RECORDATION NO. 23865-K FILED

SEP 2 2 '03 5-45 PM-5

SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF LEASES**

This Memorandum of Leases (this "Memorandum") is made and executed as of September 10, 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: _____
Name: Eric Marchetto
Title: Vice President

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

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 | EXXON/MOBIL GLOBAL SERVICES CO. | 2 | 8/28/1992 | 45,650.67 |
| 2 | ECUX569054 | EXXON/MOBIL GLOBAL SERVICES CO. | 2 | 8/28/1992 | 45,650.67 |
| 3 | ECUX569055 | EXXON/MOBIL GLOBAL SERVICES CO. | 2 | 8/28/1992 | 45,650.67 |
| 4 | ECUX569056 | EXXON/MOBIL GLOBAL SERVICES CO. | 2 | 8/28/1992 | 45,650.67 |
| 5 | ECUX569057 | EXXON/MOBIL GLOBAL SERVICES CO. | 2 | 8/28/1992 | 45,650.67 |
| 6 | ECUX569058 | EXXON/MOBIL GLOBAL SERVICES CO. | 2 | 9/21/1992 | 45,919.20 |
| 7 | ECUX569059 | EXXON/MOBIL GLOBAL SERVICES CO. | 2 | 9/4/1992 | 45,919.20 |
| 8 | ECUX569060 | EXXON/MOBIL GLOBAL SERVICES CO. | 2 | 9/8/1992 | 45,919.20 |
| 9 | ECUX569061 | EXXON/MOBIL GLOBAL SERVICES CO. | 2 | 9/28/1992 | 45,919.20 |
| 10 | ECUX569062 | EXXON/MOBIL GLOBAL SERVICES CO. | 2 | 9/28/1992 | 45,919.20 |
| 11 | ECUX569063 | EXXON/MOBIL GLOBAL SERVICES CO. | 2 | 9/21/1992 | 45,919.20 |
| 12 | ECUX569064 | EXXON/MOBIL GLOBAL SERVICES CO. | 2 | 9/4/1992 | 45,919.20 |
| 13 | ECUX569065 | EXXON/MOBIL GLOBAL SERVICES CO. | 2 | 9/8/1992 | 45,919.20 |
| 14 | ECUX569066 | EXXON/MOBIL GLOBAL SERVICES CO. | 2 | 8/28/1992 | 45,650.67 |
| 15 | ECUX569067 | EXXON/MOBIL GLOBAL SERVICES CO. | 2 | 8/28/1992 | 45,650.67 |
| 16 | ECUX569068 | EXXON/MOBIL GLOBAL SERVICES CO. | 2 | 8/31/1992 | 45,650.67 |
| 17 | ECUX569069 | EXXON/MOBIL GLOBAL SERVICES CO. | 2 | 9/21/1992 | 45,919.20 |
| 18 | ECUX569070 | EXXON/MOBIL GLOBAL SERVICES CO. | 2 | 8/28/1992 | 45,650.67 |
| 19 | ECUX569071 | EXXON/MOBIL GLOBAL SERVICES CO. | 2 | 9/21/1992 | 45,919.20 |
| 20 | ECUX569072 | EXXON/MOBIL GLOBAL SERVICES CO. | 2 | 8/28/1992 | 45,650.67 |
| 21 | ECUX569073 | EXXON/MOBIL GLOBAL SERVICES CO. | 2 | 8/28/1992 | 45,650.67 |
| 22 | ECUX569074 | EXXON/MOBIL GLOBAL SERVICES CO. | 2 | 8/31/1992 | 45,650.67 |
| 23 | ECUX569075 | EXXON/MOBIL GLOBAL SERVICES CO. | 2 | 8/31/1992 | 45,650.67 |
