

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

2777 STEMMONS FREEWAY

SUITE 1040

DALLAS, TEXAS 75207

(214)267-9110

(214)267-9115

RECORDATION NO. 23866-J FILED

MAY 25 '04

**3-07 PM**

May 24, 2004

**SURFACE TRANSPORTATION BOARD**

Secretary  
Surface Transportation Board  
1925 K Street, Room 704  
Washington, D.C. 20036  
Attention: Recordation

RE: Documents for Recordation  
Trinity Industries Leasing Company  
[A] Indenture Trust Supplement No. 6

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 [A] Trust Indenture Supplement No. 6, a primary document, dated as of May 18, 2004, 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 18, 2004, between the Company, Guarantor and the Trustee.
3. Two (2) executed originals of a Memorandum of Leases, a primary document, dated May 18, 2004; and

The enclosed Memorandum of [A] Trust Indenture Supplement No. 6 and Memorandum of Leases referenced in paragraphs 1 and 2, above, relate to the [A] Trust Indenture and Security Agreement dated as of February 15, 2002 and that certain [A] 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. 23866 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 [A] Trust Indenture and Security

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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 [A] Trust Indenture Supplement No. 6 is described in Exhibit A attached hereto. The foregoing railroad equipment consists solely of cars intended for use relating to interstate commerce.

Enclosed is our check in the amount of \$90.00 to cover the recordation fee.

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: Patrick Hurst (w/o encl.)

