LAW OFFICES OF RICHARD A. FOGEL, PLLC

2777 STEMMONS FREEWAY
SUITE 1040
DALLAS, TEXAS 75207
(214)267-9110
(214)267-9115

RECORDATION NO. 23868-K FILED

MAY 25 '04 4-02 PM

SURFACE TRANSPORTATION BOARD

May 24, 2004

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

RE: Documents for Recordation
Trinity Industries Leasing Company
[C] Indenture Trust Supplement No. 7

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 [C] Trust Indenture Supplement No. 7, 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 [C] Trust Indenture Supplement No. 7 and Memorandum of Leases referenced in paragraphs 1 and 2, above, relate to the [C] Trust Indenture and Security Agreement dated as of February 15, 2002 and that certain [C] 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. 23868 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 [C] 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 [C] Trust Indenture Supplement No. 7 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,

R. Fogel

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 C

Replacement Equipment

Asset Mark	LesseeName	Rider	Mfg Date	FMV
NKCR009000	TFM, SA DE CV	3	8/1/2003	25,296.77
NKCR009001	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009002	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009005	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009006	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009007	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009012	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009015	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009018	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009024	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009025	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009028	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009030	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009031	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009033	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009035	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009036	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009038	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009042	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009046	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009048	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009049	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009051	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009052	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009054	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009057	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009059	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009060	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009064	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009068	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009076	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009080	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009084	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009086	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009089	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009091	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009096	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009097	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009099	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009108	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009109	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009110	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009111	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009112	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009117	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009119	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009124	TFM, SA DE CV	3	8/1/2003	25,295.75

Replacement Equipment

Asset Mark	LesseeName	Rider	Mfg Date	FMV
NKCR009127	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009132	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009134	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009135	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009136	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009139	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009142	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009143	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009145	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009149	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR030000	TFM, SA DE CV	3	8/1/2003	30,907.40
NKCR030040	TFM, SA DE CV	3	8/1/2003	30,480.79
NKCR030060	TFM, SA DE CV	3	8/1/2003	30,480.79
NKCR030070	TFM, SA DE CV	3	8/1/2003	30,912.03
NKCR030110	TFM, SA DE CV	3	8/1/2003	30,526.37
NKCR030140	TFM, SA DE CV	3	8/1/2003	30,050.38
NKCR030180	TFM, SA DE CV	3	8/1/2003	30,480.36
NKCR030190	TFM, SA DE CV	3	8/1/2003	30,736.07
NKCR030210	TFM, SA DE CV	3	8/1/2003	30,050.38
NKCR030230	TFM, SA DE CV	3	8/1/2003	30,879.09
NKCR030250	TFM, SA DE CV	3	8/1/2003	30,879.08
NKCR030320	TFM, SA DE CV	3	8/1/2003	30,912.03
NKCR030340	TFM, SA DE CV	3	8/1/2003	30,516.74
NKCR030350	TFM, SA DE CV	3	8/1/2003	30,495.04
NKCR030400	TFM, SA DE CV	3	8/1/2003	30,519.05
NKCR030410	TFM, SA DE CV	3	8/1/2003	30,064.75
NKCR030440	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR030460	TFM, SA DE CV	3	8/1/2003	30,516.74
NKCR030480	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR030490	TFM, SA DE CV	3	8/1/2003	30,480.79
NKCR030500	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR030510	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR030530	TFM, SA DE CV	3	8/1/2003	30,480.79
NKCR030540	TFM, SA DE CV	3	8/1/2003	30,736.07
NKCR030550	TFM, SA DE CV	3	8/1/2003	30,911.92
NKCR030590	TFM, SA DE CV	3	8/1/2003	30,050.38
NKCR030630	TFM, SA DE CV	3	8/1/2003	30,879.08
NKCR030700	TFM, SA DE CV	3	8/1/2003	30,050.38
NKCR030720	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR030730	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR030770	TFM, SA DE CV	3	8/1/2003	30,050.38
NKCR030790	TFM, SA DE CV	3	8/1/2003	30,512.12
NKCR030810	TFM, SA DE CV	3	8/1/2003	30,879.08
NKCR030820	TFM, SA DE CV	3	8/1/2003	30,050.38
NKCR030840	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR030850	TFM, SA DE CV	3	8/1/2003	30,480.79
NKCR030870	TFM, SA DE CV	3	8/1/2003	30,050.38
NKCR030970	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR030980	TFM, SA DE CV	3	8/1/2003	29,494.06
NKCR031020	TFM, SA DE CV	3	8/1/2003	30,050.38
NKCR031040	TFM, SA DE CV	3	8/1/2003	30,879.08
NKCR031050	TFM, SA DE CV	3	8/1/2003	30,926.27
NKCR031060	TFM, SA DE CV	3	8/1/2003	30,516.74
NKCR031120	TFM, SA DE CV	3	8/1/2003	30,912.02

