

**Trinity Industries, Inc.  
2525 Stemmons Freeway  
Dallas, Texas 75207**

2520032902382

September 5, 2002

FOR  
CLOSURE  
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Top Hat Plan Exemption  
Pension and Welfare Benefits Administration  
U.S. Department of Labor  
Room N-1513  
200 Constitution Avenue N.W.  
Washington, D.C. 20210

**Re: ~~Trinity Industries, Inc. (the "Employer");~~  
2525 Stemmons Freeway, Dallas, Texas 75207;  
Employer Identification Number 75-0225040;  
✓The Supplemental Profit Sharing Plan for Employees of  
Trinity Industries, Inc. and Certain Affiliates;  
✓The Trinity Industries, Inc. Supplemental Retirement  
Plan;  
✓The Supplemental Retirement Benefit Plan for W. Ray  
Wallace;  
✓The Restricted Stock Unit Plan**

Dear Sir or Madam:

Pursuant to Section 2520.104-23 of the Department of Labor Regulations, the following statement is submitted in satisfaction of the reporting and disclosure provisions of Part 1 of Title I of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"):

The Employer maintains the following four plans primarily for the purpose of providing deferred compensation to a select group of management or highly compensated employees, collectively referred to as the "Plans":

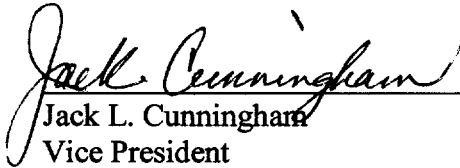
- ✓The Supplemental Profit Sharing Plan for Employees of Trinity Industries, Inc. and Certain Affiliates (the "Supplemental Profit Sharing Plan");
- ✓The Trinity Industries, Inc. Supplemental Retirement Plan (the "Supplemental Retirement Plan");
- ✓The Supplemental Retirement Benefit Plan for W. Ray Wallace (the "Wallace Plan");
- The Restricted Stock Unit Plan (the "Restricted Plan")

The Plans cover approximately 100 employees, with 100 employees in the Supplemental Profit Sharing Plan, 3 employees in the Supplemental Retirement Plan, 1 participant in the Wallace Plan and 37 employees in the Restricted Plan.

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If you have any questions regarding the foregoing, please contact me at (214) 631-4420.

Respectfully submitted,

By:   
Jack L. Cunningham  
Vice President

cc: Andrea Cowan

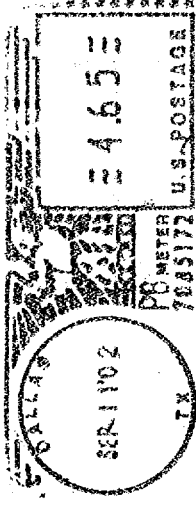
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PENSION AND WELFARE BENEFITS ADMINIS  
U.S. DEPARTMENT OF LABOR  
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WASHINGTON DC 20210

