

LAW OFFICES  
**McGLINCHEY STAFFORD**  
A PROFESSIONAL LIMITED LIABILITY COMPANY

NEW ORLEANS  
HOUSTON  
BATON ROUGE  
JACKSON  
LAKE PROVIDENCE  
MONROE

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DIRECT DIAL:

January 18, 1999

RECORDATION NO. 18075-FFGG  
FILED HH JJ  
JAN 19 '99 12:55 PM

Secretary  
Surface Transportation Board  
1925 K Street, Room 704  
Washington, D.C. 20036  
Attention: Recordation

RE: Documents for Recordation  
Trinity Industries Leasing Company  
Equipment Trust (Series 10, Eighth Supplement)

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 Eighth Supplement to Equipment Trust Agreement, a primary document, dated as of January 13, 1999, between Trinity Industries Leasing Company (the "Company") and The Bank of New York, as Trustee (the "Bank");
2. Two (2) executed originals of an Assignment, a primary document, dated January 13, 1999, between the Company ("Assignor") and the Bank, as Trustee ("Assignee"); and
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated January 13, 1999, between the Company ("Seller") and the Bank, as Trustee ("Buyer").
4. Two (2) executed originals of a Bill of Sale, a secondary document, dated January 13, 1999, between the Bank, as Trustee ("Seller") and the Company ("Buyer").

The enclosed Eighth Supplement, Assignment and Bill of Sale referenced in paragraphs 1, 2 and 3, above, relate to the Equipment Trust Agreement dated as of December 30, 1992 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 18075 on December 31, 1992, along with an Assignment and Bill of Sale under Recordation Nos. 18075-A and 18075-B, respectively; the Third Supplement to Equipment Trust Agreement dated as of March 25, 1994, between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 18075-J on March 28, 1994, along with Assignment and Bill of Sale under Recordation Nos. 18075-K and 18075-L, respectively; and the Fourth Supplement to Equipment Trust Agreement dated as of September 25, 1995, between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 18075-N on September 25, 1995,

*Counterpart*  
*Margaret Roberts*

along with Assignment and Bill of Sale under Recordation Nos. 18075-O and 18075-P, respectively; and the Fifth Supplement to Equipment Trust Agreement dated as of August 27, 1996, between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 18075-U on September 3, 1996, along with Assignment and Bill of Sale under Recordation Nos. 18075-V and 18075-W, respectively; and the Sixth Supplement to Equipment Trust Agreement dated as of December 19, 1997, between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 18075-X on December 31, 1997, along with Assignment and Bill of Sale under Recordation Nos. 18075-Y and 18075-Z, respectively; and the Seventh Supplement to Equipment Trust Agreement dated as of May 22, 1998, between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 18075-BB on May 28, 1998, along with Assignment and Bill of Sale under Recordation Nos. 18075-CC and 18075-DD, respectively.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to the railcars and the leases thereof subject to the said Equipment Trust Agreement that were released from the Equipment Trust and assigned by the said Trustee to Trinity Industries Leasing Company.

We request that the Assignment be cross-indexed.

The address of Trinity Industries Leasing Company is 2000 Gardner Expressway, Quincy, Illinois 62306-0867, and the address of the Bank, the Trustee is 101 Barclay, 21st Floor, New York, New York 10286.

The railroad equipment covered by the Eighth Supplement to Equipment Trust Agreement 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 firm's check in the amount of \$104.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Eighth Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Eighth Supplement to Equipment Trust Agreement, the Assignment and the Bills of Sale, 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.

A short summary of the documents appear in the index follows:

- (a) Primary Documents. (i) Eighth Supplement to Equipment Trust Agreement, a primary document, dated as of January 13, 1999, between the Company (as vendor and lessee), and the Bank, as Trustee, and covering Eighty Seven (87) railroad cars, and (ii) Assignment, a primary document, dated January 13, 1999, between the Company (as Assignor), and the Bank, as Trustee, and covering various railroad cars.

- (b) Secondary Documents. Bill of Sale, a secondary document, dated January 13, 1999, between the Company (as Seller), and the Bank, as Trustee (as Buyer), and covering various railroad cars, and connected to the Eighth Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated January 13, 1999, between The Bank, as Trustee (Seller) and Trinity Industries Leasing Company (Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement referred to in paragraph A, above.

