LAW OFFICES OF RICHARD A. FOGEL, PLLC

2777 STEMMONS FREEWAY
SUITE 1040
DALLAS, TEXAS 75207
(214)267-9110
(214)267-9115

May 26, 2005

MAY 27 2005

23868-Q

RECORDATION NO. _____ FILED

MAY 27 '05 1-08 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. 10

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. 10, a primary document, dated as of May 26, 2005, 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 May 26, 2005, between the Company, Guarantor and the Trustee.

3. Two (2) executed originals of a Memorandum of Leases, a primary document, dated May 26, 2005; and

The enclosed Memorandum of [C] Trust Indenture Supplement No. 10 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. 10 is described in Exhibit A attached hereto. The foregoing railroad equipment consists solely of cars intended for use relating to interstate commerce.

Our firm check in the amount of $96.00 is enclosed to cover the recordation fee for these three documents.

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,

R. Fogel

Richard A. Fogel

RAF/slf
encl.

cc: Joseph Mays (w/o encl.)

EXHIBIT A

TRINITY INDUSTRIES LEASING COMPANY
EQUIPMENT TRUST CERTIFICATE 12 SUBSTITUTION SCHEDULE
AS OF MAY 31, 2005

Pool C

Equipment to be Substituted

ID	Asset Mark	LesseeName	Rider	EtcNumber	Mfg Date
1	TILX170086	ROQUETTE AMERICAN, INC.	5	12	3/31/1992
2	TILX170087	ROQUETTE AMERICAN, INC.	5	12	3/31/1992
3	TILX170088	ROQUETTE AMERICAN, INC.	5	12	4/14/1992
4	TILX170096	ROQUETTE AMERICAN, INC.	5	12	4/9/1992
5	TILX170100	ROQUETTE AMERICAN, INC.	5	12	4/13/1992
6	TILX170101	ROQUETTE AMERICAN, INC.	5	12	4/13/1992
7	TILX170104	ROQUETTE AMERICAN, INC.	5	12	4/13/1992
8	TILX170202	ROQUETTE AMERICAN, INC.	5	12	2/25/1987
9	TILX170205	ROQUETTE AMERICAN, INC.	5	12	2/28/1987
10	TILX170206	ROQUETTE AMERICAN, INC.	5	12	2/27/1987
11	TILX170207	ROQUETTE AMERICAN, INC.	5	12	2/25/1987
12	TILX170208	ROQUETTE AMERICAN, INC.	5	12	2/28/1987
13	TILX170209	ROQUETTE AMERICAN, INC.	5	12	2/25/1987
14	TILX170210	ROQUETTE AMERICAN, INC.	5	12	2/25/1987
15	TILX170211	ROQUETTE AMERICAN, INC.	5	12	2/28/1987
16	TILX170212	ROQUETTE AMERICAN, INC.	5	12	2/25/1987
17	TILX170215	ROQUETTE AMERICAN, INC.	5	12	2/25/1987
18	TILX170216	ROQUETTE AMERICAN, INC.	5	12	2/25/1987
19	TILX170217	ROQUETTE AMERICAN, INC.	5	12	2/26/1987
20	TILX170218	ROQUETTE AMERICAN, INC.	5	12	2/28/1987
21	TILX170219	ROQUETTE AMERICAN, INC.	5	12	2/25/1987
22	TILX170220	ROQUETTE AMERICAN, INC.	5	12	2/26/1987
23	TILX170222	ROQUETTE AMERICAN, INC.	5	12	2/26/1987
24	TILX170224	ROQUETTE AMERICAN, INC.	5	12	2/25/1987
25	TILX170226	ROQUETTE AMERICAN, INC.	5	12	2/26/1987
26	TILX170227	ROQUETTE AMERICAN, INC.	5	12	2/26/1987
27	TILX170228	ROQUETTE AMERICAN, INC.	5	12	2/25/1987
28	TILX170229	ROQUETTE AMERICAN, INC.	5	12	2/25/1987
29	TILX170230	ROQUETTE AMERICAN, INC.	5	12	2/27/1987
30	TILX170231	ROQUETTE AMERICAN, INC.	5	12	2/25/1987
31	TILX170232	ROQUETTE AMERICAN, INC.	5	12	2/28/1987
32	TILX170233	ROQUETTE AMERICAN, INC.	5	12	2/26/1987
33	TILX170234	ROQUETTE AMERICAN, INC.	5	12	2/27/1987
34	TILX170235	ROQUETTE AMERICAN, INC.	5	12	2/26/1987
35	TILX170236	ROQUETTE AMERICAN, INC.	5	12	2/28/1987
36	TILX170237	ROQUETTE AMERICAN, INC.	5	12	2/27/1987
37	TILX170238	ROQUETTE AMERICAN, INC.	5	12	2/28/1987
38	TILX170239	ROQUETTE AMERICAN, INC.	5	12	2/27/1987
39	TILX170240	ROQUETTE AMERICAN, INC.	5	12	2/28/1987
40	TILX170241	ROQUETTE AMERICAN, INC.	5	12	2/28/1987
41	TILX170242	ROQUETTE AMERICAN, INC.	5	12	2/27/1987
42	TILX170243	ROQUETTE AMERICAN, INC.	5	12	2/28/1987
43	TILX170244	ROQUETTE AMERICAN, INC.	5	12	2/28/1987
44	TILX170245	ROQUETTE AMERICAN, INC.	5	12	2/28/1987
45	TILX170247	ROQUETTE AMERICAN, INC.	5	12	2/27/1987
46	TILX170248	ROQUETTE AMERICAN, INC.	5	12	2/28/1987
47	TILX200060	EKA CHEMICALS INC	2	12	4/22/1993
48	TILX200061	EKA CHEMICALS INC	2	12	4/26/1993
49	TILX200062	EKA CHEMICALS INC	2	12	4/26/1993
50	TILX200063	EKA CHEMICALS INC	2	12	4/22/1993
51	TILX200064	EKA CHEMICALS INC	2	12	4/22/1993
52	TILX200065	EKA CHEMICALS INC	2	12	4/28/1993
53	TILX200066	EKA CHEMICALS INC	2	12	4/26/1993
54	TILX200067	EKA CHEMICALS INC	2	12	4/30/1993

