

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

2777 STEMMONS FREEWAY

SUITE 1040

DALLAS, TEXAS 75207

(214)267-9110

(214)267-9115

RECORDATION NO. 23866K FILED

MAY 25 '04

**3-35 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

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.)

# 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

**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

RECORDATION NO. 23866-K FILED

MAY 25 '04

3-35 PM

[A]-6

**SURFACE TRANSPORTATION BOARD**  
**PARTIAL RELEASE OF TRUST INDENTURE**

Reference is hereby made to that certain [A] 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 [A] Trust Indenture and Security Agreement and [A] 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. 23866 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 18th day of May, 2004.

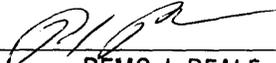
TRINITY INDUSTRIES LEASING  
COMPANY

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

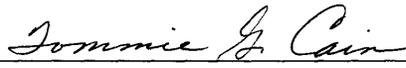
**ACKNOWLEDGMENT**

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 18th day of May, 2004.

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

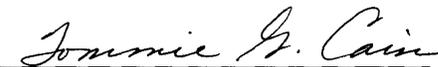
  
Notary Public, State of Texas

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 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 18th day of May, 2004.

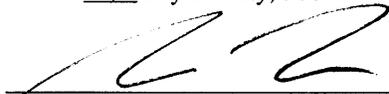
Tommie G. Cain  
Notary Public, State of Texas  
My Commission Expires 5-13-2007

  
Notary Public, State of Texas

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 21 day of May, 2004.

  
\_\_\_\_\_  
Notary Public, State of New York

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

ROBERT HIRSCH  
Notary Public, State of New York  
No. 01HI6076679  
Qualified in Rockland County  
Commission Expires July 1, 2006