Very truly yours,

Richard A. Fogel

Enclosures

EXHIBIT A

1. Railroad Car Lease Agreement, dated July 1, 1998, between Trinity Industries Leasing Company and Bethel Grain Co. covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
2	5,650 cu. ft. Lo covered Hopper Cars	TILX 5606, 5607

2. Railroad Car Lease Agreement, dated February 13, 1996 between Trinity Industries Leasing Company and MAPCO Supply & Trading covering the following described railroad cars (Partial Rider 4):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
4	33,687 Gal. 112J340W Tank Cars	TILX 301137-301140

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001

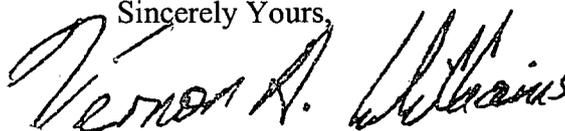
OFFICE OF THE SECRETARY

Richard A. Fogel  
McGlinchey Stafford  
2777 Stemmons Freeway, Ste. 925  
Dallas, Texas 75207

Dear Sir:

The enclosed documents (s) was recorded pursuant to the provisions of 49 U.S.C.  
11301 and CFR 1177.3 (c), on 1/19/99 at 12:55PM, and  
assigned recordation numbers (s): 17520-RRR, 17520-SSS, 17520-TTT, 17520-UUU,  
✓18075-FF, 18075-GG, 18075-HH and 18075-II.

Sincerely Yours,



Vernon A. Williams

Enclosure(s)  
208.00

\$\_\_\_\_\_ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature:



RECORDATION NO. 18075-FF FILED

JAN 19 '99

12-55 PM

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**EIGHTH SUPPLEMENT  
TO EQUIPMENT TRUST AGREEMENT**

(TRINITY INDUSTRIES LEASING COMPANY EQUIPMENT TRUST SERIES 10)

Dated as of January 13, 1999

Between

THE BANK OF NEW YORK, AS SUCCESSOR TRUSTEE

AND

TRINITY INDUSTRIES LEASING COMPANY

---

EIGHTH SUPPLEMENT dated as of January 13, 1999 (herein called this "Eighth Supplement"), to the Equipment Trust Agreement dated as of December 30, 1992 (hereinafter called the "Trust Agreement"), between TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation (hereinafter called the "Company") and THE BANK OF NEW YORK, a New York banking association, as Trustee (hereinafter in such capacity called the "Trustee").

### PRELIMINARY STATEMENT

A. The Trust Agreement was filed with the Surface Transportation Board (the "STB") on December 31, 1992 under Recordation No. 18075.

B. The First Supplement to the Trust Agreement dated March 26, 1993, between the Company and the Trustee was filed with the STB on March 29, 1993, under Recordation No. 18075-C. The Second Supplement to the Trust Agreement dated September 24, 1993, between the Company and the Trustee was filed with the STB on September 27, 1993, under Recordation No. 18075-F. The Third Supplement to the Trust Agreement dated March 25, 1994, between the Company and the Trustee was filed with the STB on March 28, 1994, under Recordation No. 18075-J. The Fourth Supplement to the Trust Agreement dated September 25, 1995, between the Company and the Trustee was filed with the STB on September 25, 1995, under Recordation No. 18075-N. The Fifth Supplement to the Trust Agreement dated August 27, 1996, between the Company and the Trustee was filed with the STB on September 3, 1996, under Recordation No. 18075-U. The Sixth Supplement to the Trust Agreement dated December 19, 1997, between the Company and the Trustee was filed with the STB on December 31, 1997, under Recordation No. 18075-X. The Seventh Supplement to the Trust Agreement dated May 22, 1998, between the Company and the Trustee was filed with the STB on May 28, 1998, under Recordation No. 18075-BB.

C. The Company has, pursuant to Section 5.05(a) of the Trust Agreement, issued its Request that the Trustee assign to the Company its railcars covered by the Existing Leases described in Exhibit C hereto (the "Assigned Equipment").

