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McGLINCHEY STAFFORD
A PROFESSIONAL LIMITED LIABILITY COMPANY

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DIRECT DIAL:

January 18, 1999

RECORDATION NO. 18075-FF, GG, HH, JJ
FILED
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,

Counterparts of Margaret 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

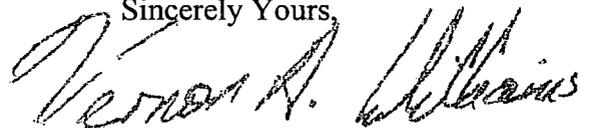
OFFICE OF THE SECRETARY

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:



JAN 19 '99

12-55 PM

BILL OF SALE

(Series 10-8)

**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 January 13, 1999, 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 14 day of January, 1999.

THE BANK OF NEW YORK

By: [Signature]
Vice President
ASSISTANT

Attest:
[Signature]
Assistant Vice President

STATE OF NEW YORK

§
§

COUNTY OF NEW YORK §

On this 14 day of January, 1999, before me personally appeared REMO REALE, 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.

ASSISTANT



Signature of Notary Public

My Commission Expires:

WILLIAM J. CASSELES
Notary Public, State of New York
No. 01CA5027729
Qualified in Bronx County
Certificate Filed in New York County
Commission Expires May 16, 2000

EXHIBIT A

1. Railroad Car Lease Agreement, dated May 25, 1979, between Trinity Industries Leasing Company and ARCO Chemical Company (name changed to Lyondell Petrochemical Company) covering the following described railroad cars (Rider 5):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
8	33,687 Gal. 112J340W Tank Cars	TILX 301048-301055

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>
8 Tank Cars	112J340W	33,687 Gal.	TILX 301048-301055	10/92