

LAW OFFICES OF RICHARD A. FOGEL, PLLC

2730 STEMMONS FREEWAY

SUITE 813

DALLAS, TEXAS 75207

(214)267-9110

(214)267-9115

RECORDATION NO. 23865-J FILE#

APR 25 '03

3-39 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
[C] Indenture Trust Supplement No. 5

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. 5, 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 [C] Trust Indenture Supplement No. 5 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. 5 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 C

Replacement Equipment

<u>Asset Mark</u>	<u>LesseeName</u>	<u>Rider</u>	<u>FMV</u>
TILX515028	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515029	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515030	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515031	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515032	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515033	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515034	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515035	FCC TRANSPORTATION, INC.	1	37,815.92
TILX515036	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515038	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515039	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515040	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515041	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515042	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515043	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515044	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515045	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515046	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515047	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515048	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515049	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515050	FCC TRANSPORTATION, INC.	1	37,538.33
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TILX515052	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515053	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515054	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515055	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515056	FCC TRANSPORTATION, INC.	1	37,981.59
TILX515057	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515058	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515059	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515060	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515061	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515062	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515063	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515064	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515065	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515066	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515067	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515068	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515069	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515070	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515071	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515072	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515073	FCC TRANSPORTATION, INC.	1	37,981.59
TILX515074	FCC TRANSPORTATION, INC.	1	37,981.59
TILX515075	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515076	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515077	FCC TRANSPORTATION, INC.	1	38,411.44
TILX515078	FCC TRANSPORTATION, INC.	1	37,538.33

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

Pool C

TILX515079	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515080	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515081	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515082	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515083	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515084	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515085	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515086	FCC TRANSPORTATION, INC.	1	37,981.59
TILX515087	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515088	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515089	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515090	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515091	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515092	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515093	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515094	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515095	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515096	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515097	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515098	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515099	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515100	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515101	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515102	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515103	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515104	FCC TRANSPORTATION, INC.	1	40,332.36
TILX515105	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515106	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515107	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515108	FCC TRANSPORTATION, INC.	1	37,538.33
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TILX515113	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515114	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515115	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515116	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515117	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515118	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515119	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515120	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515121	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515122	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515123	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515124	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515125	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515126	FCC TRANSPORTATION, INC.	1	37,981.59
TILX515127	FCC TRANSPORTATION, INC.	1	37,538.33

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

Pool C

TILX515128	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515129	FCC TRANSPORTATION, INC.	1	37,981.59
TILX515130	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515131	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515132	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515133	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515134	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515135	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515136	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515137	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515139	FCC TRANSPORTATION, INC.	1	37,704.00
TILX515140	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515141	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515142	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515143	FCC TRANSPORTATION, INC.	1	37,981.59
TILX515144	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515145	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515146	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515147	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515148	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515149	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515150	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515151	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515152	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515153	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515154	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515155	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515156	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515157	FCC TRANSPORTATION, INC.	1	40,168.53
TILX515158	FCC TRANSPORTATION, INC.	1	37,981.59
TILX515159	FCC TRANSPORTATION, INC.	1	38,481.13
TILX515160	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515161	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515162	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515163	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515164	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515166	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515167	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515168	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515169	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515170	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515171	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515172	FCC TRANSPORTATION, INC.	1	37,790.81
TILX515173	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515174	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515175	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515176	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515178	FCC TRANSPORTATION, INC.	1	37,981.59
TILX515179	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515180	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515181	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515182	FCC TRANSPORTATION, INC.	1	37,538.33

5,680,213.50

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

Pool C

Work Replacement Equipment Lessee Information

<u>Lessee Number</u>	<u>Rider</u>	<u>Units</u>
2105	1	151

RECORDATION NO. 23865-J FILED

APR 25 '03

3-39 PM

SURFACE TRANSPORTATION BOARD [C]-5

MEMORANDUM OF LEASES

This Memorandum of Leases (this "Memorandum") is made and executed as of April 18, 2003, by Trinity Industries Leasing Company, a Delaware corporation (the "Lessor"), with reference to the following:

1. Lessor is the owner of certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto (the "Equipment") and has leased the Equipment to certain lessees pursuant to the leases identified by the lessee numbers and rider numbers as listed on Exhibit B attached hereto (the "Leases").
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. 11301(a) and the Registrar General of Canada.

IN WITNESS WHEREOF, the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

TRINITY INDUSTRIES LEASING COMPANY

By: *Eric Marchetto*
 Name: Eric Marchetto
 Title: C.O.

STATE OF TEXAS)
) SS:
 COUNTY OF DALLAS)

On this 18th day of April, 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/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Brandie Howard
 Notary Public

My Commission Expires: 12-28-05



EXHIBIT A

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

Pool C

Replacement Equipment

<u>Asset Mark</u>	<u>LesseeName</u>	<u>Rider</u>	<u>FMV</u>
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TILX515035	FCC TRANSPORTATION, INC.	1	37,815.92
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TILX515056	FCC TRANSPORTATION, INC.	1	37,981.59
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TILX515076	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515077	FCC TRANSPORTATION, INC.	1	38,411.44
TILX515078	FCC TRANSPORTATION, INC.	1	37,538.33

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

Pool C

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TILX515112	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515113	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515114	FCC TRANSPORTATION, INC.	1	37,538.33
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Series 2002 Pass Through Trust Certificates
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TILX515136	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515137	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515139	FCC TRANSPORTATION, INC.	1	37,704.00
TILX515140	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515141	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515142	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515143	FCC TRANSPORTATION, INC.	1	37,981.59
TILX515144	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515145	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515146	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515147	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515148	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515149	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515150	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515151	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515152	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515153	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515154	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515155	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515156	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515157	FCC TRANSPORTATION, INC.	1	40,168.53
TILX515158	FCC TRANSPORTATION, INC.	1	37,981.59
TILX515159	FCC TRANSPORTATION, INC.	1	38,481.13
TILX515160	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515161	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515162	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515163	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515164	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515166	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515167	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515168	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515169	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515170	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515171	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515172	FCC TRANSPORTATION, INC.	1	37,790.81
TILX515173	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515174	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515175	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515176	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515178	FCC TRANSPORTATION, INC.	1	37,981.59
TILX515179	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515180	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515181	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515182	FCC TRANSPORTATION, INC.	1	37,538.33

5,680,213.50

EXHIBIT B

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

Pool C

Replacement Equipment Lessee Information

<u>Lessee Number</u>	<u>Rider</u>	<u>Units</u>
2105	1	151