TRINITY INDUSTRIES LEASING COMPANY
EQUIPMENT TRUST CERTIFICATE 12 SUBSTITUTION SCHEDULE
AS OF MAY 31, 2005

Pool C

Equipment to be Substituted

ID	Asset Mark	LesseeName	Rider	EtcNumber	Mfg Date
55	TILX200068	EKA CHEMICALS INC	2	12	4/28/1993
56	TILX200069	EKA CHEMICALS INC	2	12	4/22/1993
57	TILX200070	EKA CHEMICALS INC	2	12	4/28/1993
58	TILX200071	EKA CHEMICALS INC	2	12	4/30/1993
59	TILX200072	EKA CHEMICALS INC	2	12	5/6/1993
60	TILX200073	EKA CHEMICALS INC	2	12	4/30/1993
61	TILX200074	EKA CHEMICALS INC	2	12	4/30/1993
62	TILX200075	EKA CHEMICALS INC	2	12	4/30/1993
63	TILX200076	EKA CHEMICALS INC	2	12	4/30/1993
64	TILX200077	EKA CHEMICALS INC	2	12	5/12/1993
65	TILX200078	EKA CHEMICALS INC	2	12	4/30/1993
66	TILX200079	EKA CHEMICALS INC	2	12	5/17/1993
67	TILX200080	EKA CHEMICALS INC	2	12	5/17/1993
68	TILX200081	EKA CHEMICALS INC	2	12	5/19/1993
69	TILX200082	EKA CHEMICALS INC	2	12	5/6/1993
70	TILX200083	EKA CHEMICALS INC	2	12	5/12/1993
71	TILX200084	EKA CHEMICALS INC	2	12	5/17/1993
72	TILX200086	EKA CHEMICALS INC	2	12	5/12/1993
73	TILX250167	ALYESKA PIPELINE SERVICE	1	12	1/28/1993
74	TILX250170	ALYESKA PIPELINE SERVICE	1	12	1/28/1993
75	TILX250171	ALYESKA PIPELINE SERVICE	1	12	1/29/1993
76	TILX250172	ALYESKA PIPELINE SERVICE	1	12	1/29/1993
77	TILX250173	ALYESKA PIPELINE SERVICE	1	12	1/29/1993
78	TILX250174	ALYESKA PIPELINE SERVICE	1	12	1/29/1993
79	TILX250175	ALYESKA PIPELINE SERVICE	1	12	1/29/1993
80	TILX250176	ALYESKA PIPELINE SERVICE	1	12	1/29/1993
81	TIMX066000	INDELPRO SA DE CV	3	12	12/5/2003
82	TIMX066001	INDELPRO SA DE CV	3	12	12/5/2003
83	TINX004046	TFM, SA DE CV	5	12	10/31/2004
84	TINX004059	TFM, SA DE CV	5	12	10/31/2004
85	TINX004020	TFM, SA DE CV	5	12	10/31/2004
86	TINX004029	TFM, SA DE CV	5	12	10/31/2004
87	TINX004034	TFM, SA DE CV	5	12	10/31/2004
88	TINX004045	TFM, SA DE CV	5	12	10/31/2004
89	TINX004043	TFM, SA DE CV	5	12	10/31/2004
90	TINX004060	TFM, SA DE CV	5	12	10/31/2004
91	TINX004036	TFM, SA DE CV	5	12	10/31/2004
92	TINX004050	TFM, SA DE CV	5	12	10/31/2004
93	TINX004052	TFM, SA DE CV	5	12	10/31/2004
94	TINX004056	TFM, SA DE CV	5	12	10/31/2004
95	TINX004013	TFM, SA DE CV	5	12	10/31/2004
96	TINX004018	TFM, SA DE CV	5	12	10/31/2004
