

TRINITY INDUSTRIES, INC.



February 16, 1996

Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue N.W.
Washington, D.C. 20423
Attention: Recordation, Room 2311

*15195-GG, HH, FI,
+ JJ*

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RE: Documents for Recordation
Trinity Industries Leasing Company
Equipment Trust (Series 5-7)

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 Interstate Commerce Commission ("ICC") thereunder, enclosed herewith for filing and recordation are the following documents:

1. Two (2) executed originals of Seventh Supplement to Equipment Trust Agreement, a primary document, dated as of February 16, 1996, between Trinity Industries Leasing Company (the "Company") and The Bank of New York, as Successor Trustee (the "Bank");
2. Two (2) executed originals of an Assignment, a primary document, dated February 16, 1996, between the Company ("Assignor") and the Bank, as Successor Trustee ("Assignee");
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated February 16, 1996, between the Company ("Seller") and the Bank, as Successor Trustee ("Buyer"); and
4. Two (2) executed originals of a Bill of Sale, a secondary document, dated February 16, 1996, between the Bank, as Successor Trustee ("Seller") and the Company ("Buyer").

PLEASE NOTE: In filing the above documents and assigning recordation numbers thereto, please be advised that duplicate recordation numbers were mistakenly assigned to the Sixth Supplement documents filed on December 26, 1995, as will be more fully described at the end of this paragraph. The enclosed Seventh Supplement, Assignment and Bill of Sale referenced in paragraphs 1, 2 and 3, above, relate to the Equipment Trust Agreement dated as of March 15, 1987 between the Company and The Bank of New York, Successor Trustee, which was filed and recorded under Recordation No. 15195 on March 31, 1987, along with an

Part - Darlene Best

Assignment and Bill of Sale under Recordation Nos. 15195-A and 15195-B, respectively; the First Supplement to Equipment Trust Agreement dated as of November 20, 1989 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 15195-I on November 29, 1989, along with an Assignment and Bill of Sale under Recordation Nos. 15195-H and 15195-J; the Second Supplement to Equipment Trust Agreement as of February 16, 1994, between the Company and the Bank, as Trustee, which was recorded under Recordation No. 15195-M on February 23, 1994, along with an Assignment and Bill of Sale under Recordation Nos. 15195-N and 15195-O; the Third Supplement to the Equipment Trust Agreement as of March 17, 1995, between the Company and the Bank, as Trustee, which was recorded under Recordation No 15195-Q on March 21, 1995, along with an Assignment and Bill of Sale under Recordation Nos. 15195-R and 15195-S; the Fourth Supplement to the Equipment Trust Agreement as of September 25, 1995, between the Company and the Bank, as Trustee, which was recorded under Recordation No 15195-U on September 25, 1995, along with an Assignment and Bill of Sale under Recordation Nos. 15195-V and 15195-W; and the Fifth Supplement to Equipment Trust Agreement dated as of October 25, 1995, between the Company and the Bank, as Successor Trustee, which was filed and recorded un Recordation No. 15195-Y on October 27, 1995, along with the Assignment and Bill of Sale under Recordation Nos. 15195-Z and 15195-AA; and the Sixth Supplement to Equipment Trust Agreement dated as of December 21, 1995, between the Company and the Bank, as Successor Trustee, which was filed and recorded under Recordation No. 15195-N on December 26, 1995, along with the Assignment and Bill of Sale under Recordation Nos. 15195-O and 15195-P, respectfully. As mentioned previously, the last filings on December 26, 1995, in connection with the Sixth Supplement were assigned Recordation Nos. 15195-N, 15195-O and 15195-P, when Nos. 15195-N and 15195-O had been previously assigned to the Assignment and Bill of Sale referenced above in connection with the Second Supplement filed on February 23, 1994. Please correct these recordation numbers prior to assigning recordation numbers to the documents enclosed herewith.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to One Hundred Nine (109) railcars and the lease thereof subject to the said Equipment Trust Agreement that were released from the Equipment Trust and assigned by the said Trustee to the 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 Successor Trustee is 101 Barclay Street (21W), New York, NY 10286.