Replacement Equipment

Asset Mark	LesseeName	Rider	Mfg Date	FMV
NKCR031130	TFM, SA DE CV	3	8/1/2003	30,050.38
NKCR031160	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR031190	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR031230	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR031250	TFM, SA DE CV	3	8/1/2003	30,516.74
NKCR031270	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR031280	TFM, SA DE CV	3	8/1/2003	30,512.12
NKCR031340	TFM, SA DE CV	3	8/1/2003	30,736.07
NKCR031350	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR031360	TFM, SA DE CV	3	8/1/2003	30,050.38
NKCR031380	TFM, SA DE CV	3	8/1/2003	30,907.40
NKCR031390	TFM, SA DE CV	3	8/1/2003	30,926.27
NKCR031410	TFM, SA DE CV	3	8/1/2003	30,940.77
NKCR031440	TFM, SA DE CV	3	8/1/2003	30,736.07
NKCR031460	TFM, SA DE CV	3	8/1/2003	30,480.79
NKCR031490	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR031540	TFM, SA DE CV	3	8/1/2003	30,879.08
NKCR031560	TFM, SA DE CV	3	8/1/2003	29,494.06
NKCR031620	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR031640	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR031660	TFM, SA DE CV	3	8/1/2003	30,907.40
NKCR031670	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR031680	TFM, SA DE CV	3	8/1/2003	30,879.08
NKCR031720	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR031730	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR031750	TFM, SA DE CV	3	8/1/2003	30,060.95
NKCR031770	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR031790	TFM, SA DE CV	3	8/1/2003	30,516.74
NKCR031800	TFM, SA DE CV	3	8/1/2003	30,480.79
NKCR031820	TFM, SA DE CV	3	8/1/2003	30,907.40
NKCR031830	TFM, SA DE CV	3	8/1/2003	30,480.36
NKCR031840	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR031850	TFM, SA DE CV	3	8/1/2003	30,512.12
NKCR031860	TFM, SA DE CV	3	8/1/2003	29,494.06
NKCR031870	TFM, SA DE CV	3	8/1/2003	30,516.74
NKCR031880	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR031890	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR031900	TFM, SA DE CV	3	8/1/2003	30,480.79
NKCR031910	TFM, SA DE CV	3	8/1/2003	30,495.04
NKCR031920	TFM, SA DE CV	3	8/1/2003	30,879.08
NKCR031940	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR031950	TFM, SA DE CV	3	8/1/2003	30,050.38
NKCR031990	TFM, SA DE CV	3	8/1/2003	30,050.38
NKCR032010	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR032030	TFM, SA DE CV	3	8/1/2003	29,494.06
NKCR032040	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR032050	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR032110	TFM, SA DE CV	3	8/1/2003	29,494.06
NKCR032120	TFM, SA DE CV	3	8/1/2003	29,494.06
NKCR032130	TFM, SA DE CV	3	8/1/2003	30,480.36
NKCR032140	TFM, SA DE CV	3	8/1/2003	30,480.36
NKCR032200	TFM, SA DE CV	3	8/1/2003	30,893.33
NKCR032220	TFM, SA DE CV	3	8/1/2003	30,907.40
NKCR032260	TFM, SA DE CV	3	8/1/2003	30,912.02

Replacement Equipment

Asset Mark	LesseeName	Rider	Mfg Date	FMV
NKCR032280	TFM, SA DE CV	3	8/1/2003	30,480.79
NKCR032290	TFM, SA DE CV	3	8/1/2003	30,907.40
NKCR032310	TFM, SA DE CV	3	8/1/2003	29,494.06
NKCR032320	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR032330	TFM, SA DE CV	3	8/1/2003	29,494.06
NKCR032340	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR032360	TFM, SA DE CV	3	8/1/2003	30,516.64
NKCR032370	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR032400	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR032410	TFM, SA DE CV	3	8/1/2003	30,512.12
NKCR032420	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR032430	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR032490	TFM, SA DE CV	3	8/1/2003	30,480.36
NKCR032500	TFM, SA DE CV	3	8/1/2003	30,512.12
NKCR032530	TFM, SA DE CV	3	8/1/2003	30,480.36
NKCR032560	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR032570	TFM, SA DE CV	3	8/1/2003	30,480.36
NKCR032590	TFM, SA DE CV	3	8/1/2003	30,879.08
NKCR032620	TFM, SA DE CV	3	8/1/2003	30,516.74
NKCR032700	TFM, SA DE CV	3	8/1/2003	30,480.79
NKCR032720	TFM, SA DE CV	3	8/1/2003	30,064.63
NKCR032740	TFM, SA DE CV	3	8/1/2003	30,050.38
NKCR032750	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR032760	TFM, SA DE CV	3	8/1/2003	30,078.88
NKCR032770	TFM, SA DE CV	3	8/1/2003	30,907.40
NKCR032790	TFM, SA DE CV	3	8/1/2003	30,480.36
NKCR032830	TFM, SA DE CV	3	8/1/2003	30,480.79
NKCR032840	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR032860	TFM, SA DE CV	3	8/1/2003	30,879.08
NKCR032870	TFM, SA DE CV	3	8/1/2003	29,494.06
NKCR032880	TFM, SA DE CV	3	8/1/2003	30,907.40
NKCR032890	TFM, SA DE CV	3	8/1/2003	30,912.03
NKCR032900	TFM, SA DE CV	3	8/1/2003	30,516.74
NKCR032920	TFM, SA DE CV	3	8/1/2003	30,879.08
NKCR032930	TFM, SA DE CV	3	8/1/2003	30,480.79
NKCR032960	TFM, SA DE CV	3	8/1/2003	30,480.36
NKCR032970	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR033020	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR033030	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR033050	TFM, SA DE CV	3	8/1/2003	30,050.38
NKCR033080	TFM, SA DE CV	3	8/1/2003	30,907.40
NKCR034930	TFM, SA DE CV	3	8/1/2003	30,480.79
NKCR034940	TFM, SA DE CV	3	8/1/2003	30,907.40
NKCR034970	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR035020	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR035070	TFM, SA DE CV	3	8/1/2003	30,480.79
NKCR035080	TFM, SA DE CV	3	8/1/2003	29,494.06
NKCR035110	TFM, SA DE CV	3	8/1/2003	30,907.40
NKCR035150	TFM, SA DE CV	3	8/1/2003	29,494.06
NKCR035170	TFM, SA DE CV	3	8/1/2003	30,480.79
NKCR035180	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR035200	TFM, SA DE CV	3	8/1/2003	30,050.38
NKCR035230	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR035240	TFM, SA DE CV	3	8/1/2003	29,494.06

