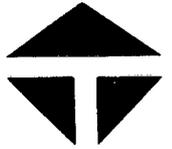


TRINITY INDUSTRIES LEASING COMPANY

A Subsidiary of Trinity Industries, Inc.



RECORDATION NO. 16017 FILED 1425

AUG 30 1994 4 00 PM

RECORDATION NO. 16017 FILED

AUG 30 1994 4 00 PM

August 30, 1994 INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue N.W.
Washington, D.C. 20423
Attention: Ms. Mildred Lee, Room 2303

RECORDATION NO. 16017 FILED 1425

AUG 30 1994 4 00 PM

INTERSTATE COMMERCE COMMISSION

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

RECORDATION NO. 16017 FILED 1425

AUG 30 1994 4 00 PM

Dear Ms. Lee:

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 August 30, 1994, between Trinity Industries Leasing Company (the "Company") and NationsBank of Texas, N.A. (formerly NCNB Texas National Bank), as Trustee (the "Bank");
2. Two (2) executed originals of an Assignment, a primary document, dated August 30, 1994, between the Company ("Assignor") and the Bank, as Trustee ("Assignee");
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated August 30, 1994, between the Company ("Seller") and the Bank, as Trustee ("Buyer"); and
4. Two (2) executed originals of a Bill of Sale, a secondary document, dated August 30, 1994, between the Bank, as Trustee ("Seller") and the Company ("Buyer").

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 November 4, 1988 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017 on November 8, 1988, along with an Assignment and Bill of Sale under Recordation Nos. 16017-A and 16017-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. 16017-I on November 29, 1989, along with an Assignment and Bill of Sale under Recordation Nos. 16017-H and 16017-J, respectively; the Second Supplement to Equipment Trust Agreement dated as of

Handwritten signature: C. ...

August 13, 1992 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-N on August 20, 1992 along with an Assignment and Bill of Sale under Recordation Nos. 16017-M and 16017-O, respectively; and the Third Supplement to Equipment Trust Agreement dated as of August 26, 1992 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-S on August 28, 1992 along with an Assignment and Bill of Sale under Recordation Nos. 16017-R and 16017-T; and the Fourth Supplement to Equipment Trust Agreement dated as of August 30, 1993 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-U on September 1, 1993, along with an Assignment and Bill of Sale under Recordation Nos. 16017-V and 16017-W, respectively; and the Fifth Supplement to Equipment Trust Agreement dated as of November 23, 1993 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-Y on November 24, 1993, along with an Assignment and Bill of Sale under Recordation Nos. 16017-Z and 16017-AA, respectively; and the Sixth Supplement to Equipment Trust Agreement dated as of February 23, 1994, between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-CC on February 23, 1994, along with an Assignment and Bill of Sale under Recordation Nos. 16017-DD and 16017-GG, respectively.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to 83 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 2705 State Street, Chicago Heights, Illinois, and the address of the Bank, the Trustee is 901 Main Street, Dallas, Texas 75202.

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 check in the amount of \$64.00 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.

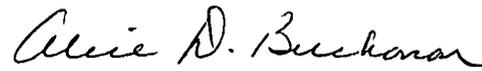
A short summary of the documents appear in the index follows:

- (a) Primary Documents. (i) Seventh Supplement to Equipment Trust Agreement, a primary document, dated as of August 30, 1994, between the Company (as vendor and lessee), and

the Bank, as Trustee, and covering Forty Nine (49) railroad cars , and (ii) Assignment, a primary document, dated August 30, 1994, between the Company (as Assignor), and the Bank, as Trustee, and covering Forty Nine (49) railroad cars .

- (b) Secondary Documents. Bill of Sale, a secondary document, dated August 30, 1994, between the Company (as Seller), and the Bank, as 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 August 30, 1994, between the Bank, as Trustee (Seller) and the Company (Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement dated as of November 4, 1988 referred to above.

Very truly yours,



Alice D. Buchanan
Paralegal

:ab
Enclosures

ICC-ltr.7-7

EXHIBIT A

1. Railroad Car Net Lease Agreement, dated May 25, 1979, between Trinity Industries Leasing Company and ARCO Chemical Company (Lyondell Petrochemical Division) covering the following described railroad cars (Rider 4):

| <u>Number of Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|--------------------------------------|---|
| 49 | 34,090 Gal. 112J340W Tank Cars | TILX 300200-300204(inclusive) 300207-300209(inclusive) 300212-300219(inclusive) 300221 300223-300225(inclusive) 300227,300228 300230-300233(inclusive) 300235 300237-300243(inclusive) 300245-300247(inclusive) 300249-300251(inclusive) 300254,300255 300257-300260(inclusive) 300262-300264(inclusive) |

RECORDATION NO. 16017-288 FILED 1425

AUG 30 1994 - 3 00 PM

INTERSTATE COMMERCE COMMISSION

**SEVENTH SUPPLEMENT
TO EQUIPMENT TRUST AGREEMENT**

(TRINITY INDUSTRIES LEASING COMPANY EQUIPMENT TRUST SERIES 7)

Dated as of August 30, 1994

Between

NATIONSBANK OF TEXAS, N.A.,
(formerly known as NCNB Texas National Bank), TRUSTEE

AND

TRINITY INDUSTRIES LEASING COMPANY

SEVENTH SUPPLEMENT dated as of August 30, 1994 (herein called this "Seventh Supplement"), to the Equipment Trust Agreement dated as of November 4, 1988 (hereinafter called the "Trust Agreement"), between TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation (hereinafter called the "Company") and NATIONSBANK OF TEXAS, N.A., (formerly known as NCNB Texas National Bank), a national banking association, as Trustee (hereinafter in such capacity called the "Trustee").