D. Pursuant to Section 5.05(a) of the Trust Agreement and such Request, the Company desires to convey to the Trustee other Equipment described in Exhibits A and B hereto of an aggregate fair value no less than the fair value of the Assigned Equipment (the "Substituted Equipment").

E. The parties desire to supplement and amend the Trust Agreement as provided herein.

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, the parties hereto agree as follows:

1. The Trust Agreement is hereby amended by adding to Exhibits A & B to the Trust Agreement the descriptions of the Substituted Equipment and Existing Leases contained in

Exhibits A and B hereto; and in accordance with Section 4.01 of the Trust Agreement, the Substituted Equipment shall be Trust Equipment and shall be included in the trust created thereunder and subject to all of the terms and provisions thereof.

2. The Trust Agreement, as hereby amended, is in all respects ratified and confirmed, and all rights and powers created or granted thereby or thereunder shall be and remain in full force and effect.

3. Terms used in this Supplement shall have the respective meanings ascribed to them in the Trust Agreement.

4. The terms "Trust Agreement," "Agreement" or "Equipment Trust Agreement" as used in the Trust Agreement and all Exhibits thereto shall be construed to mean the Trust Agreement as amended by the First Supplement through this Supplement.

5. This Supplement may be executed in several counterparts each of which shall be deemed an original, and all such counterparts shall together constitute but one and the same instrument. This Supplement may be signed by each party hereto upon a separate copy in which event all of said copies shall constitute a single counterpart of this Eighth Supplement. It shall not be necessary in making proof of this Supplement to produce or account for more than one such counterpart.

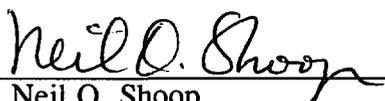
6. This Supplement shall in all respects be governed by, and construed and enforced in accordance with, the laws of the State of Texas (including the conflicts of laws rules), including all matters of construction, validity and performance.

IN WITNESS WHEREOF, the parties have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed effective as of the date first written above.

TRINITY INDUSTRIES LEASING COMPANY

Attest:

  
Secretary

By:   
Neil O. Shoop  
Treasurer

THE BANK OF NEW YORK, Trustee

By: *[Signature]*  
Name: Remo Reale  
Title: Vice President  
*ASSISTANT*

Attest:  
*[Signature]*

STATE OF TEXAS                   §  
  § ss.  
COUNTY OF DALLAS           §

On this 13th day of January, 1999, before me personally appeared Neil O. Shoop, to me personally known, who being by me duly sworn, says that he is the Treasurer of TRINITY INDUSTRIES LEASING COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Signature of Notary Public *[Signature]*  
My Commission Expires: 7.5.99



STATE OF NEW YORK           §  
  § ss.  
COUNTY OF NEW YORK       §

ASSISTANT

On this 14 day of January, 1999, before me personally appeared Remo Reale, to me personally known, who being by me duly sworn, says that he is the Vice President of THE BANK OF NEW YORK, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

Signature of Notary Public *William J. Casels*

My Commission Expires: \_\_\_\_\_

WILLIAM J. CASSELS  
Notary Public, State of New York  
No. 01CA5027729  
Qualified in Bronx County  
Certificate Filed in New York County  
Commission Expires May 16, 2000

EXHIBIT A

1. Railroad Car Lease Agreement, dated July 1, 1998, between Trinity Industries Leasing Company and Bethel Grain Co. covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
2	5,650 cu. ft. Lo covered Hopper Cars	TILX 5606, 5607

2. Railroad Car Lease Agreement, dated February 13, 1996 between Trinity Industries Leasing Company and MAPCO Supply & Trading covering the following described railroad cars (Partial Rider 4):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
4	33,687 Gal. 112J340W Tank Cars	TILX 301137-301140

EXHIBIT B  
DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
2 Hopper Cars	Lo	5,650 cu. ft.	TILX 5606, 5607	07/98
4 Tank Cars	112J340W	33,687 Gal.	TILX 301137-301140	10/96

EXHIBIT C  
DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
8 Tank Cars	112J340W	33,687 Gal.	TILX 301048-301055	10/92