

LAW OFFICES OF RICHARD A. FOGEL, PLLC

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August 10, 2004

RECORDATION NO. 23868-M FILED

AUG 11 '04

5:14 PM

SURFACE TRANSPORTATION BOARD

Secretary
Surface Transportation Board
1925 K Street, Room 704
Washington, D.C. 20046
Attention: Recordation

RE: Documents for Recordation
Trinity Industries Leasing Company
[C] Indenture Trust Supplement No. 8

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. 8, a primary document, dated as of August 4, 2004, 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 August 4, 2004, between the Company, Guarantor and the Trustee.
3. Two (2) executed originals of a Memorandum of Leases, a primary document, dated August 4, 2004; and

The enclosed Memorandum of [C] Trust Indenture Supplement No. 8 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. 8 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/slf
encl.

cc: Patrick Hurst (w/o encl.)

TRINITY INDUSTRIES LEASING COMPANY
EQUIPMENT TRUST CERTIFICATE 12 SUBSTITUTION SCHEDULE
AS OF JULY 31, 2004

Pool C

Replacement Equipment

<u>Asset Mark</u>	<u>LesseeName</u>	<u>Rider</u>	<u>Mfg Date</u>	<u>FMV</u>
TILX620052	FORMOSA PLASTICS CORPORATION USA	6	12/30/1998	53,450.89
TILX620055	FORMOSA PLASTICS CORPORATION USA	7	12/30/1998	53,450.89
TILX620057	FORMOSA PLASTICS CORPORATION USA	6	12/30/1998	53,450.89
TILX620064	FORMOSA PLASTICS CORPORATION USA	6	12/30/1998	53,450.89
TILX620068	FORMOSA PLASTICS CORPORATION USA	6	1/11/1999	53,650.84
NKCR001005	TFM, SA DE CV	3	12/30/1994	122,193.23
NKCR001006	TILC STORAGE CARS - NKCR	2	12/30/1994	122,193.23
NKCR001007	TFM, SA DE CV	3	12/30/1994	122,193.23
NKCR001008	TILC STORAGE CARS - NKCR	2	12/30/1994	122,193.23
NKCR001009	TFM, SA DE CV	3	12/30/1994	122,193.23
NKCR001015	FERROSUR S.A. DE C. V.	1	3/20/2001	48,565.00
NKCR001016	FERROSUR S.A. DE C. V.	1	3/20/2001	48,565.00
NKCR001017	FERROSUR S.A. DE C. V.	1	3/20/2001	48,565.00
NKCR001018	FERROSUR S.A. DE C. V.	1	3/20/2001	48,565.00
NKCR001019	FERROSUR S.A. DE C. V.	1	3/20/2001	48,565.00
NKCR001020	FERROSUR S.A. DE C. V.	1	3/20/2001	48,565.00
NKCR001021	FERROSUR S.A. DE C. V.	1	3/20/2001	48,565.00
NKCR001022	FERROSUR S.A. DE C. V.	1	3/20/2001	48,565.00
NKCR001023	FERROSUR S.A. DE C. V.	1	3/20/2001	48,565.00
NKCR001024	FERROSUR S.A. DE C. V.	1	3/20/2001	48,565.00
NKCR001025	FERROSUR S.A. DE C. V.	2	4/25/2001	122,268.00
NKCR001026	FERROSUR S.A. DE C. V.	2	4/25/2001	122,268.00
NKCR001027	FERROSUR S.A. DE C. V.	2	4/25/2001	122,268.00
NKCR001028	FERROSUR S.A. DE C. V.	2	4/25/2001	122,268.00
NKCR001029	FERROSUR S.A. DE C. V.	2	4/25/2001	122,268.00
NKCR065602	TFM, SA DE CV	1	2/22/2000	65,832.00
NKCR065603	TFM, SA DE CV	1	2/22/2000	65,832.00
NKCR065608	TFM, SA DE CV	1	2/22/2000	65,832.00
NKCR065609	TFM, SA DE CV	1	2/22/2000	65,832.00
NKCR065610	TFM, SA DE CV	1	2/22/2000	65,832.00
NKCR065612	TFM, SA DE CV	1	2/22/2000	65,832.00
NKCR065613	TFM, SA DE CV	1	2/22/2000	65,832.00
NKCR065618	TFM, SA DE CV	1	2/22/2000	65,832.00
NKCR065619	TFM, SA DE CV	1	2/22/2000	65,832.00
NKCR065620	TFM, SA DE CV	1	2/22/2000	65,832.00
NKCR065621	TFM, SA DE CV	1	2/22/2000	65,832.00
NKCR065624	TFM, SA DE CV	1	2/22/2000	65,832.00
NKCR065628	TFM, SA DE CV	1	2/22/2000	65,832.00
NKCR065728	TFM, SA DE CV	1	6/30/2000	59,260.88
NKCR065788	TFM, SA DE CV	1	6/30/2000	59,260.88
NKCR065804	TFM, SA DE CV	1	6/30/2000	59,260.88
NKCR065808	TFM, SA DE CV	1	6/30/2000	59,260.88
NKCR065811	TFM, SA DE CV	1	6/30/2000	59,260.88
NKCR065812	TFM, SA DE CV	1	6/30/2000	59,260.88
NKCR065819	TILC STORAGE CARS - NKCR	2	6/30/2000	59,260.88
NKCR065820	TFM, SA DE CV	1	6/30/2000	59,260.88
NKCR065821	TFM, SA DE CV	1	6/30/2000	59,260.88
NKCR065823	TFM, SA DE CV	1	6/30/2000	59,260.88
TILX005775	AZTECA MILLING LP	2	10/17/2001	65,440.56
TILX005776	AZTECA MILLING LP	2	10/17/2001	65,440.56
TILX005777	AZTECA MILLING LP	2	10/17/2001	65,440.56

