

LAW OFFICES OF RICHARD A. FOGEL, PLLC

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RECORDATION NO. 23868-X FILE

OCT 01 '08

4:27 PM

SURFACE TRANSPORTATION BOARD

September 30, 2008

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. 13

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. 13, a primary document, dated as of September 24, 2008, between Trinity Industries Leasing Company (the "Company"), Trinity Industries, Inc. (the "Guarantor") and The Bank of New York Mellon Trust Company, N.A., formerly known as The Bank of New York Trust Company, N.A., as Trustee (the "Trustee");
2. Two (2) executed originals of a Memorandum of Leases, a primary document, dated September 24, 2008; and

The enclosed Memorandum of [C] Trust Indenture Supplement No. 13 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 address of Trinity Industries Leasing Company is 2525 Stemmons Freeway, Dallas, Texas 75207, and the address of the Trustee is 601 Travis Street 18th Floor, Houston, Texas 77002.

The railroad equipment covered by the Supplement to [C] Trust Indenture Supplement No. 13 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 \$82.00 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,

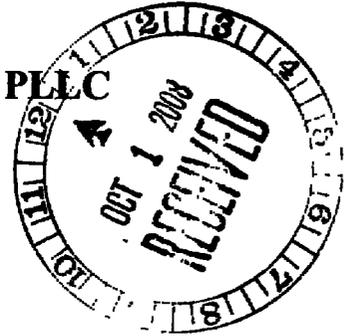
Richard A. Fogel

RAF/slf
encl.

cc: Ed Chapline

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September 30, 2008

shannonfields@sbcglobal.net

Via Federal Express

CorpAssist
John, Brooks, Mitchell
1090 Vermont Ave NW, Suite 910
Washington, D.C. 20005

Re: Trinity Industries Leasing Company - [C] Trust Indenture Supplement No. 13

Gentlemen:

I am enclosing herewith the following set of documents for the referenced Trust Indenture for filing with the Surface Transportation Board as soon as possible:

- A. Transmittal letter to STB (a copy for each document)
- B. Check for \$82.00 (2 documents to file at \$41 each)
- C. Two copies of Memorandum of Indenture Trust Supplement
- D. Two copies of Memorandum of Leases

Once filed, please call or e-mail me to confirm the filing, then return the filed marked documents to me via overnight courier. For this purpose, our Fedex account number

Thank you again for your assistance.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Shannon L. Fields'.

Shannon L. Fields
Legal Assistant to Richard A. Fogel

/slf
encl.

cc: Ed Chapline (w/o encl.)

MEMORANDUM OF [C] TRUST INDENTURE SUPPLEMENT NO. 13

This Memorandum of [C] Trust Indenture Supplement No. 13 (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 Mellon Trust Company, N.A., formerly known as The Bank of New York Trust Company, N.A., 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 September 24, 2008.

COMPANY:

GUARANTOR:

TRINITY INDUSTRIES LEASING COMPANY

TRINITY INDUSTRIES, INC.

By: 

By: 

Name: Eric Marchetto
Title: Vice President

Name: James E. Perry
Title: Treasurer

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

On this 24th day of September, 2008, 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.

Danielle Henderson

Notary Public

My Commission Expires: 6/9/2012



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

On this 24th day of September, 2008, before me personally appeared James F. Perry, to me personally known, who being duly sworn, stated that he is the 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.

