

McGLINCHEY STAFFORD
LAW OFFICES
A PROFESSIONAL LIMITED LIABILITY COMPANY

NEW ORLEANS
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LAKE PROVIDENCE
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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 Magnet 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

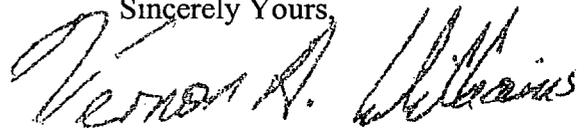
OFFICE OF THE SECRETARY

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

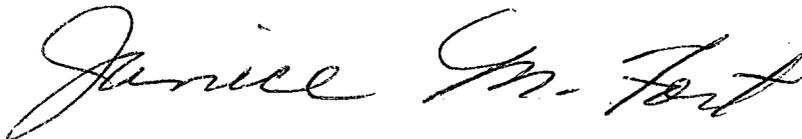


Vernon A. Williams

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:



TRINITY INDUSTRIES LEASING COMPANY

Equipment Trust, Series 10

Bill of Sale

RECORDATION

JAN 19 '99

12-55 PM

(Series 10-8)

18075-AA
FILED

THIS AGREEMENT, dated the 13th day of January, 1999, between Trinity Industries Leasing Company, a Delaware Corporation, (hereinafter called "Seller"), and The Bank of New York, a New York banking association, as Trustee (hereinafter called "Buyer"), as contemplated by the Eighth Supplement to Equipment Trust Agreement dated as of January 13, 1999, supplementing and amending the Equipment Trust Agreement dated as of December 30, 1992 (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 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: Neil O. Shoop
Neil O. Shoop
Treasurer

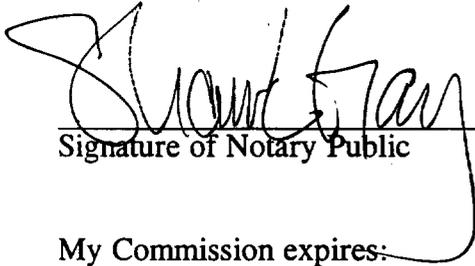
[SEAL]

ATTEST:

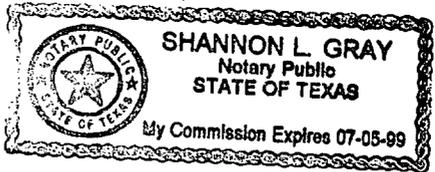
Michael A. [Signature]
Secretary

STATE OF TEXAS §
 §
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, 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.



Signature of Notary Public



My Commission expires:
7.5.99

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