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# Exhibit A

TRINITY INDUSTRIES LEASING COMPANY  
EQUIPMENT TRUST CERTIFICATE 12 SUBSTITUTION SCHEDULE  
AS OF APRIL 30, 2004

Pool A

Replacement Equipment

| <u>ID</u> | <u>Asset Mark</u> | <u>LesseeName</u>          | <u>Rider</u> | <u>Mfg Date</u> | <u>FMV</u> |
|-----------|-------------------|----------------------------|--------------|-----------------|------------|
| 1         | ATW 113030        | CSX TRANSPORTATION COMPANY | 2            | 8/1/2003        | 31,566.92  |
| 2         | CUOH009003        | TCRP STORAGE               | 1            | 8/1/2003        | 25,295.75  |
| 3         | CUOH009004        | TCRP STORAGE               | 1            | 8/1/2003        | 25,295.75  |
| 4         | CUOH009010        | TCRP STORAGE               | 1            | 8/1/2003        | 25,295.75  |
| 5         | CUOH009022        | TCRP STORAGE               | 1            | 8/1/2003        | 25,295.75  |
| 6         | CUOH009055        | TCRP STORAGE               | 1            | 8/1/2003        | 25,295.75  |
| 7         | CUOH009066        | TCRP STORAGE               | 1            | 8/1/2003        | 25,295.75  |
| 8         | CUOH009067        | TCRP STORAGE               | 1            | 8/1/2003        | 25,295.75  |
| 9         | CUOH009074        | TCRP STORAGE               | 1            | 8/1/2003        | 25,295.75  |
| 10        | CUOH009101        | TCRP STORAGE               | 1            | 8/1/2003        | 25,295.75  |
| 11        | CUOH009102        | TCRP STORAGE               | 1            | 8/1/2003        | 25,295.75  |
| 12        | CUOH009114        | TCRP STORAGE               | 1            | 8/1/2003        | 25,295.75  |
| 13        | CUOH009121        | TCRP STORAGE               | 1            | 8/1/2003        | 25,295.75  |
| 14        | CUOH009129        | TCRP STORAGE               | 1            | 8/1/2003        | 25,295.75  |
| 15        | CUOH009148        | TCRP STORAGE               | 1            | 8/1/2003        | 25,295.75  |
| 16        | CUOH009151        | TCRP STORAGE               | 1            | 8/1/2003        | 25,295.90  |
| 17        | LRWN013002        | LITTLE ROCK & WESTERN RR   | 2            | 8/1/2003        | 31,566.92  |
| 18        | LRWN013006        | LITTLE ROCK & WESTERN RR   | 2            | 8/1/2003        | 31,566.92  |
| 19        | LRWN013009        | LITTLE ROCK & WESTERN RR   | 2            | 8/1/2003        | 31,566.92  |
| 20        | LRWN013010        | LITTLE ROCK & WESTERN RR   | 2            | 8/1/2003        | 31,566.92  |
| 21        | LRWN013011        | LITTLE ROCK & WESTERN RR   | 2            | 8/1/2003        | 31,566.92  |
| 22        | LRWN013012        | LITTLE ROCK & WESTERN RR   | 2            | 8/1/2003        | 31,566.92  |
| 23        | LRWN013013        | LITTLE ROCK & WESTERN RR   | 2            | 8/1/2003        | 31,566.92  |
| 24        | LRWN013014        | LITTLE ROCK & WESTERN RR   | 2            | 8/1/2003        | 31,566.92  |
| 25        | LRWN013015        | LITTLE ROCK & WESTERN RR   | 2            | 8/1/2003        | 31,566.92  |
| 26        | LRWN013016        | LITTLE ROCK & WESTERN RR   | 2            | 8/1/2003        | 31,566.92  |
| 27        | LRWN013017        | LITTLE ROCK & WESTERN RR   | 2            | 8/1/2003        | 31,566.92  |
| 28        | LRWN013018        | LITTLE ROCK & WESTERN RR   | 2            | 8/1/2003        | 31,566.92  |
| 29        | LRWN013020        | LITTLE ROCK & WESTERN RR   | 2            | 8/1/2003        | 31,566.92  |
| 30        | LRWN013022        | LITTLE ROCK & WESTERN RR   | 2            | 8/1/2003        | 31,566.92  |
| 31        | LRWN013026        | LITTLE ROCK & WESTERN RR   | 2            | 8/1/2003        | 31,566.92  |
| 32        | LRWN013029        | LITTLE ROCK & WESTERN RR   | 2            | 8/1/2003        | 31,566.92  |
| 33        | LRWN013032        | LITTLE ROCK & WESTERN RR   | 2            | 8/1/2003        | 31,566.92  |
| 34        | LRWN013033        | LITTLE ROCK & WESTERN RR   | 2            | 8/1/2003        | 31,566.92  |
| 35        | LRWN013034        | LITTLE ROCK & WESTERN RR   | 2            | 8/1/2003        | 31,566.92  |
| 36        | LRWN013036        | LITTLE ROCK & WESTERN RR   | 2            | 8/1/2003        | 31,566.92  |
| 37        | LRWN013039        | LITTLE ROCK & WESTERN RR   | 2            | 8/1/2003        | 31,566.92  |
| 38        | LRWN013040        | LITTLE ROCK & WESTERN RR   | 2            | 8/1/2003        | 31,566.92  |
| 39        | LRWN013041        | LITTLE ROCK & WESTERN RR   | 2            | 8/1/2003        | 31,566.92  |
| 40        | LRWN013042        | LITTLE ROCK & WESTERN RR   | 2            | 8/1/2003        | 31,962.20  |
| 41        | LRWN013045        | LITTLE ROCK & WESTERN RR   | 2            | 8/1/2003        | 31,566.92  |
| 42        | LRWN013046        | LITTLE ROCK & WESTERN RR   | 2            | 8/1/2003        | 31,566.92  |
| 43        | LRWN013049        | LITTLE ROCK & WESTERN RR   | 2            | 8/1/2003        | 31,566.92  |
| 44        | LRWN013053        | LITTLE ROCK & WESTERN RR   | 2            | 8/1/2003        | 31,566.92  |
| 45        | LRWN013055        | LITTLE ROCK & WESTERN RR   | 2            | 8/1/2003        | 31,566.92  |
| 46        | LRWN013056        | LITTLE ROCK & WESTERN RR   | 2            | 8/1/2003        | 31,566.92  |
| 47        | LRWN013059        | LITTLE ROCK & WESTERN RR   | 2            | 8/1/2003        | 31,566.92  |