Danielle Henderson

Notary Public

My Commission Expires: 6/9/2012



**Exhibit A
Equipment for Substitution - Pool C**

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Name</u>	<u>Rider</u>	<u>ETC Number</u>	<u>Manufacture Date</u>
1	TILX620017	CONOCO PHILLIPS CO	10	901	October-97
2	TILX620498	CONOCO PHILLIPS CO	10	901	March-97
3	TILX620521	CONOCO PHILLIPS CO	10	901	February-97
4	TILX620526	CONOCO PHILLIPS CO	10	901	February-97
5	TILX620539	CONOCO PHILLIPS CO	10	901	February-97
6	TILX620546	CONOCO PHILLIPS CO	10	901	February-97
7	TILX620562	CONOCO PHILLIPS CO	10	901	April-97
8	TILX620567	CONOCO PHILLIPS CO	10	901	March-97
9	TILX058079	FORMOSA PLASTICS CORP USA	9	901	April-97
10	TILX061500	OXYVINYL LP	7	901	December-90
11	RGCX000800	RIO GRANDE CHEMICAL SALES	2	901	June-97
12	RGCX000801	RIO GRANDE CHEMICAL SALES	2	901	June-97
13	RGCX000802	RIO GRANDE CHEMICAL SALES	2	901	June-97
14	RGCX000803	RIO GRANDE CHEMICAL SALES	2	901	June-97
15	RGCX000804	RIO GRANDE CHEMICAL SALES	2	901	June-97
16	RGCX000805	RIO GRANDE CHEMICAL SALES	2	901	June-97
17	RGCX000806	RIO GRANDE CHEMICAL SALES	2	901	June-97
18	RGCX000807	RIO GRANDE CHEMICAL SALES	2	901	June-97
19	RGCX000808	RIO GRANDE CHEMICAL SALES	2	901	June-97
20	RGCX000809	RIO GRANDE CHEMICAL SALES	2	901	June-97
21	TILX058186	SHINTECH INC	1	901	March-94
22	TILX058187	SHINTECH INC	1	901	March-94
23	TILX058188	SHINTECH INC	1	901	March-94
24	TILX058189	SHINTECH INC	1	901	March-94
25	TILX058190	SHINTECH INC	1	901	March-94
26	TILX058191	SHINTECH INC	1	901	March-94
27	TILX058192	SHINTECH INC	1	901	March-94
28	TILX058193	SHINTECH INC	1	901	March-94
29	TILX058194	SHINTECH INC	1	901	March-94
30	TILX058195	SHINTECH INC	1	901	March-94
31	TILX058196	SHINTECH INC	1	901	March-94
32	TILX058198	SHINTECH INC	1	901	March-94
33	TILX058199	SHINTECH INC	1	901	March-94
34	TILX058201	SHINTECH INC	1	901	March-94
35	TILX058202	SHINTECH INC	1	901	March-94
36	TILX058203	SHINTECH INC	1	901	March-94
37	TILX058204	SHINTECH INC	1	901	March-94
38	TILX058205	SHINTECH INC	1	901	March-94
39	TILX058206	SHINTECH INC	1	901	March-94
40	TILX058207	SHINTECH INC	1	901	March-94
41	TILX058208	SHINTECH INC	1	901	March-94
42	TILX058209	SHINTECH INC	1	901	March-94
43	TILX058022	SHINTECH INC	2	901	December-88
44	TIMX001021	SHINTECH INC	2	901	May-96
45	TILX058024	SOUTHWEST RAIL INDUSTRIES INC	9	901	December-88
46	TILX005403	SUNOCO INC R M	2	901	April-96
47	TIMX005138	TATE & LYLE INGREDIENTS AMERICAS INC	7	901	November-06
48	TILX006200	TOTAL PETROCHEMICALS USA INC	2	901	August-85
49	TILX006218	TOTAL PETROCHEMICALS USA INC	2	901	September-86
50	TILX058013	TOTAL PETROCHEMICALS USA INC	2	901	December-88
51	TILX058014	TOTAL PETROCHEMICALS USA INC	2	901	December-88
52	TILX058015	TOTAL PETROCHEMICALS USA INC	2	901	December-88
53	TILX058230	TOTAL PETROCHEMICALS USA INC	2	901	March-94
54	TILX058244	TOTAL PETROCHEMICALS USA INC	2	901	March-94
55	TILX058245	TOTAL PETROCHEMICALS USA INC	2	901	March-94
56	TILX058246	TOTAL PETROCHEMICALS USA INC	2	901	March-94

Exhibit B
Equipment for Substitution - Pool C

<u>ID</u>	<u>Lessee Number</u>	<u>Lessee Name</u>	<u>Rider</u>	<u>Units</u>
1	3321	CONOCO PHILLIPS CO	10	8
2	4720	FORMOSA PLASTICS CORP USA	9	1
3	8458	OXYVINYLS LP	7	1
4	9451	RIO GRANDE CHEMICAL SALES	2	10
5	10079	SHINTECH INC	1	22
6	10079	SHINTECH INC	2	2
7	10322	SOUTHWEST RAIL INDUSTRIES INC	9	1
8	10624	SUNOCO INC R M	2	1
9	1057	TATE & LYLE INGREDIENTS AMERICAS INC	7	1
10	1866	TOTAL PETROCHEMICALS USA INC	2	9