

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

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DALLAS, TEXAS 75207  
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May 24, 2004

RECORDATION NO. 23867-K FILED

MAY 25 '04

**3-51 PM**

**SURFACE TRANSPORTATION BOARD**

Secretary  
Surface Transportation Board  
1925 K Street, Room 704  
Washington, D.C. 20046  
Attention: Recordation

RE: Documents for Recordation  
Trinity Industries Leasing Company  
[B] 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 [B] 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 [B] Trust Indenture Supplement No. 6 and Memorandum of Leases referenced in paragraphs 1 and 2, above, relate to the [B] Trust Indenture and Security Agreement dated as of February 15, 2002 and that certain [B] 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. 23867 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 [B] 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 [B] 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 B**

**Replacement Equipment**

<u>Asset Mark</u>	<u>LesseeName</u>	<u>Rider</u>	<u>Mfg Date</u>	<u>FMV</u>
NKCR065601	FERROCARRIL MEXICANO	5	2/22/2000	66,534.00
NKCR065605	FERROCARRIL MEXICANO	5	2/22/2000	66,534.00
NKCR065606	FERROCARRIL MEXICANO	5	2/22/2000	66,534.00
NKCR065607	FERROCARRIL MEXICANO	5	2/22/2000	66,534.00
NKCR065611	FERROCARRIL MEXICANO	5	2/22/2000	66,534.00
NKCR065614	FERROCARRIL MEXICANO	5	2/22/2000	66,534.00
NKCR065615	FERROCARRIL MEXICANO	5	2/22/2000	66,534.00
NKCR065616	FERROCARRIL MEXICANO	5	2/22/2000	66,534.00
NKCR065617	FERROCARRIL MEXICANO	5	2/22/2000	66,534.00
NKCR065622	FERROCARRIL MEXICANO	5	2/22/2000	66,534.00
NKCR065623	FERROCARRIL MEXICANO	5	2/22/2000	66,534.00
NKCR065625	FERROCARRIL MEXICANO	5	2/22/2000	66,534.00
NKCR065626	FERROCARRIL MEXICANO	5	2/22/2000	66,534.00
NKCR065627	FERROCARRIL MEXICANO	5	2/22/2000	66,534.00
NKCR065629	FERROCARRIL MEXICANO	5	2/22/2000	66,534.00
NKCR065630	FERROCARRIL MEXICANO	5	2/22/2000	66,534.00
NKCR065730	FERROCARRIL MEXICANO	5	6/30/2000	59,883.95
NKCR065753	FERROCARRIL MEXICANO	5	6/30/2000	59,883.95
NKCR065755	FERROCARRIL MEXICANO	5	6/30/2000	59,883.95
NKCR065758	FERROCARRIL MEXICANO	5	6/30/2000	59,883.95
NKCR065771	FERROCARRIL MEXICANO	5	6/30/2000	59,883.95
NKCR065782	FERROCARRIL MEXICANO	5	6/30/2000	59,883.95
NKCR065786	FERROCARRIL MEXICANO	5	6/30/2000	59,883.95
NKCR065787	FERROCARRIL MEXICANO	5	6/30/2000	59,883.95
NKCR065792	FERROCARRIL MEXICANO	5	6/30/2000	59,883.95
NKCR065809	FERROCARRIL MEXICANO	5	6/30/2000	59,883.95
NKCR065815	FERROCARRIL MEXICANO	5	6/30/2000	59,883.95
NKCR065817	FERROCARRIL MEXICANO	5	6/30/2000	59,883.95
NKCR065818	FERROCARRIL MEXICANO	5	6/30/2000	59,883.95
NKCR065822	FERROCARRIL MEXICANO	5	6/30/2000	59,883.95
NKCR003168	MERIDIAN AGGREGATE CO.	1	1/21/1998	37,344.00
NKCR003169	MERIDIAN AGGREGATE CO.	1	1/21/1998	37,344.00
NKCR003178	MERIDIAN AGGREGATE CO.	1	1/21/1998	37,344.00
NKCR003179	MERIDIAN AGGREGATE CO.	1	1/21/1998	37,344.00
NKCR003180	MERIDIAN AGGREGATE CO.	1	1/21/1998	37,344.00
NKCR003182	MERIDIAN AGGREGATE CO.	1	1/21/1998	37,344.00
NKCR003186	MERIDIAN AGGREGATE CO.	1	1/21/1998	37,344.00
NKCR003192	MERIDIAN AGGREGATE CO.	1	12/15/1997	37,056.00
TIMX002573	PROCTER & GAMBLE COMPANY	9	12/29/1988	12,853.50
TIMX002583	PROCTER & GAMBLE COMPANY	9	12/29/1988	12,853.50
TIMX002587	PROCTER & GAMBLE COMPANY	9	12/29/1988	12,853.50
TIMX002588	PROCTER & GAMBLE COMPANY	9	12/29/1988	13,769.48
TIMX012113	PROCTER & GAMBLE COMPANY	9	12/29/1988	12,853.50
TIMX012115	PROCTER & GAMBLE COMPANY	9	12/29/1988	12,853.50
TIMX012117	PROCTER & GAMBLE COMPANY	9	12/29/1988	12,853.50