Pool A

### Replacement Equipment

| <u>ID</u> | <u>Asset Mark</u> | <u>LesseeName</u>               | <u>Rider</u> | <u>Mfg Date</u> | <u>FMV</u> |
|-----------|-------------------|---------------------------------|--------------|-----------------|------------|
| 48        | LRWN013061        | LITTLE ROCK & WESTERN RR        | 2            | 8/1/2003        | 31,566.92  |
| 49        | LRWN013062        | LITTLE ROCK & WESTERN RR        | 2            | 8/1/2003        | 31,566.92  |
| 50        | LRWN013063        | LITTLE ROCK & WESTERN RR        | 2            | 8/1/2003        | 31,566.92  |
| 51        | LRWN013065        | LITTLE ROCK & WESTERN RR        | 2            | 8/1/2003        | 31,566.92  |
| 52        | LRWN013067        | LITTLE ROCK & WESTERN RR        | 2            | 8/1/2003        | 31,566.92  |
| 53        | LRWN013070        | LITTLE ROCK & WESTERN RR        | 2            | 8/1/2003        | 31,566.92  |
| 54        | LRWN013072        | LITTLE ROCK & WESTERN RR        | 2            | 8/1/2003        | 31,566.92  |
| 55        | LRWN013074        | LITTLE ROCK & WESTERN RR        | 2            | 8/1/2003        | 31,566.92  |
| 56        | LRWN013075        | LITTLE ROCK & WESTERN RR        | 2            | 8/1/2003        | 31,566.92  |
| 57        | LRWN013076        | LITTLE ROCK & WESTERN RR        | 2            | 8/1/2003        | 31,566.92  |
| 58        | LRWN013077        | LITTLE ROCK & WESTERN RR        | 2            | 8/1/2003        | 31,566.92  |
| 59        | LRWN013080        | LITTLE ROCK & WESTERN RR        | 2            | 8/1/2003        | 31,566.92  |
| 60        | LRWN013084        | LITTLE ROCK & WESTERN RR        | 2            | 8/1/2003        | 31,566.92  |
| 61        | LRWN013085        | LITTLE ROCK & WESTERN RR        | 2            | 8/1/2003        | 31,566.92  |
| 62        | LRWN013087        | LITTLE ROCK & WESTERN RR        | 2            | 8/1/2003        | 31,566.92  |
| 63        | LRWN013093        | LITTLE ROCK & WESTERN RR        | 2            | 8/1/2003        | 31,566.92  |
| 64        | LRWN013096        | LITTLE ROCK & WESTERN RR        | 2            | 8/1/2003        | 31,566.92  |
| 65        | LRWN013099        | LITTLE ROCK & WESTERN RR        | 2            | 8/1/2003        | 31,566.92  |
| 66        | LRWN019008        | LITTLE ROCK & WESTERN RR        | 4            | 8/1/2003        | 25,295.75  |
| 67        | LRWN019013        | LITTLE ROCK & WESTERN RR        | 4            | 8/1/2003        | 25,295.75  |
| 68        | LRWN019039        | LITTLE ROCK & WESTERN RR        | 4            | 8/1/2003        | 25,295.75  |
| 69        | LRWN019085        | LITTLE ROCK & WESTERN RR        | 4            | 8/1/2003        | 25,295.75  |
| 70        | LRWN019098        | LITTLE ROCK & WESTERN RR        | 4            | 8/1/2003        | 25,295.75  |
| 71        | LRWN019105        | LITTLE ROCK & WESTERN RR        | 4            | 8/1/2003        | 25,295.75  |
| 72        | LRWN019113        | LITTLE ROCK & WESTERN RR        | 4            | 8/1/2003        | 25,295.75  |
| 73        | LRWN019126        | LITTLE ROCK & WESTERN RR        | 4            | 8/1/2003        | 25,295.75  |
| 74        | SM 003003         | TCRP STORAGE                    | 1            | 8/1/2003        | 31,566.92  |
| 75        | SM 003019         | TCRP STORAGE                    | 1            | 8/1/2003        | 31,566.92  |
| 76        | SM 003090         | TRANSPORT CAPITAL RAIL PARTNERS | 2            | 8/1/2003        | 31,046.03  |
| 77        | SM 003095         | TRANSPORT CAPITAL RAIL PARTNERS | 2            | 8/1/2003        | 31,046.03  |
| 78        | SM 004229         | TRANSPORT CAPITAL RAIL PARTNERS | 2            | 8/1/2003        | 35,317.86  |
| 79        | SM 004272         | TRANSPORT CAPITAL RAIL PARTNERS | 2            | 8/1/2003        | 35,317.86  |
| 80        | VR 003050         | TRANSPORT CAPITAL RAIL PARTNERS | 1            | 8/1/2003        | 31,566.92  |
| 81        | TILX515198        | CONAGRA, INC.                   | 7            | 10/23/1996      | 37,016.50  |
| 82        | TILX516237        | CONAGRA, INC.                   | 7            | 11/6/2000       | 42,534.50  |
| 83        | TILX516238        | CONAGRA, INC.                   | 7            | 11/6/2000       | 42,534.50  |
| 84        | TILX301501        | BP AMOCO CHEMICALS              | 1            | 10/27/1998      | 66,223.33  |
| 85        | TILX301502        | BP AMOCO CHEMICALS              | 1            | 10/27/1998      | 66,223.33  |

