

SEP 22 '03 5-26 PM

SURFACE TRANSPORTATION BOARD [A]-5

MEMORANDUM OF [A] TRUST INDENTURE SUPPLEMENT NO. 5

This Memorandum of [A] Trust Indenture Supplement No. 5 (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 [A] 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 [A] 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 September 10, 2003.

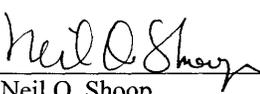
COMPANY:

TRINITY INDUSTRIES LEASING
COMPANY

GUARANTOR:

TRINITY INDUSTRIES, INC.

By: 
Name: Eric Marchetto
Title: Vice President

By: 
Name: Neil O. Shoop
Title: Treasurer

STATE OF TEXAS)
) SS:
COUNTY OF DALLAS)

On this 10th day of September, 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.

Tommie G. Cain
Notary Public

My Commission Expires: 5/13/2007

STATE OF TEXAS)
) SS:
COUNTY OF DALLAS)

On this 10th day of September, 2003, before me personally appeared Neil O. 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.

Tommie G. Cain
Notary Public

My Commission Expires: 5/13/2007

Tommie G. Cain
Notary Public, State of Texas
My Commission Expires 5-13-2007

IASING COMPANY
 2 SUBSTITUTION SCHEDULE
 IER 3, 2003

Replacement Equipment

ID	Asset Mark	LesseeName	Rider	Mfg Date	FMV
1	ECUX569053	EXXONMOBIL GLOBAL SERVICES CO	2	8/28/1992	45,650.67
2	ECUX569054	EXXONMOBIL GLOBAL SERVICES CO	2	8/28/1992	45,650.67
3	ECUX569055	EXXONMOBIL GLOBAL SERVICES CO	2	8/28/1992	45,650.67
4	ECUX569056	EXXONMOBIL GLOBAL SERVICES CO	2	8/28/1992	45,650.67
5	ECUX569057	EXXONMOBIL GLOBAL SERVICES CO	2	8/28/1992	45,650.67
6	ECUX569058	EXXONMOBIL GLOBAL SERVICES CO	2	9/21/1992	45,919.20
7	ECUX569059	EXXONMOBIL GLOBAL SERVICES CO	2	9/4/1992	45,919.20
8	ECUX569060	EXXONMOBIL GLOBAL SERVICES CO	2	9/8/1992	45,919.20
9	ECUX569061	EXXONMOBIL GLOBAL SERVICES CO	2	9/28/1992	45,919.20
10	ECUX569062	EXXONMOBIL GLOBAL SERVICES CO	2	9/28/1992	45,919.20
11	ECUX569063	EXXONMOBIL GLOBAL SERVICES CO	2	9/21/1992	45,919.20
12	ECUX569064	EXXONMOBIL GLOBAL SERVICES CO	2	9/4/1992	45,919.20
13	ECUX569065	EXXONMOBIL GLOBAL SERVICES CO	2	9/8/1992	45,919.20
14	ECUX569066	EXXONMOBIL GLOBAL SERVICES CO	2	8/28/1992	45,650.67
15	ECUX569067	EXXONMOBIL GLOBAL SERVICES CO	2	8/28/1992	45,650.67
16	ECUX569068	EXXONMOBIL GLOBAL SERVICES CO	2	8/31/1992	45,650.67
17	ECUX569069	EXXONMOBIL GLOBAL SERVICES CO	2	9/21/1992	45,919.20
18	ECUX569070	EXXONMOBIL GLOBAL SERVICES CO	2	8/28/1992	45,650.67
19	ECUX569071	EXXONMOBIL GLOBAL SERVICES CO	2	9/21/1992	45,919.20
20	ECUX569072	EXXONMOBIL GLOBAL SERVICES CO	2	8/28/1992	45,650.67
21	ECUX569073	EXXONMOBIL GLOBAL SERVICES CO	2	8/28/1992	45,650.67
22	ECUX569074	EXXONMOBIL GLOBAL SERVICES CO	2	8/31/1992	45,650.67
23	ECUX569075	EXXONMOBIL GLOBAL SERVICES CO	2	8/31/1992	45,650.67
24	ECUX569076	EXXONMOBIL GLOBAL SERVICES CO	2	8/28/1992	45,650.67
25	ECUX569077	EXXONMOBIL GLOBAL SERVICES CO	2	8/28/1992	45,650.67
