

LAW OFFICES OF RICHARD A. FOGEL, PLLC

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DALLAS, TEXAS 75207
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23868-N

RECORDATION NO. _____ FILED

August 10, 2004

AUG 11 '04

5-01 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,

A handwritten signature in cursive script that reads "R. Fogel". The signature is written in black ink and is positioned above the printed name.

Richard A. Fogel

RAF/sif
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>Mfq 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

AUG 11 '04

5-01 PM

SURFACE TRANSPORTATION BOARD

[C]-8

MEMORANDUM OF [C] TRUST INDENTURE SUPPLEMENT NO. 8

This Memorandum of [C] Trust Indenture Supplement No. 8 (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 [C] 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 [C] 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 August 4, 2004.

COMPANY:

GUARANTOR:

TRINITY INDUSTRIES LEASING
COMPANY

TRINITY INDUSTRIES, INC.

By: E Marchetto
Name: Eric Marchetto
Title: Vice President

By: Neil O. Shoop
Name: Neil O. Shoop
Title: Treasurer

STATE OF TEXAS)
)
) SS:
COUNTY OF DALLAS)

On this 4th day of August, 2004, 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.

Cathy I. Gott
Notary Public

My Commission Expires: 5-26-2006



STATE OF TEXAS)
)
) SS:
COUNTY OF DALLAS)

On this 4th day of August, 2004, 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.

Cathy I. Gott
Notary Public

My Commission Expires: 5-26-2006



Exhibit A

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

Pool C

Replacement Equipment

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Replacement Equipment

<u>Asset Mark</u>	<u>LesseeName</u>	<u>Rider</u>	<u>Mfg Date</u>	<u>FMV</u>
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				3,685,597.61

Exhibit B

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

Pool C

Replacement Equipment

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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
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8	9994	TILC STORAGE CARS - CEPX	2	3	303,647
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