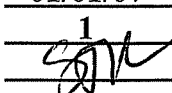


TRINITY INDUSTRIES, INC., OPERATING PROCEDURES

SERIES: GENERAL
PROCEDURE: WHISTLEBLOWER POLICY

SERIES: B
PROCEDURE NO.: 17
EFFECTIVE DATE: 12/10/03
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PURPOSE

The purpose of this Whistleblower Policy (this “Policy”) is to establish procedures for the receipt, retention and treatment of complaints, reports, concerns and other inquiries regarding accounting, internal accounting controls or auditing matters, suspected violations of applicable laws, rules and regulations, or suspected violations of the codes, policies and procedures of the Company.

SCOPE

This Policy is in full force and effect throughout Trinity Industries, Inc., its subsidiaries and affiliates (the “Company”) and applies to all Company locations.

POLICY STATEMENT

It is the policy of the Company to allow any person to submit to the Company, in good faith, a complaint, report, concern or other inquiry regarding the Company’s accounting, internal accounting controls or auditing matters, suspected violations of applicable laws, rules and regulations, or suspected violations of the codes, policies and procedures of the Company, without fear of dismissal or retaliation of any kind. The Company is committed to achieving compliance with all applicable laws and regulations, accounting standards, accounting controls and audit practices.

PROCEDURES

The Audit Committee of the Board of Directors has delegated to the Company’s Global Compliance & Ethics Committee (“Committee”) the authority to establish and modify procedures for the receipt, retention and treatment of complaints, reports and concerns regarding accounting, internal accounting controls or auditing matters (“Accounting Matters”) and those involving suspected violations of applicable laws, rules and regulations, or the codes, policies and procedures of the Company (“Compliance Matters”).

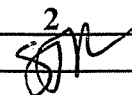
A. RECEIPT OF INQUIRIES

If anyone has a question or would like to obtain guidance regarding a business practice or compliance issue, or report a concern or questionable behavior and a possible violation, the person may do so by contacting the Trinity Integrity HelpLine at 1-877-

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TRN-Line or Integrity HelpSite at www.trinityintegrity.com. Trinity will handle all inquiries discreetly and maintain confidentiality consistent with conducting a proper investigation and within the limits allowed by law. Anyone may submit their concerns anonymously. Trinity will not tolerate any retribution or retaliation taken against any employee who has, in good faith, sought out advice or has reported questionable behavior or a possible violation.

B. SCOPE OF MATTERS COVERED BY PROCEDURES

1. **Accounting Matters:**

- a. fraud or error in preparation, evaluation, review or audit of any financial statement of the Company;
- b. fraud or error in the recording and maintaining of financial records of the Company;
- c. deficiencies in or noncompliance with the Company's internal accounting controls;
- d. misrepresentation or false statement to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports (including discussions in quarterly and annual reports filed with the Securities and Exchange Commission) or audit reports of the Company; or,
- e. deviation from full and fair reporting of the Company's financial condition.

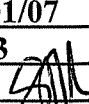
2. **Compliance Matters:**

- a. applicable laws, rules and regulations;
- b. listing standards of the New York Stock Exchange;
- c. the Company's Corporate Governance Principles;
- d. the Trinity Code of Business Conduct and Ethics, including, but not

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limited to, the Insider Information and Insider Trading provision;

e. any other code, policy or procedure established by the Company.

C. TREATMENT OF COMPLAINTS, REPORTS AND OTHER INQUIRIES

1. The Company has retained a third party provider to accept and maintain records of inquiries received on the Trinity Integrity HelpLine and Integrity HelpSite. Upon receipt of an inquiry, the third party provider will notify certain designated representatives of the Company.
 - a. Inquiries relating to Accounting Matters will be monitored by the Global Compliance & Ethics Committee (“Committee”), and the Internal Audit Group will investigate and resolve the matter with the involvement of the SOX Steering Committee, Group and Business Unit compliance committees, the Corporate Legal Group, external Auditors, outside legal counsel, or such other persons as deemed appropriate.
 - b. Inquiries relating to Compliance Matters will be monitored by the Committee, and the Corporate Legal Group and/or the Labor & Employment Group will investigate and resolve the matter with the involvement of Group or Business Unit Human Resources or compliance committees, the Internal Audit Group, outside legal counsel, or such other persons as deemed appropriate.
2. If, at the completion of the investigation, the Company determines a violation of Accounting Matters or Compliance Matters has been substantiated, appropriate remedial or corrective action will be taken.
3. The Company will not tolerate any retribution or retaliation taken against any person who has, in good faith, sought out advice or has reported questionable behavior or a possible violation. However, submitting a complaint, report, or concern will not be a defense to the imposition of disciplinary action where an employee is in violation of any policy of the Company.

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D. REPORTING AND RETENTION OF INQUIRIES AND INVESTIGATIONS

The Company's third party administrator will maintain records of all inquiries received from the Trinity Integrity HelpLine and Integrity HelpSite. The Labor & Employment Group will prepare a monthly summary report for the Committee and a quarterly summary report of material matters, if any, for the Audit Committee of the Board of Directors.

The Chairman of the Audit Committee of the Board of Directors will be notified immediately if any inquiry might result in financial exposure to the Company in excess of \$100,000.00, a violation of the law pertaining to an officer or an executive of the Company, a complaint that requires immediate action, or an alleged Accounting Matter. The Internal Audit Department will report the results of investigations of these inquiries to the Chairman of the Audit Committee as frequently as the Chairman deems necessary, but no less than monthly until they are resolved.

E. AMENDMENTS

The Committee may amend these procedures at any time, consistent with the requirements of applicable laws, rules and regulations.