26	ECUX569078	EXXONMOBIL GLOBAL SERVICES CO	2	9/21/1992	45,919.20
27	ECUX569079	EXXONMOBIL GLOBAL SERVICES CO	2	8/28/1992	45,650.67
28	ECUX569080	EXXONMOBIL GLOBAL SERVICES CO	2	8/28/1992	45,650.67
29	ECUX569081	EXXONMOBIL GLOBAL SERVICES CO	2	8/31/1992	45,650.67
30	ECUX569082	EXXONMOBIL GLOBAL SERVICES CO	2	8/31/1992	45,650.67
31	ECUX569083	EXXONMOBIL GLOBAL SERVICES CO	2	9/21/1992	45,919.20
32	ECUX569084	EXXONMOBIL GLOBAL SERVICES CO	2	8/28/1992	45,650.67
33	ECUX569085	EXXONMOBIL GLOBAL SERVICES CO	2	8/31/1992	45,650.67
34	ECUX569086	EXXONMOBIL GLOBAL SERVICES CO	2	10/5/1992	46,187.73
35	ECUX569087	EXXONMOBIL GLOBAL SERVICES CO	2	8/31/1992	45,650.67
36	ECUX569088	EXXONMOBIL GLOBAL SERVICES CO	2	9/4/1992	45,919.20
37	ECUX569089	EXXONMOBIL GLOBAL SERVICES CO	2	8/31/1992	45,650.67
38	ECUX569090	EXXONMOBIL GLOBAL SERVICES CO	2	9/8/1992	45,919.20
39	ECUX569091	EXXONMOBIL GLOBAL SERVICES CO	2	8/28/1992	45,650.67
40	ECUX569092	EXXONMOBIL GLOBAL SERVICES CO	2	8/31/1992	45,650.67
41	ECUX569093	EXXONMOBIL GLOBAL SERVICES CO	2	9/4/1992	45,919.20
42	ECUX569094	EXXONMOBIL GLOBAL SERVICES CO	2	9/4/1992	45,919.20
43	ECUX569095	EXXONMOBIL GLOBAL SERVICES CO	2	9/4/1992	45,919.20
44	ECUX569096	EXXONMOBIL GLOBAL SERVICES CO	2	8/31/1992	45,650.67
45	ECUX569097	EXXONMOBIL GLOBAL SERVICES CO	2	8/31/1992	45,650.67
46	ECUX569098	EXXONMOBIL GLOBAL SERVICES CO	2	9/21/1992	45,919.20
47	ECUX569099	EXXONMOBIL GLOBAL SERVICES CO	2	9/21/1992	45,919.20
48	ECUX569100	EXXONMOBIL GLOBAL SERVICES CO	2	9/21/1992	45,919.20
49	ECUX569101	EXXONMOBIL GLOBAL SERVICES CO	2	9/21/1992	45,919.20
50	ECUX569102	EXXONMOBIL GLOBAL SERVICES CO	2	9/24/1992	45,919.20
51	TILX005606	BETHEL GRAIN CO LLC	1	7/27/1998	64,855.51
52	TILX005607	BETHEL GRAIN CO LLC	1	7/27/1998	64,855.51
53	TILX110015	TILC STORAGE CARS - TILX	1	1/28/1993	32,141.08
54	TILX110016	TILC STORAGE CARS - TILX	1	1/22/1993	32,141.08
55	TILX110017	KEMIRON TRANS INC	1	1/22/1993	32,141.08
56	TILX110018	TILC STORAGE CARS - TILX	1	3/8/1993	32,508.41
57	TILX110019	KEMIRON TRANS INC	1	1/28/1993	32,141.08
58	TILX110020	TILC STORAGE CARS - TILX	1	1/22/1993	32,141.08
59	TILX110021	TILC STORAGE CARS - TILX	1	1/22/1993	32,415.83
60	TILX110022	TILC STORAGE CARS - TILX	1	2/19/1993	32,601.07
61	TILX110023	TILC STORAGE CARS - TILX	1	1/29/1993	32,415.83
62	TILX110024	TILC STORAGE CARS - TILX	1	1/28/1993	32,415.83
63	TILX110025	KEMIRON TRANS INC	1	1/26/1993	32,415.83
64	TILX110026	TILC STORAGE CARS - TILX	1	2/9/1993	32,601.07
65	TILX110027	KEMIRON TRANS INC	1	1/26/1993	32,415.83
66	TILX110028	KEMIRON TRANS INC	1	3/8/1993	32,786.30
67	TILX110029	KEMIRON TRANS INC	1	1/26/1993	32,415.83
68	TILX110030	KEMIRON TRANS INC	1	1/26/1993	32,415.83
69	TILX110031	KEMIRON TRANS INC	1	3/8/1993	32,786.30
70	TILX110032	TILC STORAGE CARS - TILX	1	1/29/1993	32,415.83

