

TRINITY INDUSTRIES, INC.

**Corporate Governance and Directors Nominating Committee Charter
As Amended December 8, 2011**

This Corporate Governance and Directors Nominating Committee Charter (the “Charter”) sets forth the purpose and membership requirements of the Corporate Governance and Directors Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) and establishes the authority and responsibilities delegated to it by the Board.

1. **Purpose.** The purpose of the Committee is to (i) identify and recommend to the Board individuals qualified to be nominated for election to the Board, (ii) recommend to the Board the members and Chairperson for each Board committee, (iii) periodically review and assess the Company’s Corporate Governance Principles and the Company’s Code of Business Conduct and Ethics and make recommendations for changes thereto to the Board, (iv) periodically review the Company’s orientation program for new directors and the Company’s practices for continuing education of existing directors, (v) annually review director compensation and benefits, and (vi) oversee the annual self-evaluation of the performance of the Board and Board committees.

2. **Committee Members.**
 - 2.1. **Composition and Appointment.** The Committee shall consist of three (3) or more members of the Board. The members and Chairperson of the Committee shall be appointed by the Board on the recommendation of the Committee. Membership on the Committee shall rotate at the Board’s discretion. The Board shall fill vacancies on the Committee and may remove a Committee member from the membership of the Committee at any time without cause. Members shall serve until their successors are appointed by the Board.

 - 2.2. **Qualification.** Each member of the Committee shall meet the applicable independence requirements of the New York Stock Exchange (“NYSE”) and applicable federal securities law, including the rules and regulations of the Securities Exchange Commission (“SEC”).

3. **Authority.**
 - 3.1. **Advisors.** The Committee shall have the authority to (i) retain, at the Company’s expense, independent advisors (“Advisors”) as it deems necessary to fulfill its responsibilities under this charter and (ii) determine the compensation of such Advisors.

 - 3.2. **Subcommittees.** The Committee shall have the authority to delegate authority and responsibilities to subcommittees as it deems proper provided that no subcommittee shall consist of less than two members.

4. **Meetings.**
 - 4.1. **Frequency of Meetings.** The Committee shall meet at least two times each year. The schedule for regular meetings of the Committee for each year shall be established by the Committee. The Chairperson of the Committee may call a special meeting at any time as he or she deems advisable. Other Committee members may request meetings through the Chairperson of the Committee.

- 4.2. **Minutes.** Minutes of each meeting of the Committee shall be kept to document the discharge by the Committee of its responsibilities and a copy thereof shall be sent to the members of the Board.
 - 4.3. **Quorum.** A quorum shall consist of a majority of the Committee's members. The act of a majority of the Committee members present at a meeting at which a quorum is present shall be the act of the Committee, except that nominations for directors that are submitted to the Board shall be approved by the two-thirds vote of the standing members of the Committee.
 - 4.4. **Agenda.** The Chairperson of the Committee shall prepare an agenda for each meeting in consultation with Committee members and any appropriate member of the Company's management or staff. Appropriate members of Company management and staff shall assist the Chairperson with the preparation of any background materials necessary for any Committee meeting and with the distribution of such materials and the agenda.
 - 4.5. **Presiding Officer.** The Chairperson of the Committee shall preside at all Committee meetings. If the Chairperson is absent at a meeting, a majority of the Committee members present at a meeting shall appoint a different presiding officer for that meeting.
5. **Director Nominees.**
- 5.1. **Nominee Criteria and Qualifications.** The Committee shall periodically, at its discretion, review the criteria for persons to be nominated for election to the Board and its committees that are set forth in the Company's Corporate Governance Principles and recommend to the Board any changes thereto.
 - 5.2. **Identification of Board Candidates.** When appropriate, the Committee shall identify and recommend to the Board new persons qualified to be nominated for election as directors taking into account the director qualification criteria as approved by the Board and set forth in the Company's Corporate Governance Principles. The Committee shall also annually conduct an individual director performance review of each incumbent director and recommend to the Board whether such director should be nominated for reelection. The Committee shall establish and maintain a policy with regard to the consideration by the Committee of director candidates recommended by stockholders and procedures to be followed by stockholders in submitting such recommendations.
 - 5.3. **Recommendation of Board Nominees.** Prior to each annual meeting of the stockholders of the Company, the Committee shall, on a timely basis, recommend to the full Board nominees for election to the Board.
6. **Recommendation of Committee Members.** The Committee shall annually recommend to the Board the membership of each Board committee (including this Committee) and a Chairperson for each committee. The Committee shall review the qualifications of the members of each committee to ensure that each committee has in membership that meets any applicable criteria of the rules and regulations of the SEC and NYSE. There is no mandated policy limiting the length of service on any committee.

7. **Board Matters.**

- 7.1. **Director Orientation and Education.** The Committee shall, in consultation with the Chief Executive Officer and appropriate members of management, periodically, at its discretion, review and approve the Company's orientation program for new directors and continuing education practices for existing directors in accord with the Company's Corporate Governance Principles.
- 7.2. **Director Compensation.** The Committee shall annually review and make recommendations to the Board regarding the compensation paid and benefits provided to the Company's directors. Such review shall include any fees paid for attendance at meetings of the Board and any of its committees and grants of stock options or stock.
- 7.3. **Stockholder Communications with Directors.** The Committee shall establish and maintain a process for stockholders to send communications to the Board.
- 7.4. **Related Person Transactions.** The Committee shall monitor the procedures regarding related person transactions and shall review, approve or ratify related person transactions as specified in the Company's Policy and Procedures for the Review, Approval and Ratification of Related Person Transactions.

8. **Reports and Assessments.**

- 8.1. **Board Reports.** The Chairperson of the Committee shall report from time to time to the Board on Committee actions and on the fulfillment of the Committee's responsibilities under this Charter.
- 8.2. **Charter Assessment.** The Committee shall annually review and assess the adequacy of this Charter and advise the Board of its recommendation for any changes to the Charter.
- 8.3. **Committee Performance Assessment.** The Committee shall annually review and make a self-assessment of its performance, and shall report the results of such assessment to the Board.
- 8.4. **Assessment of Board.** The Committee shall conduct an annual assessment of the performance of the Board and the performance of the Board committees. The Committee shall be responsible for establishing the evaluation criteria and implementing the process for such evaluations.
- 8.5. **Corporate Governance.** The Committee shall conduct an annual review and assessment of (i) the Company's Corporate Governance Principles and (ii) the Company's Policy and Procedures for the Review, Approval and Ratification of Related Person Transactions. The Committee shall conduct a triennial review and assessment of the Company's Code of Business Conduct and Ethics, as well as a review of any interim amendments thereto. The Committee shall recommend to the Board any changes to the documents described in this Section 8.6 it deems necessary.