Replacement Equipment

Asset Mark	LesseeName	Rider	Mfg Date	FMV
NKCR035250	TFM, SA DE CV	3	8/1/2003	30,736.07
NKCR035270	TFM, SA DE CV	3	8/1/2003	29,494.06
NKCR035310	TFM, SA DE CV	3	8/1/2003	30,907.40
NKCR035320	TFM, SA DE CV	3	8/1/2003	29,749.77
NKCR035330	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR035340	TFM, SA DE CV	3	8/1/2003	30,545.14
NKCR035410	TFM, SA DE CV	3	8/1/2003	30,050.38
NKCR035470	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR035530	TFM, SA DE CV	3	8/1/2003	30,050.38
NKCR035600	TFM, SA DE CV	3	8/1/2003	29,494.06
NKCR035750	TFM, SA DE CV	3	8/1/2003	30,480.79
NKCR035780	TFM, SA DE CV	3	8/1/2003	29,494.06
NKCR035830	TFM, SA DE CV	3	8/1/2003	30,480.36
NKCR035850	TFM, SA DE CV	3	8/1/2003	30,480.36
NKCR035860	TFM, SA DE CV	3	8/1/2003	30,907.40
NKCR037060	TFM, SA DE CV	3	8/1/2003	30,050.38
NKCR037240	TFM, SA DE CV	3	8/1/2003	30,480.36
NKCR039360	TFM, SA DE CV	3	8/1/2003	30,516.64
NKCR039880	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR039910	TFM, SA DE CV	3	8/1/2003	30,736.07
NKCR040010	TFM, SA DE CV	3	8/1/2003	30,050.38
NKCR040070	TFM, SA DE CV	3	8/1/2003	30,907.40
NKCR040080	TFM, SA DE CV	3	8/1/2003	30,480.79
NKCR040090	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR040120	TFM, SA DE CV	3	8/1/2003	30,480.79
NKCR040130	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR040240	TFM, SA DE CV	3	8/1/2003	30,480.11
SM 003001	TFM, SA DE CV	3	8/1/2003	31,566.92
SM 003004	TFM, SA DE CV	3	8/1/2003	31,566.92
SM 003005	TFM, SA DE CV	3	8/1/2003	31,566.92
SM 003007	TFM, SA DE CV	3	8/1/2003	31,566.92
SM 003008	TFM, SA DE CV	3	8/1/2003	31,533.06
SM 003021	TFM, SA DE CV	3	8/1/2003	31,928.34
SM 003023	TFM, SA DE CV	3	8/1/2003	31,566.92
SM 003025	TFM, SA DE CV	3	8/1/2003	31,046.03
SM 003027	TFM, SA DE CV	3	8/1/2003	31,441.31
SM 003028	TFM, SA DE CV	3	8/1/2003	31,533.06
SM 003031	TFM, SA DE CV	3	8/1/2003	31,566.92
SM 003035	TFM, SA DE CV	3	8/1/2003	31,928.34
SM 003038	TFM, SA DE CV	3	8/1/2003	31,928.34
SM 003043	TFM, SA DE CV	3	8/1/2003	31,441.31
SM 003044	TFM, SA DE CV	3	8/1/2003	31,566.92
SM 003047	TFM, SA DE CV	3	8/1/2003	31,566.92
SM 003048	TFM, SA DE CV	3	8/1/2003	31,441.31
SM 003051	TFM, SA DE CV	3	8/1/2003	31,566.92
SM 003052	TFM, SA DE CV	3	8/1/2003	31,533.06
SM 003054	TFM, SA DE CV	3	8/1/2003	31,928.34
SM 003057	TFM, SA DE CV	3	8/1/2003	31,566.92
SM 003058	TFM, SA DE CV	3	8/1/2003	31,566.92
SM 003060	TFM, SA DE CV	3	8/1/2003	31,928.34
SM 003064	TFM, SA DE CV	3	8/1/2003	31,566.92
SM 003066	TFM, SA DE CV	3	8/1/2003	31,566.92
SM 003068	TFM, SA DE CV	3	8/1/2003	31,566.92
SM 003069	TFM, SA DE CV	3	8/1/2003	31,046.03

Replacement Equipment

Asset Mark	LesseeName	Rider	Mfg Date	FMV
SM 003071	TFM, SA DE CV	3	8/1/2003	31,566.92
SM 003073	TFM, SA DE CV	3	8/1/2003	31,928.34
SM 003078	TFM, SA DE CV	3	8/1/2003	31,566.92
SM 003079	TFM, SA DE CV	3	8/1/2003	31,566.92
SM 003081	TFM, SA DE CV	3	8/1/2003	31,566.92
SM 003082	TFM, SA DE CV	3	8/1/2003	31,566.92
SM 003083	TFM, SA DE CV	3	8/1/2003	31,566.92
SM 003088	TFM, SA DE CV	3	8/1/2003	31,566.92
SM 003089	TFM, SA DE CV	3	8/1/2003	31,928.34
SM 003091	TFM, SA DE CV	3	8/1/2003	31,928.34
SM 003092	TFM, SA DE CV	3	8/1/2003	31,566.92
SM 003094	TFM, SA DE CV	3	8/1/2003	31,928.34
SM 003097	TFM, SA DE CV	3	8/1/2003	31,441.31
SM 003098	TFM, SA DE CV	3	8/1/2003	31,566.92
SM 003100	TFM, SA DE CV	3	8/1/2003	31,046.30
SM 004087	TFM, SA DE CV	3	8/1/2003	37,534.15
SM 004088	TFM, SA DE CV	3	8/1/2003	37,534.15
SM 004089	TFM, SA DE CV	3	8/1/2003	37,534.16
SM 004201	TFM, SA DE CV	3	8/1/2003	35,317.86
SM 004202	TFM, SA DE CV	3	8/1/2003	35,317.86
SM 004203	TFM, SA DE CV	3	8/1/2003	35,713.14
SM 004204	TFM, SA DE CV	3	8/1/2003	35,317.86
SM 004205	TFM, SA DE CV	3	8/1/2003	35,690.69
SM 004206	TFM, SA DE CV	3	8/1/2003	36,159.33
SM 004207	TFM, SA DE CV	3	8/1/2003	36,159.33
SM 004208	TFM, SA DE CV	3	8/1/2003	36,159.33
SM 004209	TFM, SA DE CV	3	8/1/2003	35,713.14
SM 004211	TFM, SA DE CV	3	8/1/2003	35,690.69
SM 004212	TFM, SA DE CV	3	8/1/2003	35,317.86
SM 004213	TFM, SA DE CV	3	8/1/2003	35,690.69
SM 004214	TFM, SA DE CV	3	8/1/2003	35,317.86
SM 004215	TFM, SA DE CV	3	8/1/2003	35,713.14
SM 004216	TFM, SA DE CV	3	8/1/2003	35,779.60
SM 004217	TFM, SA DE CV	3	8/1/2003	36,159.33
SM 004218	TFM, SA DE CV	3	8/1/2003	35,317.86
SM 004219	TFM, SA DE CV	3	8/1/2003	35,317.86
SM 004220	TFM, SA DE CV	3	8/1/2003	35,317.86
SM 004221	TFM, SA DE CV	3	8/1/2003	35,690.69
SM 004222	TFM, SA DE CV	3	8/1/2003	35,779.60
SM 004223	TFM, SA DE CV	3	8/1/2003	35,317.86
SM 004224	TFM, SA DE CV	3	8/1/2003	35,317.86
SM 004225	TFM, SA DE CV	3	8/1/2003	36,159.33
SM 004226	TFM, SA DE CV	3	8/1/2003	35,713.14
SM 004227	TFM, SA DE CV	3	8/1/2003	35,317.86
SM 004228	TFM, SA DE CV	3	8/1/2003	35,317.86
SM 004230	TFM, SA DE CV	3	8/1/2003	35,713.14
SM 004231	TFM, SA DE CV	3	8/1/2003	36,159.33
SM 004233	TFM, SA DE CV	3	8/1/2003	35,317.86
SM 004234	TFM, SA DE CV	3	8/1/2003	35,317.86
SM 004235	TFM, SA DE CV	3	8/1/2003	35,317.86
SM 004236	TFM, SA DE CV	3	8/1/2003	35,690.69
SM 004237	TFM, SA DE CV	3	8/1/2003	35,690.69
SM 004238	TFM, SA DE CV	3	8/1/2003	35,317.86
SM 004239	TFM, SA DE CV	3	8/1/2003	35,317.86

