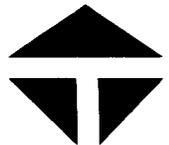


TRINITY INDUSTRIES LEASING COMPANY

A Subsidiary of Trinity Industries, Inc



RECORDATION NO 16017-14 FILED 1425

AUG 30 1994 -- 00 PM

RECORDATION NO 16017-14 FILED

August 30, 1994

INTERSTATE COMMERCE COMMISSION

AUG 30 1994 -- 00 PM

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 16017-14 FILED 1425

AUG 30 1994 -- 00 PM

INTERSTATE COMMERCE COMMISSION

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

RECORDATION NO 16017-00 FILED 1425

AUG 30 1994 -- 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. Bullock

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.

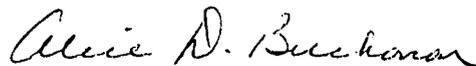
A short summary of the documents appear in the index follows:

- (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

TRINITY INDUSTRIES LEASING COMPANY (Series 7-7)

Equipment Trust, Series 7

RECORDATION NO. 26017NN FILED 1994

Bill of Sale

AUG 30 1994 - 4:00 PM

INTERSTATE COMM. COMMISSION
THIS AGREEMENT, dated the 30th day of August, 1994, between Trinity Industries Leasing Company, a Delaware Corporation, (hereinafter called "Seller"), and NationsBank of Texas, N.A. (formerly known as NCNB Texas National Bank), a national banking association, as Trustee (hereinafter called "Buyer"), as contemplated by the Seventh Supplement to Equipment Trust Agreement dated as of August 30, 1994, supplementing and amending the Equipment Trust Agreement dated as of November 4, 1988 (the "Equipment Trust Agreement"), between Seller and Buyer.

WITNESSETH

That in consideration of \$10.00 in hand paid and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Seller does hereby sell, grant and convey to the Buyer, its successors and assigns, the following described equipment:

The Forty Nine (49) railroad cars described in Exhibit A and more particularly identified in Exhibit B and incorporated by reference herein (the "Equipment").

Seller hereby warrants that Seller has good and marketable title to the Equipment, that Seller's title to the Equipment is free from all liens and encumbrances (including any leasehold interests therein) other than the Existing Leases described in the attached Exhibit A, the Assignment of even date herewith between the Seller and Buyer and the rights of Seller under the Equipment Trust Agreement, and Seller further agrees to forever warrant and defend the title to the Equipment unto Buyer, its successors and assigns, against all lawful claims.

TRINITY INDUSTRIES LEASING COMPANY

By:


K. W. Lewis
Senior Vice President

[SEAL]

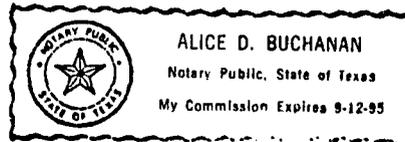
ATTEST:


Assistant Secretary

STATE OF TEXAS §
 §
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, the 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.

Alice D. Buchanan
Signature of Notary Public



My Commission expires:

9-12-95

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)

**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