Replacement Equipment

<u>Asset Mark</u>	<u>LesseeName</u>	<u>Rider</u>	<u>Mfg Date</u>	<u>FMV</u>
TILX005778	AZTECA MILLING LP	2	10/17/2001	65,440.56
				<hr/> 3,685,597.61

**TRINITY INDUSTRIES LEASING COMPANY
EQUIPMENT TRUST CERTIFICATE 12 SUBSTITUTION SCHEDULE
AS OF JULY 31, 2004**

Pool C

Replacement Equipment

<u>ID</u>	<u>Lessee #</u>	<u>LesseeName</u>	<u>Rider</u>	<u>Units</u>	<u>FMV</u>
1	342	AZTECA MILLING LP	2	4	261,762
2	2222	FERROSUR S.A. DE C. V.	1	10	485,650
3	2222	FERROSUR S.A. DE C. V.	2	5	611,340
4	2275	FORMOSA PLASTICS CORPORATION USA	6	4	214,004
5	2275	FORMOSA PLASTICS CORPORATION USA	7	1	53,451
6	31491	TFM, SA DE CV	1	22	1,389,164
7	31491	TFM, SA DE CV	3	3	366,580
8	9994	TILC STORAGE CARS - CEPX	2	3	303,647
					3,685,598

RECORDATION NO. 23868-11 FILED

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[C]-8

SURFACE TRANSPORTATION BOARD
PARTIAL RELEASE OF TRUST INDENTURE

Reference is hereby made to that certain [C] 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 [C] Trust Indenture and Security Agreement and [C] 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. 23868 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.

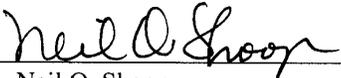
This Partial Release may be executed in any number of counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

WITNESS the due execution hereof with the intent to be legally bound hereby the 4th day of August, 2004.

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: _____
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 4th day of August, 2004.

Cathy I. Gott
Notary Public, State of Texas

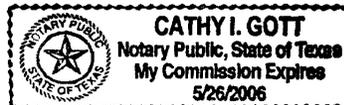
STATE OF TEXAS)
)
COUNTY OF DALLAS)



BEFORE ME, a notary public for the State of Texas, personally appeared Neil O. Shoop, who upon his oath acknowledged himself to be the 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 4th day of August, 2004.

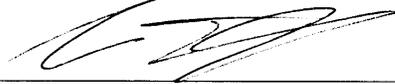
Cathy I. Gott
Notary Public, State of Texas



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 6 day of August, 2004.



Notary Public, State of New York

Commission Expires: _____

ROBERT HIRSCH
Notary Public, State of New York
No. 01HI6076679
Qualified in Rockland County
Commission Expires July 1, 2006