The railroad equipment covered by the Seventh 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 \$84.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Seventh Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Seventh Supplement to Equipment Trust Agreement, the Assignment and the Bills of Sale, with the filing date noted

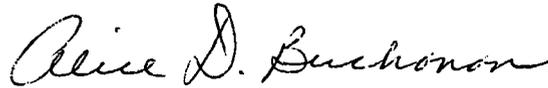
thereon, following recordation thereof, to the representative of Washington Service Bureau who is delivering this letter and said enclosures to you.

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

- (a) Primary Documents. (i) Seventh Supplement to Equipment Trust Agreement, a primary document, dated as of February 16, 1996, between the Company (as vendor and lessee), and the Bank, as Successor Trustee, and covering One Hundred Twenty Nine (129) railroad cars, and (ii) Assignment, a primary document, dated February 16, 1996, between the Company (as Assignor), and the Bank, as Successor Trustee, and covering One Hundred Twenty Nine (129) railroad cars.

- (b) Secondary Documents. Bill of Sale, a secondary document, dated February 16, 1996, between the Company (as Seller), and the Bank, as Successor Trustee (as Buyer), and covering various railroad cars, and connected to the Seventh Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated February 16, 1996, between the Bank, as Successor Trustee (Seller) and the Company (Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement dated as of March 15, 1987 referred to above.

Very truly yours,



Alice D. Buchanan
Paralegal

RAF:ab
Enclosures

BILL OF SALE

(Series 5-7)

THE BANK OF NEW YORK,
AS SUCCESSOR TRUSTEE
TO

15195-33
FEB 23 1996 1:00 PM

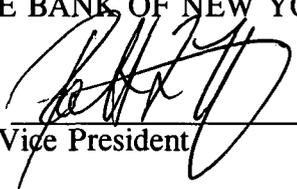
TRINITY INDUSTRIES LEASING COMPANY

THE BANK OF NEW YORK, as Successor Trustee (the "Trustee"), in consideration of the sum of Ten Dollars (\$10.00) in hand paid and other good and valuable consideration, the receipt of which is hereby acknowledged, has bargained, sold, assigned and transferred, and by these presents does hereby bargain, sell, assign, and transfer unto Trinity Industries Leasing Company (the "Company"), a Delaware corporation, pursuant to Section 5.05(a) of that certain Equipment Trust Agreement dated as of March 15, 1987 (the "Agreement") by and between the Trustee and the Company and the Request delivered to the Trustee by the Company dated February 16, 1996, all the right, title and interest of the Trustee, as Trustee under the Agreement, in and to the One Hundred Nine (109) railcars (the "Trust Equipment") described on Exhibit A hereto covered by the following Railroad Car Lease Agreement: One Hundred Nine (109) railcars covered by existing Lease Agreement dated October 9, 1995, between Trinity Industries Leasing Company and Commonwealth Edison Company (Partial Rider 1) as described on Exhibit B to the Agreement together with all right, title and interest of the Trustee in and to any and all existing leases or subleases in respect of the Trust Equipment as described on Exhibit B hereto (the "Existing Leases").

The Trustee hereby warrants that it has not caused any liens or encumbrances to have been placed on the Trust Equipment, other than the Existing Leases and the rights of the Company under the Agreement.

IN WITNESS WHEREOF, THE BANK OF NEW YORK, as such trustee has caused this Bill of Sale to be executed by its duly authorized officers and its corporate seal to be hereunto affixed, duly attested, this 16th day of February, 1996.

THE BANK OF NEW YORK

By: 
Vice President

Attest:


Assistant Vice President

STATE OF NEW YORK

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§

COUNTY OF NEW YORK

On this 20th day of February, 1996, before me personally appeared ROBERT F. McINTYRE, 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 acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Signature of Notary Public

My Commission Expires:

May 96

TIMOTHY J. SHEA
Notary Public, State of New York
No. 01SH5027547
Qualified in New York County
Commission Expires May 5, 1996

EXHIBIT A

1. Railroad Car Lease Agreement, dated October 9, 1995, between Trinity Industries Leasing Company and Commonwealth Edison Company covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
109	4,000 cu. ft. Lo Hopper Cars	TILX 4115-4223

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>
109 Hopper Cars	Lo	4,000 cu. ft.	TILX 4115-4223	10/95