Replacement Equipment

Asset Mark	LesseeName	Rider	Mfg Date	FMV
SM 004240	TFM, SA DE CV	3	8/1/2003	35,317.86
SM 004241	TFM, SA DE CV	3	8/1/2003	35,317.86
SM 004242	TFM, SA DE CV	3	8/1/2003	36,159.33
SM 004243	TFM, SA DE CV	3	8/1/2003	35,317.86
SM 004244	TFM, SA DE CV	3	8/1/2003	36,174.88
SM 004245	TFM, SA DE CV	3	8/1/2003	35,713.14
SM 004246	TFM, SA DE CV	3	8/1/2003	35,713.14
SM 004247	TFM, SA DE CV	3	8/1/2003	35,690.69
SM 004248	TFM, SA DE CV	3	8/1/2003	35,317.86
SM 004249	TFM, SA DE CV	3	8/1/2003	36,159.33
SM 004250	TFM, SA DE CV	3	8/1/2003	35,317.86
SM 004251	TFM, SA DE CV	3	8/1/2003	35,317.86
SM 004252	TFM, SA DE CV	3	8/1/2003	35,317.86
SM 004253	TFM, SA DE CV	3	8/1/2003	35,690.69
SM 004254	TFM, SA DE CV	3	8/1/2003	35,317.86
SM 004255	TFM, SA DE CV	3	8/1/2003	35,317.86
SM 004256	TFM, SA DE CV	3	8/1/2003	35,713.14
SM 004257	TFM, SA DE CV	3	8/1/2003	35,690.69
SM 004258	TFM, SA DE CV	3	8/1/2003	35,317.86
SM 004259	TFM, SA DE CV	3	8/1/2003	36,174.88
SM 004260	TFM, SA DE CV	3	8/1/2003	36,179.50
SM 004261	TFM, SA DE CV	3	8/1/2003	35,690.69
SM 004262	TFM, SA DE CV	3	8/1/2003	36,159.33
SM 004263	TFM, SA DE CV	3	8/1/2003	35,317.86
SM 004264	TFM, SA DE CV	3	8/1/2003	36,206.02
SM 004265	TFM, SA DE CV	3	8/1/2003	35,713.14
SM 004266	TFM, SA DE CV	3	8/1/2003	35,690.69
SM 004267	TFM, SA DE CV	3	8/1/2003	35,713.14
SM 004268	TFM, SA DE CV	3	8/1/2003	35,713.14
SM 004269	TFM, SA DE CV	3	8/1/2003	35,317.86
SM 004270	TFM, SA DE CV	3	8/1/2003	35,690.69
SM 004271	TFM, SA DE CV	3	8/1/2003	36,159.33
SM 004273	TFM, SA DE CV	3	8/1/2003	35,690.69
SM 004274	TFM, SA DE CV	3	8/1/2003	35,317.86
SM 004275	TFM, SA DE CV	3	8/1/2003	35,690.69
SM 004276	TFM, SA DE CV	3	8/1/2003	36,159.33
SM 004278	TFM, SA DE CV	3	8/1/2003	36,159.33
SM 004279	TFM, SA DE CV	3	8/1/2003	35,690.69
SM 004281	TFM, SA DE CV	3	8/1/2003	35,690.69
SM 004282	TFM, SA DE CV	3	8/1/2003	35,784.22
SM 004283	TFM, SA DE CV	3	8/1/2003	35,317.86
SM 004284	TFM, SA DE CV	3	8/1/2003	35,713.14
SM 004285	TFM, SA DE CV	3	8/1/2003	35,317.86
SM 004286	TFM, SA DE CV	3	8/1/2003	35,317.86
SM 004287	TFM, SA DE CV	3	8/1/2003	35,690.69
SM 004288	TFM, SA DE CV	3	8/1/2003	35,683.86
SM 004289	TFM, SA DE CV	3	8/1/2003	36,159.33
SM 004290	TFM, SA DE CV	3	8/1/2003	35,317.86
SM 004291	TFM, SA DE CV	3	8/1/2003	36,159.33
SM 004292	TFM, SA DE CV	3	8/1/2003	36,525.33
SM 004293	TFM, SA DE CV	3	8/1/2003	35,690.69
SM 004294	TFM, SA DE CV	3	8/1/2003	35,713.14
SM 004295	TFM, SA DE CV	3	8/1/2003	35,713.14
SM 004296	TFM, SA DE CV	3	8/1/2003	35,317.86

Replacement Equipment

Asset Mark	LesseeName	Rider	Mfg Date	FMV
SM 004297	TFM, SA DE CV	3	8/1/2003	36,159.33
SM 004298	TFM, SA DE CV	3	8/1/2003	35,317.86
SM 004299	TFM, SA DE CV	3	8/1/2003	35,317.86
SM 004300	TFM, SA DE CV	3	8/1/2003	35,948.00
TILX260310	GRIFFIN INDUSTRIES	3	12/15/1982	15,520.80
TILX260384	HONEYWELL INTERNATIONAL INC	1	3/31/1989	23,493.12
TILX260396	GRIFFIN INDUSTRIES	3	6/30/1989	23,952.77
TILX260397	GRIFFIN INDUSTRIES	3	6/30/1989	23,952.77
				11,788,400.48

RECORDATION NO. 23868-K FILED

MAY 2 5 '04 4-02 PM

SURFACE TRANSPORTATION BOARD

[C]-7

MEMORANDUM OF [C] TRUST INDENTURE SUPPLEMENT NO. 7

This Memorandum of [C] Trust Indenture Supplement No. 7 (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 [C] 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 [C] 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:

TRINITY INDUSTRIES LEASING COMPANY

By: _____
Name: Eric Marchetto
Title: Vice President

GUARANTOR:

TRINITY INDUSTRIES, INC.

