

LAW OFFICES
McGLINCHEY STAFFORD
A PROFESSIONAL LIMITED LIABILITY COMPANY

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December 22, 1997

RECORDATION NO. *18075-X, Y, Z, AA*

DEC 31 '97

FILED
2-10PM

Countertop - Mustafa Adnan

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, Sixth 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 Sixth Supplement to Equipment Trust Agreement, a primary document, dated as of December 19, 1997, 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 December 19, 1997, 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 December 19, 1997, between the Company ("Seller") and the Bank, as Trustee ("Buyer").
4. Two (2) executed originals of a Bill of Sale, a secondary document, dated December 19, 1997, between the Bank, as Trustee ("Seller") and the Company ("Buyer").

The enclosed Sixth 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, 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.

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 Sixth 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.

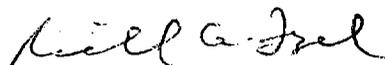
Enclosed is our firm's check in the amount of \$96.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Sixth Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Sixth 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) Sixth Supplement to Equipment Trust Agreement, a primary document, dated as of December 19, 1997, 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 December 19, 1997, between the Company (as Assignor), and the Bank, as Trustee, and covering Eighty Seven (87) railroad cars.
- (b) Secondary Documents. Bill of Sale, a secondary document, dated December 19, 1997, between the Company (as Seller), and the Bank, as Trustee (as Buyer), and covering various railroad cars, and connected to the Sixth Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated December 19, 1997, 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 Net Lease Agreement, dated January 1, 1997, between Trinity Industries Leasing Company and Montell North America covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
79	6,221 cu. ft. Lo Covered Hopper Cars	MLLX 97500-97578

2. Railroad Car Lease Agreement, dated August 24, 1994, between Trinity Industries Leasing Company and Excel Railcar Corporation covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
8	2,950 cu. ft. Lo Covered Hopper Cars	ERCX 9400-9407

RECORDATION NO. 180 75-AA FILED

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BILL OF SALE

(Series 10-6)

**THE BANK OF NEW YORK,
AS TRUSTEE
TO**

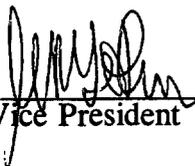
TRINITY INDUSTRIES LEASING COMPANY

The Bank of New York, as 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 September 9, 1991 (the "Agreement") by and between the Trustee and the Company and the Request delivered to the Trustee by the Company dated December 19, 1997, all the right, title and interest of the Trustee, as Trustee under the Agreement, in and to the railroad cars (the "Trust Equipment") covered by the Railroad Car Net Lease Agreement as described on Exhibits A and B hereto, together with all right, title and interest of the Trustee in and to the existing lease or sublease in respect of the Trust Equipment as described on Exhibit A hereto (the "Existing Lease").

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 22 day of December, 1997.

THE BANK OF NEW YORK

By: 
Vice President

Attest: 
Assistant Vice President

STATE OF NEW YORK §
 §
COUNTY OF NEW YORK §

On this 22 day of December, 1997, before me personally appeared WALTER N. GITLIN, 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:

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, 1998

EXHIBIT A

1. Railroad Car Lease Agreement, dated May 13, 1992, between Trinity Industries Leasing Company and MAPCO Alaska Petroleum, Inc. covering the following described railroad cars (Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
65	23,589 gal. 111A100W3 Tank Cars	TILX 260732-260796

2. Railroad Car Lease Agreement, dated May 13, 1992, between Trinity Industries Leasing Company and MAPCO Alaska Petroleum, Inc. covering the following described railroad cars (Rider 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
27	23,589 gal. 111A100W1 Tank Cars	TILX 260819-260826 TILX 260828-260830 TILX 260832 TILX 260834-260848

3. Railroad Car Lease Agreement, dated September 28, 1979, between Trinity Industries Leasing Company and Conoco, Inc. (assigned to E. I. Dupont de Nemours & Co., Inc.) covering the following described railroad cars (Rider 6):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
7	23,589 gal. 111A100W1 Tank Cars	TILX 260700-260706

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>
65 Tank Cars	111A100W3	23,589 gal.	TILX 260732-260796	12/92
27 Tank Cars	111A100W1	23,589 gal.	TILX 260819-260826 TILX 260828-260830 TILX 260832 TILX 260834-260848	06/96
7 Tank Cars	111A100W1	23,589 gal.	TILX 260700-260706	08/92