LAW OFFICES OF RICHARD A. FOGEL, PLLC

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RECORDATION NO. 23867-L FILED

August 10, 2004

AUG 1 1 '04 5-30 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. 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 [B] Trust Indenture Supplement No. 7, a primary document, dated as of August 4, 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 August 4, 2004, between the Company, Guarantor and the Trustee.

3. Two (2) executed originals of a Memorandum of Leases, a primary document, dated August 4, 2004; and

The enclosed Memorandum of [B] Trust Indenture Supplement No. 7 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. 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.)

TRINITY INDUSTRIES LEASING COMPANY
EQUIPMENT TRUST CERTIFICATE 12 SUBSTITUTION SCHEDULE
AS OF JULY 31, 2004

Pool B

Replacement Equipment

Asset Mark	LesseeName	Rider	Mfg Date	FMV
NKCR003191	RIO GRANDE CHEMICAL SALES	14	1/21/1998	36,912.00
OLNX055591	OLIN CHLOR ALKALI PRODUCTS	2	12/8/1993	43,972.91
OLNX055592	OLIN CHLOR ALKALI PRODUCTS	2	12/29/1993	43,972.91
OLNX055593	OLIN CHLOR ALKALI PRODUCTS	2	12/29/1993	43,972.91
OLNX055594	OLIN CHLOR ALKALI PRODUCTS	2	12/8/1993	43,972.91
OLNX055595	OLIN CHLOR ALKALI PRODUCTS	2	12/29/1993	43,972.91
OLNX055596	OLIN CHLOR ALKALI PRODUCTS	2	12/29/1993	43,972.91
OLNX055597	OLIN CHLOR ALKALI PRODUCTS	2	12/29/1993	43,972.91
OLNX055598	OLIN CHLOR ALKALI PRODUCTS	2	12/17/1993	43,972.91
OLNX055599	OLIN CHLOR ALKALI PRODUCTS	2	12/8/1993	43,972.91
OLNX055600	OLIN CHLOR ALKALI PRODUCTS	2	12/8/1993	43,972.91
OLNX055601	OLIN CHLOR ALKALI PRODUCTS	2	12/17/1993	43,972.91
OLNX055602	OLIN CHLOR ALKALI PRODUCTS	2	12/17/1993	43,972.91
OLNX055603	OLIN CHLOR ALKALI PRODUCTS	2	12/17/1993	43,972.91
OLNX055604	OLIN CHLOR ALKALI PRODUCTS	2	12/17/1993	43,972.91
OLNX055605	OLIN CHLOR ALKALI PRODUCTS	2	12/17/1993	43,972.91
OLNX055606	OLIN CHLOR ALKALI PRODUCTS	2	12/29/1993	43,972.91
OLNX055607	OLIN CHLOR ALKALI PRODUCTS	2	12/17/1993	43,972.91
OLNX055608	OLIN CHLOR ALKALI PRODUCTS	2	12/17/1993	43,972.91
TILX005403	SUNOCO, INC (R+M)	2	4/30/1996	53,797.20
TILX135502	SHELL OIL COMPANY	14	5/13/1999	56,346.04
TILX135503	SHELL OIL COMPANY	14	5/13/1999	56,346.04
TILX135504	SHELL OIL COMPANY	14	5/13/1999	56,346.04
TILX135505	SHELL OIL COMPANY	14	5/13/1999	56,346.04
TILX135506	SHELL OIL COMPANY	14	5/13/1999	56,346.04
TILX135507	SHELL OIL COMPANY	14	5/13/1999	56,346.04
TILX135508	SHELL OIL COMPANY	14	5/13/1999	56,346.04
TILX135509	SHELL OIL COMPANY	14	5/13/1999	56,346.04
TILX135510	SHELL OIL COMPANY	14	5/13/1999	56,346.04
TILX135511	SHELL OIL COMPANY	15	9/28/1999	57,173.64
TILX135512	SHELL OIL COMPANY	15	9/22/1999	57,173.64
TILX135513	SHELL OIL COMPANY	15	9/29/1999	57,173.64
TILX135514	SHELL OIL COMPANY	15	9/29/1999	57,173.64
TILX135515	SHELL OIL COMPANY	15	9/22/1999	57,173.64
TILX135516	SHELL OIL COMPANY	15	9/22/1999	57,173.64
TILX135517	SHELL OIL COMPANY	15	9/22/1999	57,173.64
TILX135518	SHELL OIL COMPANY	15	9/22/1999	57,173.64
TILX135519	SHELL OIL COMPANY	15	9/22/1999	57,173.64
				1,903,898.75

Pool A

RECORDATION NO. 23867-L FILED

AUG 1 1 '04 5-30 PM

SURFACE TRANSPORTATION BOARD

[B]-7

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 4th day of August, 2004.

TRINITY INDUSTRIES LEASING COMPANY

By: _____
Name: Eric Marchetto
Its: Vice President

TRINITY INDUSTRIES, INC.