2,642,504.66

MAY 25 '04

3-07 PM

**SURFACE TRANSPORTATION BOARD**  
**MEMORANDUM OF [A] TRUST INDENTURE SUPPLEMENT NO. 6**

[A]-6

This Memorandum of [A] Trust Indenture Supplement No. 6 (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 [A] 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 [A] 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.

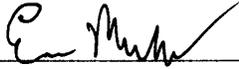
IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Memorandum to be duly executed in its corporate name by its officers, thereunto duly authorized, as of May 18, 2004.

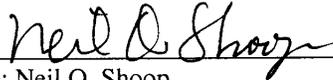
COMPANY:

GUARANTOR:

TRINITY INDUSTRIES LEASING  
COMPANY

TRINITY INDUSTRIES, INC.

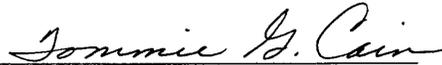
By:   
Name: Eric Marchetto  
Title: Vice President

By:   
Name: Neil O. Shoop  
Title: Treasurer

STATE OF TEXAS            )  
                                  )        SS:  
COUNTY OF DALLAS        )

On this 18th day of May, 2004, 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.

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

  
\_\_\_\_\_  
Notary Public

My Commission Expires: \_\_\_\_\_

STATE OF TEXAS            )  
                                  )        SS:  
COUNTY OF DALLAS        )

On this 18th day of May, 2004, before me personally appeared Neil O. Shoop, to me personally known, who being duly sworn, stated that he is 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.