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

My Commission Expires:_____

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

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

My Commission Expires: _____

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

Exhibit A

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

Pool C

Replacement Equipment

Asset Mark	LesseeName	Rider	Mfg Date	FMV
NKCR009000	TFM, SA DE CV	3	8/1/2003	25,296.77
NKCR009001	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009002	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009005	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009006	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009007	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009012	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009015	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009018	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009024	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009025	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009028	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009030	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009031	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009033	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009035	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009036	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009038	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009042	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009046	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009048	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009049	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009051	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009052	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009054	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009057	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009059	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009060	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009064	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009068	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009076	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009080	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009084	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009086	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009089	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009091	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009096	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009097	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009099	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009108	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009109	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009110	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009111	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009112	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009117	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009119	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009124	TFM, SA DE CV	3	8/1/2003	25,295.75

Pool A

Replacement Equipment

Asset Mark	LesseeName	Rider	Mfg Date	FMV
NKCR009127	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009132	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009134	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009135	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009136	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009139	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009142	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009143	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009145	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR009149	TFM, SA DE CV	3	8/1/2003	25,295.75
NKCR030000	TFM, SA DE CV	3	8/1/2003	30,907.40
NKCR030040	TFM, SA DE CV	3	8/1/2003	30,480.79
NKCR030060	TFM, SA DE CV	3	8/1/2003	30,480.79
NKCR030070	TFM, SA DE CV	3	8/1/2003	30,912.03
NKCR030110	TFM, SA DE CV	3	8/1/2003	30,526.37
NKCR030140	TFM, SA DE CV	3	8/1/2003	30,050.38
NKCR030180	TFM, SA DE CV	3	8/1/2003	30,480.36
NKCR030190	TFM, SA DE CV	3	8/1/2003	30,736.07
NKCR030210	TFM, SA DE CV	3	8/1/2003	30,050.38
NKCR030230	TFM, SA DE CV	3	8/1/2003	30,879.09
NKCR030250	TFM, SA DE CV	3	8/1/2003	30,879.08
NKCR030320	TFM, SA DE CV	3	8/1/2003	30,912.03
NKCR030340	TFM, SA DE CV	3	8/1/2003	30,516.74
NKCR030350	TFM, SA DE CV	3	8/1/2003	30,495.04
NKCR030400	TFM, SA DE CV	3	8/1/2003	30,519.05
NKCR030410	TFM, SA DE CV	3	8/1/2003	30,064.75
NKCR030440	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR030460	TFM, SA DE CV	3	8/1/2003	30,516.74
NKCR030480	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR030490	TFM, SA DE CV	3	8/1/2003	30,480.79
NKCR030500	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR030510	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR030530	TFM, SA DE CV	3	8/1/2003	30,480.79
NKCR030540	TFM, SA DE CV	3	8/1/2003	30,736.07
NKCR030550	TFM, SA DE CV	3	8/1/2003	30,911.92
NKCR030590	TFM, SA DE CV	3	8/1/2003	30,050.38
NKCR030630	TFM, SA DE CV	3	8/1/2003	30,879.08
NKCR030700	TFM, SA DE CV	3	8/1/2003	30,050.38
NKCR030720	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR030730	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR030770	TFM, SA DE CV	3	8/1/2003	30,050.38
NKCR030790	TFM, SA DE CV	3	8/1/2003	30,512.12
NKCR030810	TFM, SA DE CV	3	8/1/2003	30,879.08
NKCR030820	TFM, SA DE CV	3	8/1/2003	30,050.38
NKCR030840	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR030850	TFM, SA DE CV	3	8/1/2003	30,480.79
NKCR030870	TFM, SA DE CV	3	8/1/2003	30,050.38
NKCR030970	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR030980	TFM, SA DE CV	3	8/1/2003	29,494.06
NKCR031020	TFM, SA DE CV	3	8/1/2003	30,050.38
NKCR031040	TFM, SA DE CV	3	8/1/2003	30,879.08
NKCR031050	TFM, SA DE CV	3	8/1/2003	30,926.27
NKCR031060	TFM, SA DE CV	3	8/1/2003	30,516.74
NKCR031120	TFM, SA DE CV	3	8/1/2003	30,912.02

Replacement Equipment

Asset Mark	LesseeName	Rider	Mfg Date	FMV
NKCR031130	TFM, SA DE CV	3	8/1/2003	30,050.38
NKCR031160	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR031190	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR031230	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR031250	TFM, SA DE CV	3	8/1/2003	30,516.74
NKCR031270	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR031280	TFM, SA DE CV	3	8/1/2003	30,512.12
NKCR031340	TFM, SA DE CV	3	8/1/2003	30,736.07
NKCR031350	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR031360	TFM, SA DE CV	3	8/1/2003	30,050.38
NKCR031380	TFM, SA DE CV	3	8/1/2003	30,907.40
NKCR031390	TFM, SA DE CV	3	8/1/2003	30,926.27
NKCR031410	TFM, SA DE CV	3	8/1/2003	30,940.77
NKCR031440	TFM, SA DE CV	3	8/1/2003	30,736.07
NKCR031460	TFM, SA DE CV	3	8/1/2003	30,480.79
NKCR031490	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR031540	TFM, SA DE CV	3	8/1/2003	30,879.08
NKCR031560	TFM, SA DE CV	3	8/1/2003	29,494.06
NKCR031620	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR031640	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR031660	TFM, SA DE CV	3	8/1/2003	30,907.40
NKCR031670	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR031680	TFM, SA DE CV	3	8/1/2003	30,879.08
NKCR031720	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR031730	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR031750	TFM, SA DE CV	3	8/1/2003	30,060.95
NKCR031770	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR031790	TFM, SA DE CV	3	8/1/2003	30,516.74
NKCR031800	TFM, SA DE CV	3	8/1/2003	30,480.79
NKCR031820	TFM, SA DE CV	3	8/1/2003	30,907.40
NKCR031830	TFM, SA DE CV	3	8/1/2003	30,480.36
NKCR031840	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR031850	TFM, SA DE CV	3	8/1/2003	30,512.12
NKCR031860	TFM, SA DE CV	3	8/1/2003	29,494.06
NKCR031870	TFM, SA DE CV	3	8/1/2003	30,516.74
NKCR031880	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR031890	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR031900	TFM, SA DE CV	3	8/1/2003	30,480.79
NKCR031910	TFM, SA DE CV	3	8/1/2003	30,495.04
NKCR031920	TFM, SA DE CV	3	8/1/2003	30,879.08
NKCR031940	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR031950	TFM, SA DE CV	3	8/1/2003	30,050.38
NKCR031990	TFM, SA DE CV	3	8/1/2003	30,050.38
NKCR032010	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR032030	TFM, SA DE CV	3	8/1/2003	29,494.06
NKCR032040	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR032050	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR032110	TFM, SA DE CV	3	8/1/2003	29,494.06
NKCR032120	TFM, SA DE CV	3	8/1/2003	29,494.06
NKCR032130	TFM, SA DE CV	3	8/1/2003	30,480.36
NKCR032140	TFM, SA DE CV	3	8/1/2003	30,480.36
NKCR032200	TFM, SA DE CV	3	8/1/2003	30,893.33
NKCR032220	TFM, SA DE CV	3	8/1/2003	30,907.40
NKCR032260	TFM, SA DE CV	3	8/1/2003	30,912.02

