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LAW OFFICES OF RICHARD A. FOGEL, PLLC

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

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,

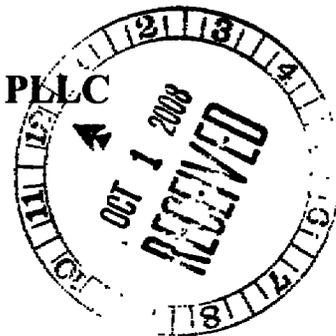
Richard A. Fogel

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 LEASES

This Memorandum of Leases (this "Memorandum") is made and executed as of September 24, 2008, by Trinity Industries Leasing Company, a Delaware corporation (the "Lessor"), with reference to the following:

1. Lessor is the owner of certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto (the "Equipment") and has leased the Equipment to certain lessees pursuant to the leases identified by the lessee numbers and rider numbers as listed on Exhibit B attached hereto (the "Leases").
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. 11301(a) and the Registrar General of Canada.

IN WITNESS WHEREOF, the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

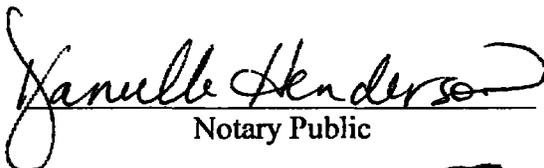
TRINITY INDUSTRIES LEASING COMPANY

By: 
 Name: Eric Marchetto
 Title: Vice President

STATE OF TEXAS)
)
 COUNTY OF DALLAS) SS:

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/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

My Commission Expires: 6/9/2012


 Notary Public



**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 |