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

  
\_\_\_\_\_  
Notary Public

My Commission Expires: \_\_\_\_\_

# Exhibit A

TRINITY INDUSTRIES LEASING COMPANY  
EQUIPMENT TRUST CERTIFICATE 12 SUBSTITUTION SCHEDULE  
AS OF APRIL 30, 2004

Pool A

Replacement Equipment

| <u>ID</u> | <u>Asset Mark</u> | <u>LesseeName</u>          | <u>Rider</u> | <u>Mfg Date</u> | <u>FMV</u> |
|-----------|-------------------|----------------------------|--------------|-----------------|------------|
| 1         | ATW 113030        | CSX TRANSPORTATION COMPANY | 2            | 8/1/2003        | 31,566.92  |
| 2         | CUOH009003        | TCRP STORAGE               | 1            | 8/1/2003        | 25,295.75  |
| 3         | CUOH009004        | TCRP STORAGE               | 1            | 8/1/2003        | 25,295.75  |
| 4         | CUOH009010        | TCRP STORAGE               | 1            | 8/1/2003        | 25,295.75  |
| 5         | CUOH009022        | TCRP STORAGE               | 1            | 8/1/2003        | 25,295.75  |
| 6         | CUOH009055        | TCRP STORAGE               | 1            | 8/1/2003        | 25,295.75  |
| 7         | CUOH009066        | TCRP STORAGE               | 1            | 8/1/2003        | 25,295.75  |
| 8         | CUOH009067        | TCRP STORAGE               | 1            | 8/1/2003        | 25,295.75  |
| 9         | CUOH009074        | TCRP STORAGE               | 1            | 8/1/2003        | 25,295.75  |
| 10        | CUOH009101        | TCRP STORAGE               | 1            | 8/1/2003        | 25,295.75  |
| 11        | CUOH009102        | TCRP STORAGE               | 1            | 8/1/2003        | 25,295.75  |
| 12        | CUOH009114        | TCRP STORAGE               | 1            | 8/1/2003        | 25,295.75  |
| 13        | CUOH009121        | TCRP STORAGE               | 1            | 8/1/2003        | 25,295.75  |
| 14        | CUOH009129        | TCRP STORAGE               | 1            | 8/1/2003        | 25,295.75  |
| 15        | CUOH009148        | TCRP STORAGE               | 1            | 8/1/2003        | 25,295.75  |
| 16        | CUOH009151        | TCRP STORAGE               | 1            | 8/1/2003        | 25,295.90  |
| 17        | LRWN013002        | LITTLE ROCK & WESTERN RR   | 2            | 8/1/2003        | 31,566.92  |
| 18        | LRWN013006        | LITTLE ROCK & WESTERN RR   | 2            | 8/1/2003        | 31,566.92  |
| 19        | LRWN013009        | LITTLE ROCK & WESTERN RR   | 2            | 8/1/2003        | 31,566.92  |
| 20        | LRWN013010        | LITTLE ROCK & WESTERN RR   | 2            | 8/1/2003        | 31,566.92  |
| 21        | LRWN013011        | LITTLE ROCK & WESTERN RR   | 2            | 8/1/2003        | 31,566.92  |