By: _____
Name: Neil O. Shoop
Its: Treasurer

TRINITY INDUSTRIES LEASING COMPANY
EQUIPMENT TRUST CERTIFICATE 12 SUBSTITUTION SCHEDULE
AS OF JULY 31, 2004

Pool B

Replacement Equipment

ID	Lessee #	LesseeName	Rider	Units	FMV
1	6493	RIO GRANDE CHEMICAL SALES	14	1	36,912
2	5714	OLIN CHLOR ALKALI PRODUCTS	2	18	791,512
3	29714	SUNOCO, INC (R+M)	2	1	53,797
4	1762	SHELL OIL COMPANY	14	9	507,114
5	1763	SHELL OIL COMPANY	15	9	514,563
					1,903,899

Pool A

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 4th day of August, 2004.

Cathy I. Gott
Notary Public, State of Texas

CATHY I. GOTT
Notary Public, State of Texas
My Commission Expires
5/26/2006

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 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 4th day of August, 2004.

Cathy I. Gott
Notary Public, State of Texas

CATHY I. GOTT
Notary Public, State of Texas
My Commission Expires
5/26/2006

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 6 day of August, 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 JULY 31, 2004

Pool B

Equipment to be removed

ID	Asset Mark	LesseeName	Rider	EtcNumber	Mfg Date	FMV
1	NKCR065601	FERROCARRIL MEXICANO SA DE CV	5	12	2/22/2000	65,832.00
2	NKCR065605	FERROCARRIL MEXICANO SA DE CV	5	12	2/22/2000	65,832.00
3	NKCR065606	FERROCARRIL MEXICANO SA DE CV	5	12	2/22/2000	65,832.00
4	NKCR065607	FERROCARRIL MEXICANO SA DE CV	5	12	2/22/2000	65,832.00
5	NKCR065611	FERROCARRIL MEXICANO SA DE CV	5	12	2/22/2000	65,832.00
6	NKCR065614	FERROCARRIL MEXICANO SA DE CV	5	12	2/22/2000	65,832.00
7	NKCR065615	FERROCARRIL MEXICANO SA DE CV	5	12	2/22/2000	65,832.00
8	NKCR065616	FERROCARRIL MEXICANO SA DE CV	5	12	2/22/2000	65,832.00
9	NKCR065617	FERROCARRIL MEXICANO SA DE CV	5	12	2/22/2000	65,832.00
10	NKCR065622	FERROCARRIL MEXICANO SA DE CV	5	12	2/22/2000	65,832.00
11	NKCR065623	FERROCARRIL MEXICANO SA DE CV	5	12	2/22/2000	65,832.00
12	NKCR065625	FERROCARRIL MEXICANO SA DE CV	5	12	2/22/2000	65,832.00
13	NKCR065626	FERROCARRIL MEXICANO SA DE CV	5	12	2/22/2000	65,832.00
14	NKCR065627	FERROCARRIL MEXICANO SA DE CV	5	12	2/22/2000	65,832.00
15	NKCR065629	FERROCARRIL MEXICANO SA DE CV	5	12	2/22/2000	65,832.00
16	NKCR065630	FERROCARRIL MEXICANO SA DE CV	5	12	2/22/2000	65,832.00
17	NKCR065730	FERROCARRIL MEXICANO SA DE CV	5	12	6/30/2000	59,260.88
18	NKCR065753	FERROCARRIL MEXICANO SA DE CV	5	12	6/30/2000	59,260.88
19	NKCR065755	FERROCARRIL MEXICANO SA DE CV	5	12	6/30/2000	59,260.88
20	NKCR065758	FERROCARRIL MEXICANO SA DE CV	5	12	6/30/2000	59,260.88
21	NKCR065771	FERROCARRIL MEXICANO SA DE CV	5	12	6/30/2000	59,260.88
22	NKCR065782	FERROCARRIL MEXICANO SA DE CV	5	12	6/30/2000	59,260.88
23	NKCR065786	FERROCARRIL MEXICANO SA DE CV	5	12	6/30/2000	59,260.88
24	NKCR065787	FERROCARRIL MEXICANO SA DE CV	5	12	6/30/2000	59,260.88
25	NKCR065792	FERROCARRIL MEXICANO SA DE CV	5	12	6/30/2000	59,260.88
26	NKCR065809	FERROCARRIL MEXICANO SA DE CV	5	12	6/30/2000	59,260.88
27	NKCR065815	FERROCARRIL MEXICANO SA DE CV	5	12	6/30/2000	59,260.88
28	NKCR065817	FERROCARRIL MEXICANO SA DE CV	5	12	6/30/2000	59,260.88
29	NKCR065818	FERROCARRIL MEXICANO SA DE CV	5	12	6/30/2000	59,260.88
30	NKCR065822	FERROCARRIL MEXICANO SA DE CV	5	12	6/30/2000	59,260.88
						1,882,964.32

Pool A

Exhibit B

TRINITY INDUSTRIES LEASING COMPANY
EQUIPMENT TRUST CERTIFICATE 12 SUBSTITUTION SCHEDULE
AS OF JULY 31, 2004

Pool B

Equipment to be removed

ID	Lessee #	LesseeName	Rider	Units	FMV
1	2116	FERROCARRIL MEXICANO SA DE CV	5	30	1,882,964
					1,882,964

Pool A