Replacement Equipment

ID	Asset Mark	LesseeName	Rider	Mfg Date	FMV
71	TILX110033	TILC STORAGE CARS - TILX	1	1/29/1993	32,415.83
72	TILX110034	KEMIRON TRANS INC	1	1/29/1993	32,415.83
73	TILX110035	KEMIRON TRANS INC	1	2/9/1993	32,601.07
74	TILX110036	TILC STORAGE CARS - TILX	1	2/9/1993	32,601.07
75	TILX110037	TILC STORAGE CARS - TILX	1	2/9/1993	32,601.07
76	TILX110038	TILC STORAGE CARS - TILX	1	2/23/1993	32,601.07
77	TILX110039	TILC STORAGE CARS - TILX	1	2/9/1993	32,601.07
78	TILX110040	KEMIRON TRANS INC	1	2/15/1993	32,601.07
79	TILX110041	TILC STORAGE CARS - TILX	1	2/22/1993	32,601.07
80	TILX110042	KEMIRON TRANS INC	1	2/15/1993	32,601.07
81	TILX110043	KEMIRON TRANS INC	1	2/15/1993	32,601.07
82	TILX110044	TILC STORAGE CARS - TILX	1	3/8/1993	32,786.30
83	TILX110045	TILC STORAGE CARS - TILX	1	2/15/1993	32,601.07
84	TILX110046	TILC STORAGE CARS - TILX	1	2/22/1993	32,601.07
85	TILX110047	TILC STORAGE CARS - TILX	1	2/28/1993	32,601.07
86	TILX110048	TILC STORAGE CARS - TILX	1	2/22/1993	32,601.07
87	TILX110049	KEMIRON TRANS INC	1	2/28/1993	32,601.07
88	TILX110050	KEMIRON TRANS INC	1	2/22/1993	32,601.07
89	TILX110051	TILC STORAGE CARS - TILX	1	3/16/1993	32,786.30
90	TILX110052	TILC STORAGE CARS - TILX	1	3/8/1993	32,786.30
91	TILX110053	TILC STORAGE CARS - TILX	1	2/28/1993	32,601.07
92	TILX110054	KEMIRON TRANS INC	1	3/8/1993	32,786.30
93	TILX110055	KEMIRON TRANS INC	1	3/24/1993	32,786.30
94	TILX110056	TILC STORAGE CARS - TILX	1	3/24/1993	32,786.30
95	TILX110057	TILC STORAGE CARS - TILX	1	3/24/1993	32,786.30
96	TILX110058	TILC STORAGE CARS - TILX	1	3/8/1993	32,786.30
97	TILX110059	KEMIRON TRANS INC	1	3/16/1993	32,786.30
98	TILX110060	KEMIRON TRANS INC	1	3/24/1993	32,786.30
99	TILX110061	KEMIRON TRANS INC	1	3/16/1993	32,786.30
100	TILX110062	TILC STORAGE CARS - TILX	1	3/16/1993	32,786.30
101	TILX110063	TILC STORAGE CARS - TILX	1	3/16/1993	32,786.30
102	TILX110064	TILC STORAGE CARS - TILX	1	3/24/1993	32,786.30
103	TILX301066	PETRO-CANADA (U.S.A.)INC.	2	12/31/1995	56,360.50
104	TILX301075	PETRO-CANADA (U.S.A.)INC.	2	12/31/1995	56,360.50
105	TILX620006	AT PLASTICS, INC.	2	11/13/1997	48,852.33
106	TILX620009	AT PLASTICS, INC.	2	10/24/1997	48,642.67
107	TILX620022	AT PLASTICS, INC.	2	10/31/1997	48,642.67