2,292,273.78

Pool A

RECORDATION NO. 23867-K FILED

MAY 25 '04

3-51 PM

[B]-6

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

Reference is hereby made to that certain [B] 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 [B] Trust Indenture and Security Agreement and [B] 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. 23867 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

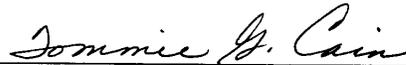
By:   
Name: REMO J. REALE  
Its: VICE PRESIDENT

**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.

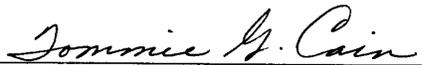
  
Notary Public, State of Texas

STATE OF TEXAS                    )  
  )  
COUNTY OF DALLAS                )

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

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 18th day of May, 2004.

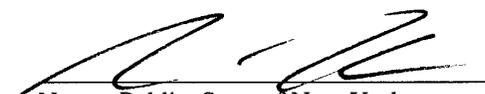
  
Notary Public, State of Texas

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 21 day of May, 2004.

  
Notary Public, State of New York

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

**ROBERT HIRSCH**  
Notary Public, State of New York  
No. 01H16076679  
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 B

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	NKCR020001	BNSF	5	12	9/8/1999	61,593.00
2	NKCR020002	BNSF	5	12	9/8/1999	61,593.00
3	NKCR020003	BNSF	5	12	9/8/1999	61,593.00
4	NKCR020004	BNSF	5	12	8/31/1999	61,372.50
5	NKCR020005	BNSF	5	12	9/8/1999	61,593.00
6	NKCR020006	BNSF	5	12	9/8/1999	61,593.00
7	NKCR020007	BNSF	5	12	9/8/1999	61,593.00
8	NKCR020008	BNSF	5	12	9/8/1999	61,593.00
9	NKCR020009	BNSF	5	12	9/8/1999	61,593.00
10	NKCR020010	BNSF	5	12	9/8/1999	61,593.00
11	NKCR020011	BNSF	5	12	8/31/1999	61,372.50
12	NKCR020012	BNSF	5	12	8/31/1999	61,372.50
13	NKCR020013	BNSF	5	12	8/31/1999	61,372.50
14	NKCR020014	BNSF	5	12	9/8/1999	61,593.00
15	NKCR020015	BNSF	5	12	9/8/1999	61,593.00
16	NKCR020016	BNSF	5	12	9/8/1999	61,593.00
17	NKCR020017	BNSF	5	12	9/8/1999	61,593.00
18	NKCR020018	BNSF	5	12	9/8/1999	61,593.00
19	NKCR020019	BNSF	5	12	9/8/1999	61,593.00
20	NKCR020020	BNSF	5	12	8/31/1999	61,372.50
21	NKCR020021	BNSF	5	12	9/8/1999	61,593.00
22	NKCR020022	BNSF	5	12	9/8/1999	61,593.00
23	NKCR020023	BNSF	5	12	9/8/1999	61,593.00
24	NKCR020024	BNSF	5	12	9/8/1999	61,593.00
25	NKCR020025	BNSF	5	12	9/8/1999	61,593.00
26	NKCR020026	BNSF	5	12	9/8/1999	61,593.00
27	NKCR020027	BNSF	5	12	9/8/1999	61,593.00
28	NKCR020028	BNSF	5	12	9/8/1999	61,593.00
29	NKCR020029	BNSF	5	12	9/8/1999	61,593.00
30	NKCR020030	BNSF	5	12	8/31/1999	61,372.50
31	NKCR020031	BNSF	5	12	9/8/1999	61,593.00
32	NKCR020032	BNSF	5	12	9/8/1999	61,593.00
33	NKCR020033	BNSF	5	12	9/8/1999	61,593.00
34	NKCR020034	BNSF	5	12	9/8/1999	61,593.00
35	NKCR020035	BNSF	5	12	9/8/1999	61,593.00
36	NKCR020036	BNSF	5	12	9/8/1999	61,593.00
37	NKCR020037	BNSF	5	12	9/8/1999	61,593.00

2,277,618.00

Pool A

# Exhibit B

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

Pool B

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	5	37	2,277,618
					<hr/> 2,277,618