# Exhibit A

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

### Pool A

### Equipment to be removed

<u>ID</u>	<u>Asset Mark</u>	<u>LesseeName</u>	<u>Rider</u>	<u>EtcNumber</u>	<u>Mfg Date</u>	<u>FMV</u>
1	SSPX001000	A E STALEY MFG COMPANY	11	12	1/30/1992	41,936.44
2	SSPX001001	A E STALEY MFG COMPANY	11	12	2/10/1992	42,160.30
3	SSPX001002	A E STALEY MFG COMPANY	11	12	1/30/1992	41,936.44
4	SSPX001003	A E STALEY MFG COMPANY	11	12	2/13/1992	42,160.30
5	SSPX001004	A E STALEY MFG COMPANY	11	12	2/5/1992	42,160.30
6	SSPX001005	A E STALEY MFG COMPANY	11	12	1/30/1992	41,936.44
7	SSPX001006	A E STALEY MFG COMPANY	11	12	1/30/1992	41,936.44
8	SSPX001007	A E STALEY MFG COMPANY	11	12	1/30/1992	41,936.44
9	SSPX001008	A E STALEY MFG COMPANY	11	12	1/31/1992	41,936.44
10	SSPX001009	A E STALEY MFG COMPANY	11	12	1/31/1992	41,936.44
11	SSPX001010	A E STALEY MFG COMPANY	11	12	2/5/1992	42,160.30
12	SSPX001011	A E STALEY MFG COMPANY	11	12	1/30/1992	41,936.44
13	SSPX001012	A E STALEY MFG COMPANY	11	12	2/19/1992	42,160.30
14	SSPX001013	A E STALEY MFG COMPANY	11	12	1/31/1992	41,936.44
15	SSPX001014	A E STALEY MFG COMPANY	11	12	1/31/1992	41,936.44
16	SSPX001015	A E STALEY MFG COMPANY	11	12	2/6/1992	42,160.30
17	SSPX001016	A E STALEY MFG COMPANY	11	12	2/10/1992	42,160.30
18	SSPX001017	A E STALEY MFG COMPANY	11	12	2/13/1992	42,160.30
19	SSPX001018	A E STALEY MFG COMPANY	11	12	2/11/1992	42,160.30
20	SSPX001019	A E STALEY MFG COMPANY	11	12	2/11/1992	42,160.30
21	SSPX001020	A E STALEY MFG COMPANY	11	12	2/11/1992	42,160.30
22	SSPX001021	A E STALEY MFG COMPANY	11	12	2/11/1992	42,160.30
23	SSPX001022	A E STALEY MFG COMPANY	11	12	2/12/1992	42,160.30
24	SSPX001023	A E STALEY MFG COMPANY	11	12	2/18/1992	42,160.30
25	SSPX001024	A E STALEY MFG COMPANY	11	12	2/13/1992	42,160.30
26	TILX005004	ADM TRANSPORTATION CO.	29	12	3/31/1988	26,627.20
27	TILX005231	A E STALEY MFG COMPANY	12	12	2/28/1994	48,250.30
28	TILX005232	A E STALEY MFG COMPANY	12	12	2/22/1994	48,250.30
29	TILX005233	A E STALEY MFG COMPANY	12	12	2/28/1994	48,250.30
30	TILX005234	A E STALEY MFG COMPANY	12	12	2/28/1994	48,250.30
31	TILX005235	A E STALEY MFG COMPANY	12	12	2/28/1994	48,250.30
32	TILX005236	A E STALEY MFG COMPANY	12	12	2/28/1994	48,250.30
33	TILX005237	A E STALEY MFG COMPANY	12	12	2/28/1994	48,250.30
34	TILX005238	A E STALEY MFG COMPANY	12	12	2/28/1994	48,250.30
35	TILX005239	A E STALEY MFG COMPANY	12	12	2/28/1994	48,250.30
36	TILX005240	A E STALEY MFG COMPANY	12	12	2/28/1994	48,250.30
37	TILX005241	A E STALEY MFG COMPANY	12	12	2/22/1994	48,250.30
38	TILX005242	A E STALEY MFG COMPANY	12	12	2/22/1994	48,250.30
39	TILX005244	A E STALEY MFG COMPANY	12	12	3/31/1994	48,477.54
40	TILX005246	A E STALEY MFG COMPANY	12	12	2/22/1994	48,250.30
41	TILX005248	A E STALEY MFG COMPANY	12	12	2/28/1994	48,250.30
42	TILX005249	A E STALEY MFG COMPANY	12	12	2/28/1994	48,250.30
43	TILX005250	A E STALEY MFG COMPANY	12	12	2/28/1994	48,250.30
44	TILX005251	A E STALEY MFG COMPANY	12	12	2/28/1994	48,250.30
45	TILX005252	A E STALEY MFG COMPANY	12	12	2/28/1994	48,250.30
46	TILX005254	A E STALEY MFG COMPANY	12	12	3/24/1994	48,477.54
47	TILX005255	A E STALEY MFG COMPANY	12	12	2/22/1994	48,250.30

**Equipment to be removed**

<u>ID</u>	<u>Asset Mark</u>	<u>LesseeName</u>	<u>Rider</u>	<u>EtcNumber</u>	<u>Mfg Date</u>	<u>FMV</u>
48	TILX005256	A E STALEY MFG COMPANY	12	12	2/22/1994	48,250.30
49	TILX005258	A E STALEY MFG COMPANY	12	12	2/22/1994	48,250.30
50	TILX005259	A E STALEY MFG COMPANY	12	12	2/22/1994	48,250.30
51	TILX005260	A E STALEY MFG COMPANY	12	12	2/22/1994	48,250.30
52	TILX005269	A E STALEY MFG COMPANY	12	12	3/24/1994	48,477.54
53	TILX005371	ADM TRANSPORTATION CO.	29	12	12/31/1995	53,357.70
54	TILX005372	ADM TRANSPORTATION CO.	29	12	12/31/1995	53,357.70
55	TILX005373	ADM TRANSPORTATION CO.	29	12	12/31/1995	53,357.70
56	TILX005375	ADM TRANSPORTATION CO.	29	12	12/31/1995	53,357.70
57	TIMX056001	MENNEL MILLING	1	12	6/28/2001	53,609.50

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2,600,625.88

# Exhibit B

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

Pool A

Equipment to be removed

<u>ID</u>	<u>Lessee #</u>	<u>LesseeName</u>	<u>Rider</u>	<u>Units</u>	<u>FMV</u>
1	1090	ADM TRANSPORTATION CO.	29	5	240,058
2	104	A E STALEY MFG COMPANY	11	25	1,051,769
3	104	A E STALEY MFG COMPANY	12	26	1,255,189
4	4918	MENNEL MILLING	1	1	53,610
					<hr/> 2,600,626