Replacement Equipment

Asset Mark	LesseeName	Rider	Mfg Date	FMV
NKCR032280	TFM, SA DE CV	3	8/1/2003	30,480.79
NKCR032290	TFM, SA DE CV	3	8/1/2003	30,907.40
NKCR032310	TFM, SA DE CV	3	8/1/2003	29,494.06
NKCR032320	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR032330	TFM, SA DE CV	3	8/1/2003	29,494.06
NKCR032340	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR032360	TFM, SA DE CV	3	8/1/2003	30,516.64
NKCR032370	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR032400	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR032410	TFM, SA DE CV	3	8/1/2003	30,512.12
NKCR032420	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR032430	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR032490	TFM, SA DE CV	3	8/1/2003	30,480.36
NKCR032500	TFM, SA DE CV	3	8/1/2003	30,512.12
NKCR032530	TFM, SA DE CV	3	8/1/2003	30,480.36
NKCR032560	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR032570	TFM, SA DE CV	3	8/1/2003	30,480.36
NKCR032590	TFM, SA DE CV	3	8/1/2003	30,879.08
NKCR032620	TFM, SA DE CV	3	8/1/2003	30,516.74
NKCR032700	TFM, SA DE CV	3	8/1/2003	30,480.79
NKCR032720	TFM, SA DE CV	3	8/1/2003	30,064.63
NKCR032740	TFM, SA DE CV	3	8/1/2003	30,050.38
NKCR032750	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR032760	TFM, SA DE CV	3	8/1/2003	30,078.88
NKCR032770	TFM, SA DE CV	3	8/1/2003	30,907.40
NKCR032790	TFM, SA DE CV	3	8/1/2003	30,480.36
NKCR032830	TFM, SA DE CV	3	8/1/2003	30,480.79
NKCR032840	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR032860	TFM, SA DE CV	3	8/1/2003	30,879.08
NKCR032870	TFM, SA DE CV	3	8/1/2003	29,494.06
NKCR032880	TFM, SA DE CV	3	8/1/2003	30,907.40
NKCR032890	TFM, SA DE CV	3	8/1/2003	30,912.03
NKCR032900	TFM, SA DE CV	3	8/1/2003	30,516.74
NKCR032920	TFM, SA DE CV	3	8/1/2003	30,879.08
NKCR032930	TFM, SA DE CV	3	8/1/2003	30,480.79
NKCR032960	TFM, SA DE CV	3	8/1/2003	30,480.36
NKCR032970	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR033020	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR033030	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR033050	TFM, SA DE CV	3	8/1/2003	30,050.38
NKCR033080	TFM, SA DE CV	3	8/1/2003	30,907.40
NKCR034930	TFM, SA DE CV	3	8/1/2003	30,480.79
NKCR034940	TFM, SA DE CV	3	8/1/2003	30,907.40
NKCR034970	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR035020	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR035070	TFM, SA DE CV	3	8/1/2003	30,480.79
NKCR035080	TFM, SA DE CV	3	8/1/2003	29,494.06
NKCR035110	TFM, SA DE CV	3	8/1/2003	30,907.40
NKCR035150	TFM, SA DE CV	3	8/1/2003	29,494.06
NKCR035170	TFM, SA DE CV	3	8/1/2003	30,480.79
NKCR035180	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR035200	TFM, SA DE CV	3	8/1/2003	30,050.38
NKCR035230	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR035240	TFM, SA DE CV	3	8/1/2003	29,494.06

