

# Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

<b>Part I Reporting Issuer</b>			
1 Issuer's name <b>Trinity Industries, Inc.</b>		2 Issuer's employer identification number (EIN) <b>75-0225040</b>	
3 Name of contact for additional information <b>Gail Peck</b>	4 Telephone No. of contact <b>214-631-4420</b>	5 Email address of contact <b>TrinityInvestorRelations@trin.net</b>	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact <b>P.O. Box 35721</b>		7 City, town, or post office, state, and Zip code of contact <b>Dallas, Texas 75207</b>	
8 Date of action <b>January 12, 2018 (Record Date)</b>		9 Classification and description <b>Convertible Subordinated Notes of Trinity Industries, Inc.</b>	
10 CUSIP number <b>896522AF6</b>	11 Serial number(s)	12 Ticker symbol <b>TRN</b>	13 Account number(s)

**Part II Organizational Action** Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ On the Record Date, each shareholder of common stock of TRN that was listed as a holder of record became entitled to a cash dividend with respect to its common stock. As a result, the conversion rate on the 3.875% Convertible Subordinated Notes due 2036 (the "Convertible Subordinated Notes") was increased on the Record Date to take into account such cash dividend. Such adjustment to the conversion ratio on the Record Date is treated as a deemed distribution of property to the holders of the Convertible Subordinated Notes to which Section 301 of the Internal Revenue Code applies by reason of Sections 305(b)(2) and 305(c).

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ Because there was a cash dividend declared and paid with respect to common stock and a corresponding increase in the conversion rate on the Convertible Subordinated Notes, such increase in conversion rate of the Convertible Subordinated Notes constitutes a deemed distribution of common stock to the holders of the Convertible Subordinated Notes to which Section 301 applies. TRN expects that it will have sufficient current or accumulated earnings and profits to treat the deemed distribution of property to the holders of the Convertible Subordinated Notes as a dividend for U.S. federal income tax purposes. The holders of the Convertible Subordinated Notes are required to include the dividend in gross income for U.S. federal income tax purposes and increase the basis of the Convertible Subordinated Notes by the fair market value of the deemed distribution. Therefore, as a result of the increase in the conversion ratio of the Convertible Subordinated Notes, each holder of a Convertible Subordinated Note is required to include \$ 4.13 in gross income as a dividend per \$1,000 face amount of Convertible Subordinated Notes and increase the basis in such Convertible Subordinated Notes by the same amount.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ Sample Calculation: A holder of a Convertible Note has \$1,000 basis in a \$1,000 Convertible Note. A holder of a Convertible Note will increase its basis in such Convertible Note by \$ 4.13 as a result of the inclusion of the dividend in gross income for U.S. federal income tax purposes.

**Part II Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ \_\_\_\_\_  
**Sections 305(b)(2), 305(c), 301(c), 316 and 301(d) of the Code**

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18 Can any resulting loss be recognized? ▶ **This is not a loss transaction**

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19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ \_\_\_\_\_  
**The reportable tax year is 2018 for taxpayers reporting taxable income on a calendar year basis.**

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Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

**Sign Here** Signature ▶ Douglas J. Horvath Date ▶ January 31, 2018

Print your name ▶ **Douglas J Horvath** Title ▶ **Sr. Director of Tax & Assistant Treasurer**

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.