

RECORDATION NO. 23868-J FILED

SEP 22 '03 5-53 PM

SURFACE TRANSPORTATION BOARD [C]-6

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.

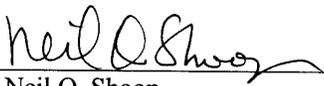
This Partial Release may be executed in any number of counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

WITNESS the due execution hereof with the intent to be legally bound hereby the 10th day of September, 2003.

TRINITY INDUSTRIES LEASING
COMPANY

TRINITY INDUSTRIES, INC.

By: 
Name: Eric Marchetto
Its: Vice President

By: 
Name: Neil O. Shoop
Its: Treasurer

THE BANK OF NEW YORK

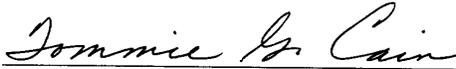
By: 
Name: REMO J. REALE
Its: VICE PRESIDENT

ACKNOWLEDGMENT

STATE OF TEXAS)
)
COUNTY OF DALLAS)

BEFORE ME, a notary public for the State of Texas, personally appeared Eric Marchetto, who upon his oath acknowledged himself to be Vice President of Trinity Industries Leasing Company, a corporation, 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.

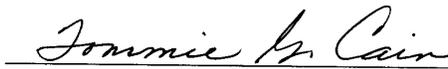
WITNESS MY HAND and official seal this 10th day of September, 2003.


Notary Public, State of Texas

STATE OF TEXAS)
)
COUNTY OF DALLAS)

BEFORE ME, a notary public for the State of Texas, personally appeared Neil O. Shoop, who upon his oath acknowledged himself to be the Treasurer of Trinity Industries, Inc., a corporation, 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 10th day of September, 2003.


Notary Public, State of Texas

Tommie G. Cain
Notary Public, State of Texas
My Commission Expires 5-13-2007

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

BEFORE ME, a notary public for the State of New York, personally appeared
REMO J. REALE, 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 ____ day of September, 2003.



Notary Public, State of New York

Commission Expires: _____

WILLIAM J. CASSELLS
Notary Public, State of New York
No. 01CA5027729
Qualified in Bronx County
Commission Expires May 18, 2006

TRINITY INDUSTRIES LEAS
EQUIPMENT TRUST CERTIFICATE 12
AS OF SEPTEMBER

Pool C

Equipment to be removed

<u>ID</u>	<u>Asset Mark</u>	<u>LesseeName</u>	<u>Rider</u>	<u>EqNumber</u>	<u>Mfg Date</u>	<u>FMV</u>
1	NKCR001262	BNSF	9	12	4/30/2001	118,057.47
2	NKCR001263	BNSF	9	12	4/30/2001	118,057.47
3	NKCR001264	BNSF	9	12	4/30/2001	118,057.47
4	NKCR001265	BNSF	9	12	5/31/2001	118,488.33
5	NKCR001266	BNSF	9	12	5/31/2001	118,488.33
6	NKCR001267	BNSF	9	12	5/31/2001	118,488.33
7	NKCR001268	BNSF	9	12	5/31/2001	118,488.33
8	NKCR001269	BNSF	9	12	6/29/2001	118,919.20
9	NKCR001270	BNSF	9	12	6/29/2001	118,919.20
10	NKCR001271	BNSF	9	12	6/29/2001	118,919.20
11	NKCR001272	BNSF	9	12	6/29/2001	118,919.20
12	NKCR001273	BNSF	9	12	6/29/2001	118,919.20

1,422,721.73

TRINITY INDUST
EQUIPMENT TRUST CERTIF
AS OF SE

Pool C

Equipment to be removed

<u>ID</u>	<u>Lessee #</u>	<u>LesseeName</u>	<u>Rider</u>	<u>Units</u>	<u>FMV</u>
1	781	BNSF	9	12	1,422,722
					1,422,722