Replacement Equipment

Asset Mark	LesseeName	Rider	Mfg Date	FMV
NKCR035250	TFM, SA DE CV	3	8/1/2003	30,736.07
NKCR035270	TFM, SA DE CV	3	8/1/2003	29,494.06
NKCR035310	TFM, SA DE CV	3	8/1/2003	30,907.40
NKCR035320	TFM, SA DE CV	3	8/1/2003	29,749.77
NKCR035330	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR035340	TFM, SA DE CV	3	8/1/2003	30,545.14
NKCR035410	TFM, SA DE CV	3	8/1/2003	30,050.38
NKCR035470	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR035530	TFM, SA DE CV	3	8/1/2003	30,050.38
NKCR035600	TFM, SA DE CV	3	8/1/2003	29,494.06
NKCR035750	TFM, SA DE CV	3	8/1/2003	30,480.79
NKCR035780	TFM, SA DE CV	3	8/1/2003	29,494.06
NKCR035830	TFM, SA DE CV	3	8/1/2003	30,480.36
NKCR035850	TFM, SA DE CV	3	8/1/2003	30,480.36
NKCR035860	TFM, SA DE CV	3	8/1/2003	30,907.40
NKCR037060	TFM, SA DE CV	3	8/1/2003	30,050.38
NKCR037240	TFM, SA DE CV	3	8/1/2003	30,480.36
NKCR039360	TFM, SA DE CV	3	8/1/2003	30,516.64
NKCR039880	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR039910	TFM, SA DE CV	3	8/1/2003	30,736.07
NKCR040010	TFM, SA DE CV	3	8/1/2003	30,050.38
NKCR040070	TFM, SA DE CV	3	8/1/2003	30,907.40
NKCR040080	TFM, SA DE CV	3	8/1/2003	30,480.79
NKCR040090	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR040120	TFM, SA DE CV	3	8/1/2003	30,480.79
NKCR040130	TFM, SA DE CV	3	8/1/2003	30,912.02
NKCR040240	TFM, SA DE CV	3	8/1/2003	30,480.11
SM 003001	TFM, SA DE CV	3	8/1/2003	31,566.92
SM 003004	TFM, SA DE CV	3	8/1/2003	31,566.92
SM 003005	TFM, SA DE CV	3	8/1/2003	31,566.92
SM 003007	TFM, SA DE CV	3	8/1/2003	31,566.92
SM 003008	TFM, SA DE CV	3	8/1/2003	31,533.06
SM 003021	TFM, SA DE CV	3	8/1/2003	31,928.34
SM 003023	TFM, SA DE CV	3	8/1/2003	31,566.92
SM 003025	TFM, SA DE CV	3	8/1/2003	31,046.03
SM 003027	TFM, SA DE CV	3	8/1/2003	31,441.31
SM 003028	TFM, SA DE CV	3	8/1/2003	31,533.06
SM 003031	TFM, SA DE CV	3	8/1/2003	31,566.92
SM 003035	TFM, SA DE CV	3	8/1/2003	31,928.34
SM 003038	TFM, SA DE CV	3	8/1/2003	31,928.34
SM 003043	TFM, SA DE CV	3	8/1/2003	31,441.31
SM 003044	TFM, SA DE CV	3	8/1/2003	31,566.92
SM 003047	TFM, SA DE CV	3	8/1/2003	31,566.92
SM 003048	TFM, SA DE CV	3	8/1/2003	31,441.31
SM 003051	TFM, SA DE CV	3	8/1/2003	31,566.92
SM 003052	TFM, SA DE CV	3	8/1/2003	31,533.06
SM 003054	TFM, SA DE CV	3	8/1/2003	31,928.34
SM 003057	TFM, SA DE CV	3	8/1/2003	31,566.92
SM 003058	TFM, SA DE CV	3	8/1/2003	31,566.92
SM 003060	TFM, SA DE CV	3	8/1/2003	31,928.34
SM 003064	TFM, SA DE CV	3	8/1/2003	31,566.92
SM 003066	TFM, SA DE CV	3	8/1/2003	31,566.92
SM 003068	TFM, SA DE CV	3	8/1/2003	31,566.92
SM 003069	TFM, SA DE CV	3	8/1/2003	31,046.03

Replacement Equipment

Asset Mark	LesseeName	Rider	Mfg Date	FMV
SM 003071	TFM, SA DE CV	3	8/1/2003	31,566.92
SM 003073	TFM, SA DE CV	3	8/1/2003	31,928.34
SM 003078	TFM, SA DE CV	3	8/1/2003	31,566.92
SM 003079	TFM, SA DE CV	3	8/1/2003	31,566.92
SM 003081	TFM, SA DE CV	3	8/1/2003	31,566.92
SM 003082	TFM, SA DE CV	3	8/1/2003	31,566.92
SM 003083	TFM, SA DE CV	3	8/1/2003	31,566.92
SM 003088	TFM, SA DE CV	3	8/1/2003	31,566.92
SM 003089	TFM, SA DE CV	3	8/1/2003	31,928.34
SM 003091	TFM, SA DE CV	3	8/1/2003	31,928.34
SM 003092	TFM, SA DE CV	3	8/1/2003	31,566.92
SM 003094	TFM, SA DE CV	3	8/1/2003	31,928.34
SM 003097	TFM, SA DE CV	3	8/1/2003	31,441.31
SM 003098	TFM, SA DE CV	3	8/1/2003	31,566.92
SM 003100	TFM, SA DE CV	3	8/1/2003	31,046.30
SM 004087	TFM, SA DE CV	3	8/1/2003	37,534.15
SM 004088	TFM, SA DE CV	3	8/1/2003	37,534.15
SM 004089	TFM, SA DE CV	3	8/1/2003	37,534.16
SM 004201	TFM, SA DE CV	3	8/1/2003	35,317.86
SM 004202	TFM, SA DE CV	3	8/1/2003	35,317.86
SM 004203	TFM, SA DE CV	3	8/1/2003	35,713.14
SM 004204	TFM, SA DE CV	3	8/1/2003	35,317.86
SM 004205	TFM, SA DE CV	3	8/1/2003	35,690.69
SM 004206	TFM, SA DE CV	3	8/1/2003	36,159.33
SM 004207	TFM, SA DE CV	3	8/1/2003	36,159.33
SM 004208	TFM, SA DE CV	3	8/1/2003	36,159.33
SM 004209	TFM, SA DE CV	3	8/1/2003	35,713.14
SM 004211	TFM, SA DE CV	3	8/1/2003	35,690.69
SM 004212	TFM, SA DE CV	3	8/1/2003	35,317.86
SM 004213	TFM, SA DE CV	3	8/1/2003	35,690.69
SM 004214	TFM, SA DE CV	3	8/1/2003	35,317.86
SM 004215	TFM, SA DE CV	3	8/1/2003	35,713.14
SM 004216	TFM, SA DE CV	3	8/1/2003	35,779.60
SM 004217	TFM, SA DE CV	3	8/1/2003	36,159.33
SM 004218	TFM, SA DE CV	3	8/1/2003	35,317.86
SM 004219	TFM, SA DE CV	3	8/1/2003	35,317.86
SM 004220	TFM, SA DE CV	3	8/1/2003	35,317.86
SM 004221	TFM, SA DE CV	3	8/1/2003	35,690.69
SM 004222	TFM, SA DE CV	3	8/1/2003	35,779.60
SM 004223	TFM, SA DE CV	3	8/1/2003	35,317.86
SM 004224	TFM, SA DE CV	3	8/1/2003	35,317.86
SM 004225	TFM, SA DE CV	3	8/1/2003	36,159.33
SM 004226	TFM, SA DE CV	3	8/1/2003	35,713.14
SM 004227	TFM, SA DE CV	3	8/1/2003	35,317.86
SM 004228	TFM, SA DE CV	3	8/1/2003	35,317.86
SM 004230	TFM, SA DE CV	3	8/1/2003	35,713.14
SM 004231	TFM, SA DE CV	3	8/1/2003	36,159.33
SM 004233	TFM, SA DE CV	3	8/1/2003	35,317.86
SM 004234	TFM, SA DE CV	3	8/1/2003	35,317.86
SM 004235	TFM, SA DE CV	3	8/1/2003	35,317.86
SM 004236	TFM, SA DE CV	3	8/1/2003	35,690.69
SM 004237	TFM, SA DE CV	3	8/1/2003	35,690.69
SM 004238	TFM, SA DE CV	3	8/1/2003	35,317.86
SM 004239	TFM, SA DE CV	3	8/1/2003	35,317.86