108	TILX620050	AT PLASTICS, INC.	2	12/30/1998	54,650.54
109	TILX620054	AT PLASTICS, INC.	2	12/30/1998	54,650.54
110	TILX620056	AT PLASTICS, INC.	2	12/30/1998	54,650.54
111	TILX620058	AT PLASTICS, INC.	2	1/25/1999	54,872.70
112	TILX620059	AT PLASTICS, INC.	2	12/30/1998	54,650.54
113	TILX620060	AT PLASTICS, INC.	2	12/30/1998	54,650.54
114	TILX620062	AT PLASTICS, INC.	2	1/11/1999	54,872.70
115	TILX620070	AT PLASTICS, INC.	2	2/23/1999	55,094.85
116	TILX620075	AT PLASTICS, INC.	2	1/18/1999	54,872.70
117	TILX620077	AT PLASTICS, INC.	2	2/28/1999	55,094.85
118	TILX620078	AT PLASTICS, INC.	2	2/28/1999	55,094.85
119	TILX620081	AT PLASTICS, INC.	2	1/11/1999	54,872.70
120	TILX620086	AT PLASTICS, INC.	2	1/11/1999	54,872.70
121	TILX620088	AT PLASTICS, INC.	2	1/11/1999	54,872.70
122	TILX620091	AT PLASTICS, INC.	2	1/11/1999	54,872.70
123	TILX620097	AT PLASTICS, INC.	2	1/18/1999	54,872.70
124	TILX620099	AT PLASTICS, INC.	2	1/18/1999	54,872.70
125	TILX620113	AT PLASTICS, INC.	2	3/24/1999	55,317.01
126	TILX620117	AT PLASTICS, INC.	2	2/28/1999	55,094.85
127	TILX620122	AT PLASTICS, INC.	2	3/24/1999	55,317.01
128	TILX620130	TILC STORAGE CARS - TILX	1	3/24/1999	55,317.01
129	TILX620131	AT PLASTICS, INC.	2	11/17/1999	57,094.26
130	TILX620133	AT PLASTICS, INC.	2	3/18/1999	55,317.01
131	TILX620135	AT PLASTICS, INC.	2	2/28/1999	55,094.85
132	TILX620136	AT PLASTICS, INC.	2	3/24/1999	55,317.01
133	TILX620137	TILC STORAGE CARS - TILX	1	3/18/1999	55,317.01
134	TILX620138	AT PLASTICS, INC.	2	2/28/1999	55,094.85
135	TILX620142	AT PLASTICS, INC.	2	2/28/1999	55,094.85
136	TILX620144	AT PLASTICS, INC.	2	2/28/1999	55,094.85
137	TILX620145	AT PLASTICS, INC.	2	2/28/1999	55,094.85
138	TILX620148	AT PLASTICS, INC.	2	3/18/1999	55,317.01
139	TIMX056001	MENNEL MILLING	1	6/28/2001	54,740.00

6,068,333.96

IES LEASING COMPANY
CATE 12 SUBSTITUTION SCHEDULE
FTEMBER 3, 2003

Replacement Equipment					
ID	Lessee #	LesseeName	Rider	Units	FMV
1	341	AT PLASTICS, INC.	2	32	1,742,778
2	530	BETHEL GRAIN CO LLC	1	2	129,711
3	1770	EXXONMOBIL GLOBAL SERVIC	2	50	2,288,978
4	7840	KEMIRON TRANS INC	1	20	651,472
5	4918	MENNEL MILLING	1	1	54,740
6	6023	PETRO-CANADA (U.S.A.)INC.	2	2	112,721
7	9995	TILC STORAGE CARS - TILX	1	32	1,087,934
					6,068,334