

LAW OFFICES OF RICHARD A. FOGEL, PLLC

2777 STEMMONS FREEWAY

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DALLAS, TEXAS 75207

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RECORDATION NO. 23865-N FILED

May 24, 2004

MAY 25 '04

3-40 PM

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

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

RECORDATION NO. 23865-N FILED

MAY 25 '04

3-40 PM

SURFACE TRANSPORTATION BOARD
MEMORANDUM OF LEASES

[A]-6

This Memorandum of Leases (this "Memorandum") is made and executed as of May 18, 2004, 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: *Eric Marchetto*
Name: Eric Marchetto
Title: Vice President

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
My Commission Expires: _____

Tommie G. Cain
Notary Public



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>
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46	LRWN013056	LITTLE ROCK & WESTERN RR	2	8/1/2003	31,566.92
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Pool A

Replacement Equipment

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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
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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