97	TINX004011	TFM, SA DE CV	5	12	10/31/2004
98	TINX004041	TFM, SA DE CV	5	12	10/31/2004
99	TINX004024	TFM, SA DE CV	5	12	10/31/2004
100	TINX004010	TFM, SA DE CV	5	12	10/31/2004
101	TINX004017	TFM, SA DE CV	5	12	10/31/2004
102	TINX004048	TFM, SA DE CV	5	12	10/31/2004
103	TINX004003	TFM, SA DE CV	5	12	10/31/2004
104	TINX004032	TFM, SA DE CV	5	12	10/31/2004
105	TINX004014	TFM, SA DE CV	5	12	10/31/2004
106	TINX004001	TFM, SA DE CV	5	12	10/31/2004
107	TINX004042	TFM, SA DE CV	5	12	10/31/2004
108	TINX004027	TFM, SA DE CV	5	12	10/31/2004

TRINITY INDUSTRIES LEASING COMPANY
EQUIPMENT TRUST CERTIFICATE 12 SUBSTITUTION SCHEDULE
AS OF MAY 31, 2005

Pool C

Equipment to be Substituted

ID	Asset Mark	LesseeName	Rider	EtcNumber	Mfg Date
109	TINX004016	TFM, SA DE CV	5	12	10/31/2004
110	TINX004055	TFM, SA DE CV	5	12	10/31/2004
111	TINX004028	TFM, SA DE CV	5	12	10/31/2004
112	TINX004068	TFM, SA DE CV	5	12	10/31/2004
113	TINX004061	TFM, SA DE CV	5	12	10/31/2004
114	TINX004064	TFM, SA DE CV	5	12	10/31/2004
115	TINX004049	TFM, SA DE CV	5	12	10/31/2004
116	TINX004023	TFM, SA DE CV	5	12	10/31/2004
117	TINX004015	TFM, SA DE CV	5	12	10/31/2004
118	TINX004070	TFM, SA DE CV	5	12	10/31/2004
119	TINX004038	TFM, SA DE CV	5	12	10/31/2004
120	TINX004054	TFM, SA DE CV	5	12	10/31/2004
121	TINX004069	TFM, SA DE CV	5	12	10/31/2004
122	TINX004154	TFM, SA DE CV	5	12	10/31/2004
123	TINX004037	TFM, SA DE CV	5	12	10/31/2004
124	TINX004021	TFM, SA DE CV	5	12	10/31/2004
125	TINX004031	TFM, SA DE CV	5	12	10/31/2004
126	TINX004057	TFM, SA DE CV	5	12	10/31/2004
127	TINX004066	TFM, SA DE CV	5	12	10/31/2004
128	TINX004022	TFM, SA DE CV	5	12	10/31/2004
129	TINX004053	TFM, SA DE CV	5	12	10/31/2004
130	TINX004025	TFM, SA DE CV	5	12	10/31/2004
131	TINX004047	TFM, SA DE CV	5	12	10/31/2004
132	TINX004062	TFM, SA DE CV	5	12	10/31/2004
133	TINX004005	TFM, SA DE CV	5	12	10/31/2004
134	TINX004030	TFM, SA DE CV	5	12	10/31/2004
135	TINX004067	TFM, SA DE CV	5	12	10/31/2004
136	TINX004035	TFM, SA DE CV	5	12	10/31/2004
137	TINX004044	TFM, SA DE CV	5	12	10/31/2004
138	TINX004073	TFM, SA DE CV	5	12	10/31/2004
139	TINX004012	TFM, SA DE CV	5	12	10/31/2004
140	TINX004008	TFM, SA DE CV	5	12	10/31/2004
141	TINX004065	TFM, SA DE CV	5	12	10/31/2004