| 24 | ECUX569076 | EXXON/MOBIL GLOBAL SERVICES CO. | 2 | 8/28/1992 | 45,650.67 |
| 25 | ECUX569077 | EXXON/MOBIL GLOBAL SERVICES CO. | 2 | 8/28/1992 | 45,650.67 |
| 26 | ECUX569078 | EXXON/MOBIL GLOBAL SERVICES CO. | 2 | 9/21/1992 | 45,919.20 |
| 27 | ECUX569079 | EXXON/MOBIL GLOBAL SERVICES CO. | 2 | 8/28/1992 | 45,650.67 |
| 28 | ECUX569080 | EXXON/MOBIL GLOBAL SERVICES CO. | 2 | 8/28/1992 | 45,650.67 |
| 29 | ECUX569081 | EXXON/MOBIL GLOBAL SERVICES CO. | 2 | 8/31/1992 | 45,650.67 |
| 30 | ECUX569082 | EXXON/MOBIL GLOBAL SERVICES CO. | 2 | 8/31/1992 | 45,650.67 |
| 31 | ECUX569083 | EXXON/MOBIL GLOBAL SERVICES CO. | 2 | 9/21/1992 | 45,919.20 |
| 32 | ECUX569084 | EXXON/MOBIL GLOBAL SERVICES CO. | 2 | 8/28/1992 | 45,650.67 |
| 33 | ECUX569085 | EXXON/MOBIL GLOBAL SERVICES CO. | 2 | 8/31/1992 | 45,650.67 |
| 34 | ECUX569086 | EXXON/MOBIL GLOBAL SERVICES CO | 2 | 10/5/1992 | 46,187.73 |
| 35 | ECUX569087 | EXXON/MOBIL GLOBAL SERVICES CO. | 2 | 8/31/1992 | 45,650.67 |
| 36 | ECUX569088 | EXXON/MOBIL GLOBAL SERVICES CO. | 2 | 9/4/1992 | 45,919.20 |
| 37 | ECUX569089 | EXXON/MOBIL GLOBAL SERVICES CO. | 2 | 8/31/1992 | 45,650.67 |
| 38 | ECUX569090 | EXXON/MOBIL GLOBAL SERVICES CO. | 2 | 9/8/1992 | 45,919.20 |
| 39 | ECUX569091 | EXXON/MOBIL GLOBAL SERVICES CO. | 2 | 8/28/1992 | 45,650.67 |
| 40 | ECUX569092 | EXXON/MOBIL GLOBAL SERVICES CO. | 2 | 8/31/1992 | 45,650.67 |
| 41 | ECUX569093 | EXXON/MOBIL GLOBAL SERVICES CO. | 2 | 9/4/1992 | 45,919.20 |
| 42 | ECUX569094 | EXXON/MOBIL GLOBAL SERVICES CO. | 2 | 9/4/1992 | 45,919.20 |
| 43 | ECUX569095 | EXXON/MOBIL GLOBAL SERVICES CO. | 2 | 9/4/1992 | 45,919.20 |
| 44 | ECUX569096 | EXXON/MOBIL GLOBAL SERVICES CO. | 2 | 8/31/1992 | 45,650.67 |
| 45 | ECUX569097 | EXXON/MOBIL GLOBAL SERVICES CO. | 2 | 8/31/1992 | 45,650.67 |
| 46 | ECUX569098 | EXXON/MOBIL GLOBAL SERVICES CO. | 2 | 9/21/1992 | 45,919.20 |
| 47 | ECUX569099 | EXXON/MOBIL GLOBAL SERVICES CO. | 2 | 9/21/1992 | 45,919.20 |
| 48 | ECUX569100 | EXXON/MOBIL GLOBAL SERVICES CO. | 2 | 9/21/1992 | 45,919.20 |
| 49 | ECUX569101 | EXXON/MOBIL GLOBAL SERVICES CO. | 2 | 9/21/1992 | 45,919.20 |
| 50 | ECUX569102 | EXXON/MOBIL 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 |

Pool A

## 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 | EXXON/MOBIL 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 |

Pool A