| 22        | LRWN013012        | LITTLE ROCK & WESTERN RR   | 2            | 8/1/2003        | 31,566.92  |
| 23        | LRWN013013        | LITTLE ROCK & WESTERN RR   | 2            | 8/1/2003        | 31,566.92  |
| 24        | LRWN013014        | LITTLE ROCK & WESTERN RR   | 2            | 8/1/2003        | 31,566.92  |
| 25        | LRWN013015        | LITTLE ROCK & WESTERN RR   | 2            | 8/1/2003        | 31,566.92  |
| 26        | LRWN013016        | LITTLE ROCK & WESTERN RR   | 2            | 8/1/2003        | 31,566.92  |
| 27        | LRWN013017        | LITTLE ROCK & WESTERN RR   | 2            | 8/1/2003        | 31,566.92  |
| 28        | LRWN013018        | LITTLE ROCK & WESTERN RR   | 2            | 8/1/2003        | 31,566.92  |
| 29        | LRWN013020        | LITTLE ROCK & WESTERN RR   | 2            | 8/1/2003        | 31,566.92  |
| 30        | LRWN013022        | LITTLE ROCK & WESTERN RR   | 2            | 8/1/2003        | 31,566.92  |
| 31        | LRWN013026        | LITTLE ROCK & WESTERN RR   | 2            | 8/1/2003        | 31,566.92  |
| 32        | LRWN013029        | LITTLE ROCK & WESTERN RR   | 2            | 8/1/2003        | 31,566.92  |
| 33        | LRWN013032        | LITTLE ROCK & WESTERN RR   | 2            | 8/1/2003        | 31,566.92  |
| 34        | LRWN013033        | LITTLE ROCK & WESTERN RR   | 2            | 8/1/2003        | 31,566.92  |
| 35        | LRWN013034        | LITTLE ROCK & WESTERN RR   | 2            | 8/1/2003        | 31,566.92  |
| 36        | LRWN013036        | LITTLE ROCK & WESTERN RR   | 2            | 8/1/2003        | 31,566.92  |
| 37        | LRWN013039        | LITTLE ROCK & WESTERN RR   | 2            | 8/1/2003        | 31,566.92  |
| 38        | LRWN013040        | LITTLE ROCK & WESTERN RR   | 2            | 8/1/2003        | 31,566.92  |
| 39        | LRWN013041        | LITTLE ROCK & WESTERN RR   | 2            | 8/1/2003        | 31,566.92  |
| 40        | LRWN013042        | LITTLE ROCK & WESTERN RR   | 2            | 8/1/2003        | 31,962.20  |
| 41        | LRWN013045        | LITTLE ROCK & WESTERN RR   | 2            | 8/1/2003        | 31,566.92  |
| 42        | LRWN013046        | LITTLE ROCK & WESTERN RR   | 2            | 8/1/2003        | 31,566.92  |
| 43        | LRWN013049        | LITTLE ROCK & WESTERN RR   | 2            | 8/1/2003        | 31,566.92  |
| 44        | LRWN013053        | LITTLE ROCK & WESTERN RR   | 2            | 8/1/2003        | 31,566.92  |
| 45        | LRWN013055        | LITTLE ROCK & WESTERN RR   | 2            | 8/1/2003        | 31,566.92  |
| 46        | LRWN013056        | LITTLE ROCK & WESTERN RR   | 2            | 8/1/2003        | 31,566.92  |
| 47        | LRWN013059        | LITTLE ROCK & WESTERN RR   | 2            | 8/1/2003        | 31,566.92  |