RECORDATION NO. 23868-G FILED

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SURFACE TRANSPORTATION BOARD

[C]-10

MEMORANDUM OF [C] TRUST INDENTURE SUPPLEMENT NO. 10

This Memorandum of [C] Trust Indenture Supplement No. 10 (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 May 26, 2005.

COMPANY:

TRINITY INDUSTRIES LEASING COMPANY

By: _____
Name: Eric Marchetto
Title: Vice President

GUARANTOR:

TRINITY INDUSTRIES, INC.

By: _____
Name: Charles Michel
Title: Vice President, Controller and Chief Accounting Officer

STATE OF TEXAS)
) SS:
COUNTY OF DALLAS)

On this 26th day of May, 2005, 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

CATHY I. GOTT
Notary Public, State of Texas
My Commission Expires
5/26/2006

STATE OF TEXAS)
) SS:
COUNTY OF DALLAS)

On this 26th day of May, 2005, before me personally appeared Charles Michel, to me personally known, who being duly sworn, stated that he is Vice President, Controller and Chief Accounting Officer 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

CATHY I. GOTT
Notary Public, State of Texas
My Commission Expires
5/26/2006

EXHIBIT A

TRINITY INDUSTRIES LEASING COMPANY
EQUIPMENT TRUST CERTIFICATE 12 SUBSTITUTION SCHEDULE
AS OF MAY 31, 2005

Pool C

Equipment to be Substituted

ID	Asset Mark	LesseeName	Rider	EtcNumber	Mfg Date
1	TILX170086	ROQUETTE AMERICAN, INC.	5	12	3/31/1992
2	TILX170087	ROQUETTE AMERICAN, INC.	5	12	3/31/1992
3	TILX170088	ROQUETTE AMERICAN, INC.	5	12	4/14/1992
4	TILX170096	ROQUETTE AMERICAN, INC.	5	12	4/9/1992
5	TILX170100	ROQUETTE AMERICAN, INC.	5	12	4/13/1992
6	TILX170101	ROQUETTE AMERICAN, INC.	5	12	4/13/1992
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11	TILX170207	ROQUETTE AMERICAN, INC.	5	12	2/25/1987
12	TILX170208	ROQUETTE AMERICAN, INC.	5	12	2/28/1987
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16	TILX170212	ROQUETTE AMERICAN, INC.	5	12	2/25/1987
17	TILX170215	ROQUETTE AMERICAN, INC.	5	12	2/25/1987
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36	TILX170237	ROQUETTE AMERICAN, INC.	5	12	2/27/1987
37	TILX170238	ROQUETTE AMERICAN, INC.	5	12	2/28/1987
38	TILX170239	ROQUETTE AMERICAN, INC.	5	12	2/27/1987
39	TILX170240	ROQUETTE AMERICAN, INC.	5	12	2/28/1987
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42	TILX170243	ROQUETTE AMERICAN, INC.	5	12	2/28/1987
43	TILX170244	ROQUETTE AMERICAN, INC.	5	12	2/28/1987
44	TILX170245	ROQUETTE AMERICAN, INC.	5	12	2/28/1987
45	TILX170247	ROQUETTE AMERICAN, INC.	5	12	2/27/1987
46	TILX170248	ROQUETTE AMERICAN, INC.	5	12	2/28/1987
47	TILX200060	EKA CHEMICALS INC	2	12	4/22/1993
48	TILX200061	EKA CHEMICALS INC	2	12	4/26/1993
49	TILX200062	EKA CHEMICALS INC	2	12	4/26/1993
50	TILX200063	EKA CHEMICALS INC	2	12	4/22/1993
51	TILX200064	EKA CHEMICALS INC	2	12	4/22/1993
52	TILX200065	EKA CHEMICALS INC	2	12	4/28/1993
53	TILX200066	EKA CHEMICALS INC	2	12	4/26/1993
54	TILX200067	EKA CHEMICALS INC	2	12	4/30/1993