Exhibit A

TRINITY INDUSTRIES LEASING COMPANY EQUIPMENT TRUST CERTIFICATE 12 SUBSTITUTION SCHEDULE AS OF JULY 31, 2004

Pool C

Equipment to be removed

<u>ID</u>	<u>Asset Mark</u>	<u>LesseeName</u>	<u>Rider</u>	<u>EtcNumber</u>	<u>Mfg Date</u>	<u>FMV</u>
1	NKCR065712	FERROCARRIL MEXICANO SA DE CV	5	12	2/23/2000	66,338.40
2	NKCR065713	FERROCARRIL MEXICANO SA DE CV	5	12	2/23/2000	66,338.40
3	NKCR065714	FERROCARRIL MEXICANO SA DE CV	5	12	2/23/2000	66,338.40
4	NKCR065715	FERROCARRIL MEXICANO SA DE CV	5	12	2/23/2000	66,338.40
5	NKCR065717	FERROCARRIL MEXICANO SA DE CV	5	12	2/23/2000	66,338.40
6	NKCR065718	FERROCARRIL MEXICANO SA DE CV	5	12	2/23/2000	66,338.40
7	NKCR065719	FERROCARRIL MEXICANO SA DE CV	5	12	2/23/2000	66,338.40
8	NKCR065720	FERROCARRIL MEXICANO SA DE CV	5	12	2/23/2000	66,338.40
9	NKCR065721	FERROCARRIL MEXICANO SA DE CV	5	12	2/29/2000	66,338.40
10	NKCR065722	FERROCARRIL MEXICANO SA DE CV	5	12	2/29/2000	66,338.40
11	NKCR065725	FERROCARRIL MEXICANO SA DE CV	5	12	5/30/2000	59,053.19
12	NKCR065727	FERROCARRIL MEXICANO SA DE CV	5	12	4/28/2000	58,845.50
13	NKCR065729	FERROCARRIL MEXICANO SA DE CV	5	12	5/30/2000	59,053.19
14	NKCR065731	FERROCARRIL MEXICANO SA DE CV	5	12	6/30/2000	59,260.88
15	NKCR065734	FERROCARRIL MEXICANO SA DE CV	5	12	4/28/2000	58,845.50
16	NKCR065736	FERROCARRIL MEXICANO SA DE CV	5	12	4/28/2000	58,845.50
17	NKCR065739	FERROCARRIL MEXICANO SA DE CV	5	12	4/28/2000	58,845.50
18	NKCR065740	FERROCARRIL MEXICANO SA DE CV	5	12	4/28/2000	58,845.50
19	NKCR065742	FERROCARRIL MEXICANO SA DE CV	5	12	6/30/2000	59,260.88
20	NKCR065743	FERROCARRIL MEXICANO SA DE CV	5	12	4/28/2000	58,845.50
21	NKCR065751	FERROCARRIL MEXICANO SA DE CV	5	12	4/28/2000	58,845.50
22	NKCR065759	FERROCARRIL MEXICANO SA DE CV	5	12	4/28/2000	58,845.50
23	NKCR065762	FERROCARRIL MEXICANO SA DE CV	5	12	6/30/2000	59,260.88
24	NKCR065763	FERROCARRIL MEXICANO SA DE CV	5	12	6/30/2000	59,260.88
25	NKCR065767	FERROCARRIL MEXICANO SA DE CV	5	12	6/30/2000	59,260.88
26	NKCR065768	FERROCARRIL MEXICANO SA DE CV	5	12	6/30/2000	59,260.88
27	NKCR065769	FERROCARRIL MEXICANO SA DE CV	5	12	4/28/2000	58,845.50
28	NKCR065770	FERROCARRIL MEXICANO SA DE CV	5	12	6/30/2000	59,260.88
29	NKCR065772	FERROCARRIL MEXICANO SA DE CV	5	12	6/30/2000	59,260.88
30	NKCR065773	FERROCARRIL MEXICANO SA DE CV	5	12	6/30/2000	59,260.88
31	NKCR065774	FERROCARRIL MEXICANO SA DE CV	5	12	6/30/2000	59,260.88
32	NKCR065776	FERROCARRIL MEXICANO SA DE CV	5	12	6/30/2000	59,260.88
33	NKCR065777	FERROCARRIL MEXICANO SA DE CV	5	12	6/30/2000	59,260.88
34	NKCR065778	FERROCARRIL MEXICANO SA DE CV	5	12	5/30/2000	59,053.19
35	NKCR065779	FERROCARRIL MEXICANO SA DE CV	5	12	5/30/2000	59,053.19
36	NKCR065781	FERROCARRIL MEXICANO SA DE CV	5	12	5/30/2000	59,053.19
37	NKCR065783	FERROCARRIL MEXICANO SA DE CV	5	12	5/30/2000	59,053.19
38	NKCR065784	FERROCARRIL MEXICANO SA DE CV	5	12	5/30/2000	59,053.19
39	NKCR065796	FERROCARRIL MEXICANO SA DE CV	5	12	5/30/2000	59,053.19
40	NKCR065797	FERROCARRIL MEXICANO SA DE CV	5	12	5/30/2000	59,053.19
41	NKCR065800	FERROCARRIL MEXICANO SA DE CV	5	12	5/30/2000	59,053.19
42	NKCR065801	FERROCARRIL MEXICANO SA DE CV	5	12	5/30/2000	59,053.19
43	NKCR065802	FERROCARRIL MEXICANO SA DE CV	5	12	5/30/2000	59,053.19
44	NKCR065807	FERROCARRIL MEXICANO SA DE CV	5	12	6/30/2000	59,260.88
45	NKCR065810	FERROCARRIL MEXICANO SA DE CV	5	12	6/30/2000	59,260.88
46	NKCR065814	FERROCARRIL MEXICANO SA DE CV	5	12	6/30/2000	59,260.88
47	TILX400285	CONOCOPHILLIPS CO	2	12	10/8/1992	46,222.52
48	TILX400286	CONOCOPHILLIPS CO	2	12	10/2/1992	46,222.52
49	TILX400296	CONOCOPHILLIPS CO	2	12	10/2/1992	46,222.52
50	TILX400297	CONOCOPHILLIPS CO	2	12	10/19/1992	46,222.52
51	TILX400298	CONOCOPHILLIPS CO	2	12	10/19/1992	46,222.52