Replacement Equipment

Asset Mark	LesseeName	Rider	Mfg Date	FMV
SM 004240	TFM, SA DE CV	3	8/1/2003	35,317.86
SM 004241	TFM, SA DE CV	3	8/1/2003	35,317.86
SM 004242	TFM, SA DE CV	3	8/1/2003	36,159.33
SM 004243	TFM, SA DE CV	3	8/1/2003	35,317.86
SM 004244	TFM, SA DE CV	3	8/1/2003	36,174.88
SM 004245	TFM, SA DE CV	3	8/1/2003	35,713.14
SM 004246	TFM, SA DE CV	3	8/1/2003	35,713.14
SM 004247	TFM, SA DE CV	3	8/1/2003	35,690.69
SM 004248	TFM, SA DE CV	3	8/1/2003	35,317.86
SM 004249	TFM, SA DE CV	3	8/1/2003	36,159.33
SM 004250	TFM, SA DE CV	3	8/1/2003	35,317.86
SM 004251	TFM, SA DE CV	3	8/1/2003	35,317.86
SM 004252	TFM, SA DE CV	3	8/1/2003	35,317.86
SM 004253	TFM, SA DE CV	3	8/1/2003	35,690.69
SM 004254	TFM, SA DE CV	3	8/1/2003	35,317.86
SM 004255	TFM, SA DE CV	3	8/1/2003	35,317.86
SM 004256	TFM, SA DE CV	3	8/1/2003	35,713.14
SM 004257	TFM, SA DE CV	3	8/1/2003	35,690.69
SM 004258	TFM, SA DE CV	3	8/1/2003	35,317.86
SM 004259	TFM, SA DE CV	3	8/1/2003	36,174.88
SM 004260	TFM, SA DE CV	3	8/1/2003	36,179.50
SM 004261	TFM, SA DE CV	3	8/1/2003	35,690.69
SM 004262	TFM, SA DE CV	3	8/1/2003	36,159.33
SM 004263	TFM, SA DE CV	3	8/1/2003	35,317.86
SM 004264	TFM, SA DE CV	3	8/1/2003	36,206.02
SM 004265	TFM, SA DE CV	3	8/1/2003	35,713.14
SM 004266	TFM, SA DE CV	3	8/1/2003	35,690.69
SM 004267	TFM, SA DE CV	3	8/1/2003	35,713.14
SM 004268	TFM, SA DE CV	3	8/1/2003	35,713.14
SM 004269	TFM, SA DE CV	3	8/1/2003	35,317.86
SM 004270	TFM, SA DE CV	3	8/1/2003	35,690.69
SM 004271	TFM, SA DE CV	3	8/1/2003	36,159.33
SM 004273	TFM, SA DE CV	3	8/1/2003	35,690.69
SM 004274	TFM, SA DE CV	3	8/1/2003	35,317.86
SM 004275	TFM, SA DE CV	3	8/1/2003	35,690.69
SM 004276	TFM, SA DE CV	3	8/1/2003	36,159.33
SM 004278	TFM, SA DE CV	3	8/1/2003	36,159.33
SM 004279	TFM, SA DE CV	3	8/1/2003	35,690.69
SM 004281	TFM, SA DE CV	3	8/1/2003	35,690.69
SM 004282	TFM, SA DE CV	3	8/1/2003	35,784.22
SM 004283	TFM, SA DE CV	3	8/1/2003	35,317.86
SM 004284	TFM, SA DE CV	3	8/1/2003	35,713.14
SM 004285	TFM, SA DE CV	3	8/1/2003	35,317.86
SM 004286	TFM, SA DE CV	3	8/1/2003	35,317.86
SM 004287	TFM, SA DE CV	3	8/1/2003	35,690.69
SM 004288	TFM, SA DE CV	3	8/1/2003	35,683.86
SM 004289	TFM, SA DE CV	3	8/1/2003	36,159.33
SM 004290	TFM, SA DE CV	3	8/1/2003	35,317.86
SM 004291	TFM, SA DE CV	3	8/1/2003	36,159.33
SM 004292	TFM, SA DE CV	3	8/1/2003	36,525.33
SM 004293	TFM, SA DE CV	3	8/1/2003	35,690.69
SM 004294	TFM, SA DE CV	3	8/1/2003	35,713.14
SM 004295	TFM, SA DE CV	3	8/1/2003	35,713.14
SM 004296	TFM, SA DE CV	3	8/1/2003	35,317.86

Replacement Equipment

Asset Mark	LesseeName	Rider	Mfg Date	FMV
SM 004297	TFM, SA DE CV	3	8/1/2003	36,159.33
SM 004298	TFM, SA DE CV	3	8/1/2003	35,317.86
SM 004299	TFM, SA DE CV	3	8/1/2003	35,317.86
SM 004300	TFM, SA DE CV	3	8/1/2003	35,948.00
TILX260310	GRIFFIN INDUSTRIES	3	12/15/1982	15,520.80
TILX260384	HONEYWELL INTERNATIONAL INC	1	3/31/1989	23,493.12
TILX260396	GRIFFIN INDUSTRIES	3	6/30/1989	23,952.77
TILX260397	GRIFFIN INDUSTRIES	3	6/30/1989	23,952.77
				11,788,400.48

EXHIBIT B

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

Pool C

Replacement Equipment

ID	Lessee #	LesseeName	Rider	Units	FMV
1	2787	GRIFFIN INDUSTRIES	3	3	63,426
2	3016	HONEYWELL INTERNATIONAL INC	901	1	23,493
3	31491	TFM, SA DE CV	3	375	11,701,481
					11,788,400

Pool A