

LAW OFFICES OF RICHARD A. FOGEL, PLLC

2777 STEMMONS FREEWAY

SUITE 1040

DALLAS, TEXAS 75207

(214)267-9110

(214)267-9115

23867-M

August 10, 2004

RECORDATION NO. _____ FILED

AUG 11 '04

5-26 PM

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

SURFACE TRANSPORTATION BOARD

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,



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

<u>Asset Mark</u>	<u>LesseeName</u>	<u>Rider</u>	<u>Mfg Date</u>	<u>FMV</u>
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

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

Pool B

Replacement Equipment

<u>ID</u>	<u>Lessee #</u>	<u>LesseeName</u>	<u>Rider</u>	<u>Units</u>	<u>FMV</u>
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

AUG 11 '04

5-26 PM

SURFACE TRANSPORTATION BOARD

[B]-7

MEMORANDUM OF [B] TRUST INDENTURE SUPPLEMENT NO. 7

This Memorandum of [B] 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 [B] 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 [B] 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.

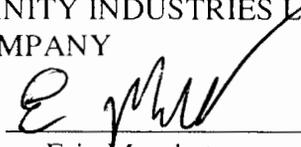
IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Memorandum to be duly executed in its corporate name by its officers, thereunto duly authorized, as of August 4, 2004.

COMPANY:

GUARANTOR:

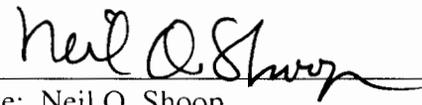
TRINITY INDUSTRIES LEASING
COMPANY

TRINITY INDUSTRIES, INC.

By: 

Name: Eric Marchetto

Title: Vice President

By: 

Name: Neil O. Shoop

Title: Treasurer

STATE OF TEXAS)
)
) SS:
COUNTY OF DALLAS)

On this 4th day of August, 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.

Cathy I. Gott
Notary Public

My Commission Expires: 5-26-2006



STATE OF TEXAS)
)
) SS:
COUNTY OF DALLAS)

On this 4th day of August, 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.

Cathy I. Gott
Notary Public

My Commission Expires: 5-26-2006

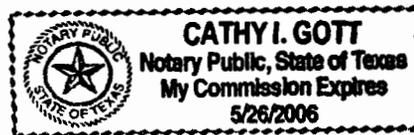


Exhibit A

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

Pool B

Replacement Equipment

<u>Asset Mark</u>	<u>LesseeName</u>	<u>Rider</u>	<u>Mfg Date</u>	<u>FMV</u>
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

Exhibit B

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

Pool B

Replacement Equipment

<u>ID</u>	<u>Lessee #</u>	<u>LesseeName</u>	<u>Rider</u>	<u>Units</u>	<u>FMV</u>
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
					<hr/> 1,903,899