Equipment to be removed

<u>ID</u>	<u>Asset Mark</u>	<u>LesseeName</u>	<u>Rider</u>	<u>EtcNumber</u>	<u>Mfg Date</u>	<u>FMV</u>
52	TILX400300	CONOCOPHILLIPS CO	2	12	10/8/1992	46,222.52
53	TILX400301	CONOCOPHILLIPS CO	2	12	10/5/1992	46,222.52
54	TILX400302	CONOCOPHILLIPS CO	2	12	10/8/1992	46,222.52
55	TILX400304	CONOCOPHILLIPS CO	2	12	10/19/1992	46,222.52
56	TILX400305	CONOCOPHILLIPS CO	2	12	10/8/1992	46,222.52
57	TILX400306	CONOCOPHILLIPS CO	2	12	11/25/1992	46,461.60
58	TILX400307	CONOCOPHILLIPS CO	2	12	11/9/1992	46,461.60
59	TILX400308	CONOCOPHILLIPS CO	2	12	11/25/1992	46,461.60
60	TILX400309	CONOCOPHILLIPS CO	2	12	10/31/1992	46,222.52
61	TILX400310	CONOCOPHILLIPS CO	2	12	11/9/1992	46,461.60
62	TILX400311	CONOCOPHILLIPS CO	2	12	11/9/1992	46,461.60
63	TILX400312	CONOCOPHILLIPS CO	2	12	11/9/1992	46,461.60
64	CEPX001839	TILC STORAGE CARS - CEPX	6	12	4/30/2001	7,085.23
65	CEPX001841	TILC STORAGE CARS - CEPX	6	12	4/30/2001	7,085.23
66	CEPX001844	TILC STORAGE CARS - CEPX	6	12	4/30/2001	7,085.23
67	CEPX001848	TILC STORAGE CARS - CEPX	6	12	4/30/2001	7,085.23
68	CEPX001851	TILC STORAGE CARS - CEPX	6	12	4/30/2001	7,085.23
69	CEPX001852	TILC STORAGE CARS - CEPX	6	12	4/30/2001	7,085.23
70	CEPX001853	TILC STORAGE CARS - CEPX	6	12	4/30/2001	7,085.23
71	CEPX001855	TILC STORAGE CARS - CEPX	6	12	4/30/2001	7,085.23
72	CEPX001864	TILC STORAGE CARS - CEPX	6	12	4/30/2001	7,085.23
73	CEPX001867	TILC STORAGE CARS - CEPX	6	12	4/30/2001	7,085.23
74	CEPX001868	TILC STORAGE CARS - CEPX	6	12	4/30/2001	7,085.23
75	CEPX001869	TILC STORAGE CARS - CEPX	6	12	4/30/2001	7,085.23
76	CEPX001870	TILC STORAGE CARS - CEPX	6	12	4/30/2001	7,085.23

3,669,870.26

Exhibit B

TRINITY INDUSTRIES LEASING COMPANY
EQUIPMENT TRUST CERTIFICATE 12 SUBSTITUTION SCHEDULE
AS OF JULY 31, 2004

Pool C

Equipment to be removed

<u>ID</u>	<u>Lessee #</u>	<u>LesseeName</u>	<u>Rider</u>	<u>Units</u>	<u>FMV</u>
1	2116	FERROCARRIL MEXICANO SA DE CV	5	46	2,790,545
2	6022	CONOCOPHILLIPS CO	2	17	787,217
3	9994	TILC STORAGE CARS - CEPX	6	13	92,108
					<hr/> 3,669,870