TRINITY INDUSTRIES LEASING COMPANY
EQUIPMENT TRUST CERTIFICATE 12 SUBSTITUTION SCHEDULE
AS OF MAY 31, 2005

Pool C

Equipment to be Substituted

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57	TILX200070	EKA CHEMICALS INC	2	12	4/28/1993
58	TILX200071	EKA CHEMICALS INC	2	12	4/30/1993
59	TILX200072	EKA CHEMICALS INC	2	12	5/6/1993
60	TILX200073	EKA CHEMICALS INC	2	12	4/30/1993
61	TILX200074	EKA CHEMICALS INC	2	12	4/30/1993
62	TILX200075	EKA CHEMICALS INC	2	12	4/30/1993
63	TILX200076	EKA CHEMICALS INC	2	12	4/30/1993
64	TILX200077	EKA CHEMICALS INC	2	12	5/12/1993
65	TILX200078	EKA CHEMICALS INC	2	12	4/30/1993
66	TILX200079	EKA CHEMICALS INC	2	12	5/17/1993
67	TILX200080	EKA CHEMICALS INC	2	12	5/17/1993
68	TILX200081	EKA CHEMICALS INC	2	12	5/19/1993
69	TILX200082	EKA CHEMICALS INC	2	12	5/6/1993
70	TILX200083	EKA CHEMICALS INC	2	12	5/12/1993
71	TILX200084	EKA CHEMICALS INC	2	12	5/17/1993
72	TILX200086	EKA CHEMICALS INC	2	12	5/12/1993
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75	TILX250171	ALYESKA PIPELINE SERVICE	1	12	1/29/1993
76	TILX250172	ALYESKA PIPELINE SERVICE	1	12	1/29/1993
77	TILX250173	ALYESKA PIPELINE SERVICE	1	12	1/29/1993
78	TILX250174	ALYESKA PIPELINE SERVICE	1	12	1/29/1993
79	TILX250175	ALYESKA PIPELINE SERVICE	1	12	1/29/1993
80	TILX250176	ALYESKA PIPELINE SERVICE	1	12	1/29/1993
81	TIMX066000	INDELPRO SA DE CV	3	12	12/5/2003
82	TIMX066001	INDELPRO SA DE CV	3	12	12/5/2003
83	TINX004046	TFM, SA DE CV	5	12	10/31/2004
84	TINX004059	TFM, SA DE CV	5	12	10/31/2004
85	TINX004020	TFM, SA DE CV	5	12	10/31/2004
86	TINX004029	TFM, SA DE CV	5	12	10/31/2004
87	TINX004034	TFM, SA DE CV	5	12	10/31/2004
88	TINX004045	TFM, SA DE CV	5	12	10/31/2004
89	TINX004043	TFM, SA DE CV	5	12	10/31/2004
90	TINX004060	TFM, SA DE CV	5	12	10/31/2004
91	TINX004036	TFM, SA DE CV	5	12	10/31/2004
92	TINX004050	TFM, SA DE CV	5	12	10/31/2004
93	TINX004052	TFM, SA DE CV	5	12	10/31/2004
94	TINX004056	TFM, SA DE CV	5	12	10/31/2004
95	TINX004013	TFM, SA DE CV	5	12	10/31/2004
96	TINX004018	TFM, SA DE CV	5	12	10/31/2004
97	TINX004011	TFM, SA DE CV	5	12	10/31/2004
98	TINX004041	TFM, SA DE CV	5	12	10/31/2004
99	TINX004024	TFM, SA DE CV	5	12	10/31/2004
100	TINX004010	TFM, SA DE CV	5	12	10/31/2004
101	TINX004017	TFM, SA DE CV	5	12	10/31/2004
102	TINX004048	TFM, SA DE CV	5	12	10/31/2004
103	TINX004003	TFM, SA DE CV	5	12	10/31/2004
104	TINX004032	TFM, SA DE CV	5	12	10/31/2004
105	TINX004014	TFM, SA DE CV	5	12	10/31/2004
106	TINX004001	TFM, SA DE CV	5	12	10/31/2004
107	TINX004042	TFM, SA DE CV	5	12	10/31/2004
108	TINX004027	TFM, SA DE CV	5	12	10/31/2004