PRELIMINARY STATEMENT

A. The Trust Agreement was filed with the Interstate Commerce Commission (the "ICC") on November 8, 1988 under Recordation No. 16017.

B. The First Supplement to the Trust Agreement, dated November 20, 1989, between the Company and the Trustee was filed with the ICC on November 29, 1989, under Recordation No. 16017-I. The Second Supplement to the Trust Agreement, dated August 13, 1992, between the Company and the Trustee was filed with the ICC on August 20, 1992, under Recordation No. 16017-N. The Third Supplement to the Trust Agreement, dated August 26, 1992, between the Company and the Trustee was filed with the ICC on August 28, 1992 under Recordation No. 16017-S. The Fourth Supplement to the Trust Agreement, dated August 30, 1993, between the Company and the Trustee was filed with the ICC on September 1, 1993, under Recordation No. 16017-U. The Fifth Supplement to the Trust Agreement, dated November 23, 1993, between the Company and the Trustee was filed with the ICC on November 24, 1993, under Recordation No. 16017-Y. The Sixth Supplement to the Trust Agreement, dated February 23, 1994, between the Company and the Trustee was filed with the ICC on February 23, 1994, under Recordation No. 16017-CC

C. The Company has, pursuant to Section 5.05(a) of the Trust Agreement, issued its Request that the Trustee assign to the Company the 5 railcars covered by the Existing Lease with ADM Transportation Company dated January 21, 1981 (Partial Rider 2) (such Lease having been assumed by Cargill, Inc.); 48 railcars covered by the Existing Lease with Bartlett and Company dated August 14, 1985 (Riders 1 & 2); 13 railcars covered by the Existing Lease with Burlington Northern Railroad Company dated February 26, 1987 (Partial Riders 1 & 2) (such Lease having been assumed by Bartlett and Company); 9 railcars covered by the Existing Lease with Columbus & Greenville Railway Company dated August 20, 1981 (Rider 3) (such Lease having been assumed by Bartlett and Company); 4 railcars covered by the Existing Lease with Cargill, Inc. dated May 17, 1979 (Rider 9) (such Lease having been assumed by Bartlett and Company); and 4 railcars covered by the Existing Lease with Farmers Cooperative Grain dated February 6, 1980 (Rider 1) (such Lease having been assumed by Bartlett and Company), respectively described in Exhibit B to the Trust Agreement (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 Seventh 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, the Second Supplement, the Third Supplement, Fourth Supplement, Fifth Supplement, Sixth Supplement and this Supplement.

5. This Seventh 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 Seventh 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 Seventh Supplement. It shall not be necessary in making proof of this Seventh Supplement to produce or account for more than one such counterpart.

6. This Seventh 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: Neil R. Shoop
Assistant Secretary

By: K. V. Lewis
K. V. Lewis
Senior Vice President

[SEAL]

NATIONSBANK OF TEXAS, N.A., Trustee

By: Linda McNeil
Name: Linda McNeil
Title: Vice President

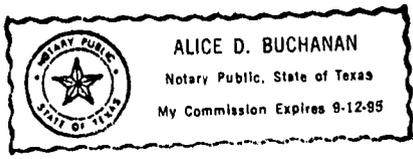
Attest: David Moore

STATE OF TEXAS §
 § ss.
COUNTY OF DALLAS §

On this 30th day of August, 1994, before me personally appeared K. W. Lewis, to me personally known, who being by me duly sworn, says that he is the Senior Vice President 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 Alice D. Buchanan
My Commission Expires: 9-12-95

[SEAL]



STATE OF TEXAS §
 § ss.
COUNTY OF DALLAS §

On this 29th day of August, 1994, before me personally appeared Linda McNeil, to me personally known, who being by me duly sworn, says that she is the Vice President of NATIONSBANK of TEXAS, N.A., 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 she acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

Signature of Notary Public Gail Williams
My Commission Expires: _____

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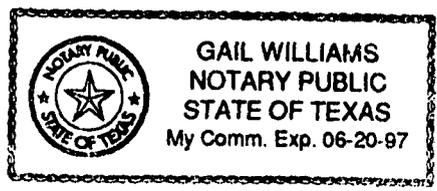


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**EXHIBIT B
DESCRIPTION OF TRUST EQUIPMENT**

| <u>Quantity and Type</u> | <u>Class</u> | <u>Capacity</u> | <u>Initialed Car Numbers</u> | <u>Earliest Service</u> |
|------------------------------|--------------|-----------------|---|-----------------------------|
| 49 Tank Cars | 112J340W | 34,090 Gal. | TILX 300200-300204(inclusive) 300207-300209(inclusive) 300212-300219(inclusive) 300221 300223-300225(inclusive) 300227,300228 300230-300233(inclusive) 300235 300237-300243(inclusive) 300245-300247(inclusive) 300249-300251(inclusive) 300254,300255 300257-300260(inclusive) 300262-300264(inclusive) | 1/80 |