	46,488.17
TILX400292	ENTERPRISE PRODUCTS CO.	4	46,488.17
TILX400293	ENTERPRISE PRODUCTS CO.	4	49,675.93
TILX400294	ENTERPRISE PRODUCTS CO.	4	46,488.17
TILX400295	ENTERPRISE PRODUCTS CO.	4	46,488.17
TILX400299	ENTERPRISE PRODUCTS CO.	4	46,488.17
TILX400303	ENTERPRISE PRODUCTS CO.	4	46,488.17
TILX400313	ENTERPRISE PRODUCTS CO.	4	46,753.81
TILX515183	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515184	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515185	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515186	FCC TRANSPORTATION, INC.	1	39,338.93
TILX515187	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515188	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515189	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515190	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515191	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515192	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515193	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515194	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515195	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515196	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515197	FCC TRANSPORTATION, INC.	1	37,538.33

3,815,800.12

TRINITY INDUSTRIES LEASING COMPANY
Series 2002 Pass Through Trust Certificates
Substitution Information

Pool A

Replacement Equipment - Lessee Information

<u>Lessee Number</u>	<u>Rider</u>	<u>Units</u>
189	1	15
1766	4	19
2105	1	15
5712	1	16
7320	10	28
9994	2	1

RECORDATION NO. 23866-9 FILED

APR 25 '03

3-14 PM

SURFACE TRANSPORTATION BOARD

[A]-4

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 the 18th day of April, 2003.

TRINITY INDUSTRIES LEASING
COMPANY

TRINITY INDUSTRIES, INC.

By: 
Name: Eric Marchetto
Its: Vice President

By: 
Name: Neil O. Shoop
Its: Treasurer

THE BANK OF NEW YORK

By: [Signature]
Name: REMO J. REALE
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 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 18th day of April, 2003.

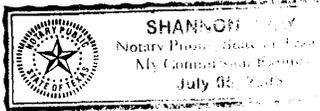


[Signature]
Notary Public, State of Texas

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 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 18th day of April, 2003.



[Signature]
Notary Public, State of Texas

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

BEFORE ME, a notary public for the State of New York, 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 ___ day of April, 2003.



Notary Public, State of New York

Commission Expires: _____

WILLIAM J. CASSELS
Notary Public, State of New York
No. 01CA5027729
Qualified in Bronx County
Commission Expires May 18, 2006

TRINITY INDUSTRIES LEASING COMPANY
Series 2002 Pass Through Trust Certificates
Substitution Information

Pool A

Equipment to be removed

<u>ID</u>	<u>Asset Mark</u>	<u>LesseeName</u>	<u>Rider</u>	<u>FMV</u>
1	NKCR001225	BURLINGTON NORTHERN SANTA FE	9	118,919.20
2	NKCR001226	BURLINGTON NORTHERN SANTA FE	9	118,919.20
3	NKCR001227	BURLINGTON NORTHERN SANTA FE	9	118,919.20
4	NKCR001228	BURLINGTON NORTHERN SANTA FE	9	118,919.20
5	NKCR001229	BURLINGTON NORTHERN SANTA FE	9	118,919.20
6	NKCR001230	BURLINGTON NORTHERN SANTA FE	9	118,919.20
7	NKCR001231	BURLINGTON NORTHERN SANTA FE	9	118,919.20
8	NKCR001232	BURLINGTON NORTHERN SANTA FE	9	118,919.20
9	NKCR001233	BURLINGTON NORTHERN SANTA FE	9	118,919.20
10	NKCR001234	BURLINGTON NORTHERN SANTA FE	9	118,919.20
11	NKCR001235	BURLINGTON NORTHERN SANTA FE	9	118,919.20
12	NKCR001236	BURLINGTON NORTHERN SANTA FE	9	118,919.20
13	NKCR001237	BURLINGTON NORTHERN SANTA FE	9	118,919.20
14	NKCR001238	BURLINGTON NORTHERN SANTA FE	9	118,919.20
15	NKCR001239	BURLINGTON NORTHERN SANTA FE	9	118,919.20
16	NKCR001240	BURLINGTON NORTHERN SANTA FE	9	118,919.20
17	NKCR001241	BURLINGTON NORTHERN SANTA FE	9	118,919.20
18	NKCR001242	BURLINGTON NORTHERN SANTA FE	9	118,919.20
19	NKCR001243	BURLINGTON NORTHERN SANTA FE	9	118,919.20
20	NKCR001244	BURLINGTON NORTHERN SANTA FE	9	118,919.20
21	NKCR001245	BURLINGTON NORTHERN SANTA FE	9	118,919.20
22	NKCR001246	BURLINGTON NORTHERN SANTA FE	9	118,919.20
23	NKCR001247	BURLINGTON NORTHERN SANTA FE	9	118,919.20
24	NKCR001248	BURLINGTON NORTHERN SANTA FE	9	118,919.20
25	NKCR001249	BURLINGTON NORTHERN SANTA FE	9	118,919.20
26	NKCR001250	BURLINGTON NORTHERN SANTA FE	9	118,919.20
27	NKCR001251	BURLINGTON NORTHERN SANTA FE	9	118,919.20
28	NKCR001252	BURLINGTON NORTHERN SANTA FE	9	118,919.20
29	NKCR001253	BURLINGTON NORTHERN SANTA FE	9	118,919.20
30	NKCR001254	BURLINGTON NORTHERN SANTA FE	9	118,919.20
31	NKCR001255	BURLINGTON NORTHERN SANTA FE	9	118,919.20
32	NKCR001256	BURLINGTON NORTHERN SANTA FE	9	118,919.20
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TRINITY INDUSTRIES LEASING COMPANY
Series 2002 Pass Through Trust Certificates
Substitution Information

Pool A

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TRINITY INDUSTRIES LEASING COMPANY
Series 2002 Pass Through Trust Certificates
Substitution Information

Pool A

Released Equipment Lessee Information

<u>Lessee Number</u>	<u>Rider</u>	<u>Units</u>
781	9	32