Pool A

**Replacement Equipment**

| <u>ID</u> | <u>Asset Mark</u> | <u>LesseeName</u>               | <u>Rider</u> | <u>Mfg Date</u> | <u>FMV</u> |
|-----------|-------------------|---------------------------------|--------------|-----------------|------------|
| 48        | LRWN013061        | LITTLE ROCK & WESTERN RR        | 2            | 8/1/2003        | 31,566.92  |
| 49        | LRWN013062        | LITTLE ROCK & WESTERN RR        | 2            | 8/1/2003        | 31,566.92  |
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| 51        | LRWN013065        | LITTLE ROCK & WESTERN RR        | 2            | 8/1/2003        | 31,566.92  |
| 52        | LRWN013067        | LITTLE ROCK & WESTERN RR        | 2            | 8/1/2003        | 31,566.92  |
| 53        | LRWN013070        | LITTLE ROCK & WESTERN RR        | 2            | 8/1/2003        | 31,566.92  |
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| 56        | LRWN013075        | LITTLE ROCK & WESTERN RR        | 2            | 8/1/2003        | 31,566.92  |
| 57        | LRWN013076        | LITTLE ROCK & WESTERN RR        | 2            | 8/1/2003        | 31,566.92  |
| 58        | LRWN013077        | LITTLE ROCK & WESTERN RR        | 2            | 8/1/2003        | 31,566.92  |
| 59        | LRWN013080        | LITTLE ROCK & WESTERN RR        | 2            | 8/1/2003        | 31,566.92  |
| 60        | LRWN013084        | LITTLE ROCK & WESTERN RR        | 2            | 8/1/2003        | 31,566.92  |
| 61        | LRWN013085        | LITTLE ROCK & WESTERN RR        | 2            | 8/1/2003        | 31,566.92  |
| 62        | LRWN013087        | LITTLE ROCK & WESTERN RR        | 2            | 8/1/2003        | 31,566.92  |
| 63        | LRWN013093        | LITTLE ROCK & WESTERN RR        | 2            | 8/1/2003        | 31,566.92  |
| 64        | LRWN013096        | LITTLE ROCK & WESTERN RR        | 2            | 8/1/2003        | 31,566.92  |
| 65        | LRWN013099        | LITTLE ROCK & WESTERN RR        | 2            | 8/1/2003        | 31,566.92  |
| 66        | LRWN019008        | LITTLE ROCK & WESTERN RR        | 4            | 8/1/2003        | 25,295.75  |
| 67        | LRWN019013        | LITTLE ROCK & WESTERN RR        | 4            | 8/1/2003        | 25,295.75  |
| 68        | LRWN019039        | LITTLE ROCK & WESTERN RR        | 4            | 8/1/2003        | 25,295.75  |
| 69        | LRWN019085        | LITTLE ROCK & WESTERN RR        | 4            | 8/1/2003        | 25,295.75  |
| 70        | LRWN019098        | LITTLE ROCK & WESTERN RR        | 4            | 8/1/2003        | 25,295.75  |
| 71        | LRWN019105        | LITTLE ROCK & WESTERN RR        | 4            | 8/1/2003        | 25,295.75  |
| 72        | LRWN019113        | LITTLE ROCK & WESTERN RR        | 4            | 8/1/2003        | 25,295.75  |
| 73        | LRWN019126        | LITTLE ROCK & WESTERN RR        | 4            | 8/1/2003        | 25,295.75  |
| 74        | SM 003003         | TCRP STORAGE                    | 1            | 8/1/2003        | 31,566.92  |
| 75        | SM 003019         | TCRP STORAGE                    | 1            | 8/1/2003        | 31,566.92  |
| 76        | SM 003090         | TRANSPORT CAPITAL RAIL PARTNERS | 2            | 8/1/2003        | 31,046.03  |
| 77        | SM 003095         | TRANSPORT CAPITAL RAIL PARTNERS | 2            | 8/1/2003        | 31,046.03  |
| 78        | SM 004229         | TRANSPORT CAPITAL RAIL PARTNERS | 2            | 8/1/2003        | 35,317.86  |
| 79        | SM 004272         | TRANSPORT CAPITAL RAIL PARTNERS | 2            | 8/1/2003        | 35,317.86  |
| 80        | VR 003050         | TRANSPORT CAPITAL RAIL PARTNERS | 1            | 8/1/2003        | 31,566.92  |
| 81        | TILX515198        | CONAGRA, INC.                   | 7            | 10/23/1996      | 37,016.50  |
| 82        | TILX516237        | CONAGRA, INC.                   | 7            | 11/6/2000       | 42,534.50  |
| 83        | TILX516238        | CONAGRA, INC.                   | 7            | 11/6/2000       | 42,534.50  |
| 84        | TILX301501        | BP AMOCO CHEMICALS              | 1            | 10/27/1998      | 66,223.33  |
| 85        | TILX301502        | BP AMOCO CHEMICALS              | 1            | 10/27/1998      | 66,223.33  |

2,642,504.66

# Exhibit B

TRINITY INDUSTRIES LEASING COMPANY  
EQUIPMENT TRUST CERTIFICATE 12 SUBSTITUTION SCHEDULE  
AS OF APRIL 30, 2004

Pool A

Replacement Equipment

| <u>ID</u> | <u>Lessee #</u> | <u>LesseeName</u>               | <u>Rider</u> | <u>Units</u> | <u>FMV</u> |
|-----------|-----------------|---------------------------------|--------------|--------------|------------|
| 1         | 212             | BP AMOCO CHEMICALS              | 1            | 2            | 132,447    |
| 2         | 991             | CONAGRA, INC.                   | 7            | 3            | 122,086    |
| 3         | 4270            | CSX TRANSPORTATION COMPANY      | 2            | 1            | 31,567     |
| 4         | 43408           | LITTLE ROCK & WESTERN RR        | 2            | 49           | 1,547,175  |
| 5         | 43408           | LITTLE ROCK & WESTERN RR        | 4            | 8            | 202,366    |
| 6         | 9994            | TCRP STORAGE                    | 1            | 17           | 442,570    |
| 7         | 8553            | TRANSPORT CAPITAL RAIL PARTNERS | 1            | 1            | 31,567     |
| 8         | 8553            | TRANSPORT CAPITAL RAIL PARTNERS | 2            | 4            | 132,728    |
|           |                 |                                 |              |              | 2,642,505  |