TRINITY INDUSTRIES LEASING COMPANY
EQUIPMENT TRUST CERTIFICATE 12 SUBSTITUTION SCHEDULE
AS OF MAY 31, 2005

Pool C

Equipment to be Substituted

ID	Asset Mark	LesseeName	Rider	EtcNumber	Mfg Date
109	TINX004016	TFM, SA DE CV	5	12	10/31/2004
110	TINX004055	TFM, SA DE CV	5	12	10/31/2004
111	TINX004028	TFM, SA DE CV	5	12	10/31/2004
112	TINX004068	TFM, SA DE CV	5	12	10/31/2004
113	TINX004061	TFM, SA DE CV	5	12	10/31/2004
114	TINX004064	TFM, SA DE CV	5	12	10/31/2004
115	TINX004049	TFM, SA DE CV	5	12	10/31/2004
116	TINX004023	TFM, SA DE CV	5	12	10/31/2004
117	TINX004015	TFM, SA DE CV	5	12	10/31/2004
118	TINX004070	TFM, SA DE CV	5	12	10/31/2004
119	TINX004038	TFM, SA DE CV	5	12	10/31/2004
120	TINX004054	TFM, SA DE CV	5	12	10/31/2004
121	TINX004069	TFM, SA DE CV	5	12	10/31/2004
122	TINX004154	TFM, SA DE CV	5	12	10/31/2004
123	TINX004037	TFM, SA DE CV	5	12	10/31/2004
124	TINX004021	TFM, SA DE CV	5	12	10/31/2004
125	TINX004031	TFM, SA DE CV	5	12	10/31/2004
126	TINX004057	TFM, SA DE CV	5	12	10/31/2004
127	TINX004066	TFM, SA DE CV	5	12	10/31/2004
128	TINX004022	TFM, SA DE CV	5	12	10/31/2004
129	TINX004053	TFM, SA DE CV	5	12	10/31/2004
130	TINX004025	TFM, SA DE CV	5	12	10/31/2004
131	TINX004047	TFM, SA DE CV	5	12	10/31/2004
132	TINX004062	TFM, SA DE CV	5	12	10/31/2004
133	TINX004005	TFM, SA DE CV	5	12	10/31/2004
134	TINX004030	TFM, SA DE CV	5	12	10/31/2004
135	TINX004067	TFM, SA DE CV	5	12	10/31/2004
136	TINX004035	TFM, SA DE CV	5	12	10/31/2004
137	TINX004044	TFM, SA DE CV	5	12	10/31/2004
138	TINX004073	TFM, SA DE CV	5	12	10/31/2004
139	TINX004012	TFM, SA DE CV	5	12	10/31/2004
140	TINX004008	TFM, SA DE CV	5	12	10/31/2004
141	TINX004065	TFM, SA DE CV	5	12	10/31/2004

EXHIBIT B

TRINITY INDUSTRIES LEASING COMPANY
EQUIPMENT TRUST CERTIFICATE 12 SUBSTITUTION SCHEDULE
AS OF MAY 31, 2005

Pool C

Equipment to be Substituted

ID	Lessee #	LesseeName	Rider	Units
1	1755	EKA CHEMICALS INC	2	26
2	2990	ROQUETTE AMERICAN, INC.	5	46
3	7094	INDELPRO SA DE CV	3	2
4	31491	TFM, SA DE CV	5	59
5	36935	ALYESKA PIPELINE SERVICE	1	8