

**LAW OFFICES OF RICHARD A. FOGEL, PLLC**

2777 STEMMONS FREEWAY

SUITE 1040

DALLAS, TEXAS 75207

(214)267-9110

(214)267-9115

May 1, 2006

RECORDATION NO.

23868 ✓  
FILED

MAY 2 '06

4-12 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. 12

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. 12, a primary document, dated as of April 27, 2006, 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 April 27, 2006, between the Company, Guarantor and the Trustee.
3. Two (2) executed originals of a Memorandum of Leases, a primary document, dated April 27, 2006; and

The enclosed Memorandum of [C] Trust Indenture Supplement No. 12 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. 12 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 \$99.00 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,

A handwritten signature in black ink, appearing to read "R. Fogel", with a long horizontal flourish extending to the right.

Richard A. Fogel

RAF/slf  
encl.

cc: Michael Cottrell

**EXHIBIT A**

<b>Equipment for Substitution - Pool C</b>
--

ID	Asset Mark	Lessee Name	Rider	EtcNumber	Mfg date
1	TILX030078	PHOENIX CEMENT	1	901	10/24/2005
2	TILX030079	PHOENIX CEMENT	1	901	10/24/2005
3	TILX030080	PHOENIX CEMENT	1	901	10/24/2005
4	TILX030081	PHOENIX CEMENT	1	901	10/24/2005
5	TILX030088	PHOENIX CEMENT	1	901	10/31/2005
6	TILX030089	PHOENIX CEMENT	1	901	10/31/2005
7	TILX030090	PHOENIX CEMENT	1	901	10/31/2005
8	TILX030091	PHOENIX CEMENT	1	901	10/31/2005
9	TILX030092	PHOENIX CEMENT	1	901	10/31/2005
10	TILX030093	PHOENIX CEMENT	1	901	10/31/2005
11	TILX030094	PHOENIX CEMENT	1	901	10/31/2005
12	TILX030095	PHOENIX CEMENT	1	901	10/31/2005
13	TILX030096	PHOENIX CEMENT	1	901	10/31/2005
14	TILX030097	PHOENIX CEMENT	1	901	11/14/2005
15	TILX030098	PHOENIX CEMENT	1	901	10/31/2005
16	TILX030099	PHOENIX CEMENT	1	901	10/31/2005
17	TILX030100	PHOENIX CEMENT	1	901	11/14/2005
18	TILX030101	PHOENIX CEMENT	1	901	11/14/2005
19	TILX030102	PHOENIX CEMENT	1	901	11/14/2005
20	TILX030103	PHOENIX CEMENT	1	901	11/14/2005
21	TILX030104	PHOENIX CEMENT	1	901	11/14/2005
22	TILX030105	PHOENIX CEMENT	1	901	11/14/2005
23	TILX030106	PHOENIX CEMENT	1	901	11/14/2005
24	TILX030107	PHOENIX CEMENT	1	901	11/21/2005

MAY 2 '06

4:12 PM

[C]-12

**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.

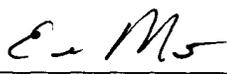
The Surface Transportation Board is hereby requested to note this Partial Release of Trust Indenture (the "Partial Release") upon the margin of the Memorandum of Indenture, as recorded.

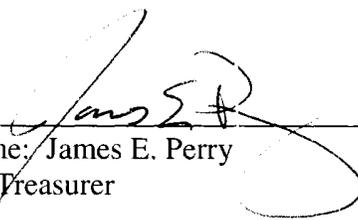
This Partial Release may be executed in any number of counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

WITNESS the due execution hereof with the intent to be legally bound hereby the 27th day of April, 2006.

TRINITY INDUSTRIES LEASING  
COMPANY

TRINITY INDUSTRIES, INC.

By:   
Name: Eric Marchetto  
Its: Vice President

By:   
Name: James E. Perry  
Its: Treasurer



STATE OF TEXAS                    )  
  )  
COUNTY OF DALLAS                )

BEFORE ME, a notary public for the State of New York, personally appeared John C Stahman, 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 1st day of May, 2006.

Patricia D. Blue  
Notary Public, State of Texas

Commission Expires:

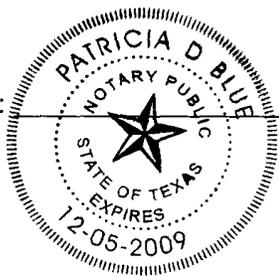


EXHIBIT A

Equipment to be Removed - Pool C

ID	Asset Mark	LesseeName	Rider	Etc/Number	Mfg Date
1	TIMX201116	MAGNA CARTA GROUP	2	12	7/11/2001
2	TIMX201117	MAGNA CARTA GROUP	2	12	7/11/2001
3	TIMX201118	MAGNA CARTA GROUP	2	12	7/11/2001
4	TIMX201119	MAGNA CARTA GROUP	2	12	7/11/2001
5	TIMX201120	MAGNA CARTA GROUP	2	12	7/11/2001
6	TIMX201121	MAGNA CARTA GROUP	2	12	7/19/2001
7	TIMX201122	MAGNA CARTA GROUP	2	12	7/11/2001
8	TIMX201123	MAGNA CARTA GROUP	2	12	7/19/2001
9	TIMX201124	MAGNA CARTA GROUP	2	12	7/19/2001
10	TIMX201125	MAGNA CARTA GROUP	2	12	7/19/2001
11	TIMX201126	MAGNA CARTA GROUP	2	12	7/19/2001
12	TIMX201127	MAGNA CARTA GROUP	2	12	7/25/2001
13	TIMX201128	MAGNA CARTA GROUP	2	12	7/25/2001
14	TIMX201129	MAGNA CARTA GROUP	2	12	7/25/2001
15	TIMX201130	MAGNA CARTA GROUP	2	12	7/27/2001
16	TIMX201131	MAGNA CARTA GROUP	2	12	7/27/2001
17	TIMX201132	MAGNA CARTA GROUP	2	12	7/19/2001
18	TIMX201134	MAGNA CARTA GROUP	2	12	7/25/2001

EXHIBIT B

Equipment to be Removed - Pool C				
----------------------------------	--	--	--	--

ID	Lessee #	LesseeName	Rider	Units
1	7177	MAGNA CARTA GROUP	2	19