

McGLINCHEY STAFFORD
LAW OFFICES
A PROFESSIONAL LIMITED LIABILITY COMPANY

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RECORDATION NO. **17848-Z** FILED

MAR 26 '98 1-30PM

March 25, 1997

RECORDATION NO. **17848-AA, BB** FILED

MAR 26 '98 1-30PM

Secretary
Surface Transportation Board
1925 K Street N.W., Room 704
Washington, D.C. 20036
Attention: Recordation

RE: Documents for Recordation
Trinity Industries Leasing Company
Equipment Trust (Series 9-7)

RECORDATION NO. **17848-CC** FILED

MAR 26 '98 1-30PM

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 Seventh Supplement to Equipment Trust Agreement, a primary document, dated as of March 23, 1998, between Trinity Industries Leasing Company (the "Company") and The Bank of New York, as Successor Trustee (the "Bank");
2. Two (2) executed originals of an Assignment, a primary document, dated March 23, 1998, between the Company ("Assignor") and the Bank, as Successor Trustee ("Assignee");
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated March 23, 1998, between the Company ("Seller") and the Bank, as Successor Trustee ("Buyer"); and
4. Two (2) executed originals of a Bill of Sale, a secondary document, dated March 23, 1998, between the Bank, as Successor 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 June 30, 1992 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 17848 on July 1, 1992, along with an Assignment and Bill of Sale under Recordation Nos. 17848-B and 17848-A, respectively; the Second Supplement dated as of March 17, 1995, which was filed and recorded under Recordation No. 17848-F on March 21, 1995, along with Assignment and Bill of Sale under Recordation Nos. 17848-G and 17848-H, respectively; the

Robert D. ...
Margaret ...

Third Supplement dated as of September 25, 1995, which was filed and recorded under Recordation No. 17848-J on September 25, 1995, along with Assignment and Bill of Sale under Recordation Nos. 17848-K and 17848-L, respectively; and the Fourth Supplement dated as of August 27, 1996, which was filed and recorded under Recordation No. 17848-O on September 3, 1996, along with Assignment and Bill of Sale under Recordation Nos. 17848-P and 17848-Q, respectively; the Fifth Supplement dated as of December 5, 1996, which was filed and recorded under Recordation No. 17848-R on December 19, 1996, along with an Assignment and Bill of Sale under Recordation Nos. 17848-S and 17848-T, respectively; and the Sixth Supplement dated as of March 20, 1997, which was filed and recorded under Recordation No. 17848-V on March 26, 1997, along with an Assignment and Bill of Sale under Recordation Nos. 17848-W and 17848-X, respectively.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to various 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 2000 Gardner Expressway, Quincy, Illinois 62306-0867, and the address of the Bank, the Trustee is 101 Barclay, (21W), New York, NY 10286.

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 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 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 March 23, 1998, between the Company (as vendor and lessee), and the Bank, as Successor Trustee, and covering various railcars, and (ii) Assignment, a primary document, dated March 23, 1998, between the Company (as Assignor), and the Bank, as Successor Trustee, and covering various railcars.

- (b) Secondary Documents. Bill of Sale, a secondary document, dated March 23, 1998, between the Company (as Seller), and the Bank, as Successor 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 March 23, 1998, between the Bank, as Successor Trustee (as Seller) and the Company (as Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement dated as of June 30, 1992 referred to above.

Very truly yours,



Richard A. Fogel

RAF:slg
Enclosures

cc: Neil Shoop
Remo Reale

EXHIBIT A

1. Railroad Car Lease Agreement, dated March 12, 1992, between Trinity Industries Leasing Company and Kinetic Resources LPG covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
17	34,000 gal. 112J340W Tank Cars	TILX 300301, 300306-300310 TILX 300312, 300313, 300315 TILX 300317-300320, 300323 TILX 300324, 300327, 300334

RECORDATION NO.

FILED

MAR 26 '98

1-30PM

17848-Z

**SEVENTH SUPPLEMENT
TO EQUIPMENT TRUST AGREEMENT**

(TRINITY INDUSTRIES LEASING COMPANY EQUIPMENT TRUST SERIES 9)

Dated as of March 23, 1998

Between

**THE BANK OF NEW YORK,
Successor Trustee**

AND

TRINITY INDUSTRIES LEASING COMPANY

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 through this Supplement.

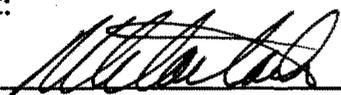
5. This Supplement may be executed in several counterparts each of which shall be deemed an original, and all such counterparts shall together constitute but one and the same instrument. This Supplement may be signed by each party hereto upon a separate copy in which event all of said copies shall constitute a single counterpart of this Supplement. It shall not be necessary in making proof of this Supplement to produce or account for more than one such counterpart.

6. This 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.

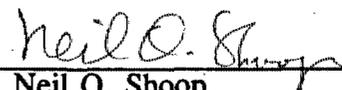
IN WITNESS WHEREOF, the parties have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed effective as of the date first written above.

TRINITY INDUSTRIES LEASING COMPANY

Attest:

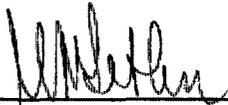


Secretary

By: 

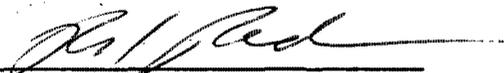
Neil O. Shoop
Treasurer

THE BANK OF NEW YORK, Successor Trustee

By: 

Name: WALTER N. GITLIN
Title: Vice President

Attest:



STATE OF TEXAS

§
§ ss.
§

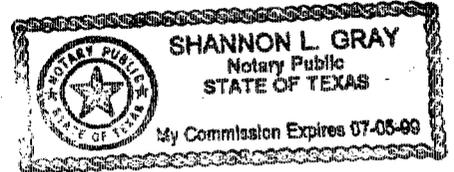
COUNTY OF DALLAS

On this 23rd day of March, 1998, 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, 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

Shannon L. Gray

My Commission Expires: _____



STATE OF NEW YORK

§
§ ss.
§

COUNTY OF NEW YORK

On this 23 day of March, 1998, 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 acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

Signature of Notary Public

William J. Casels

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

SEVENTH SUPPLEMENT dated as of March 23, 1998 (herein called this "Seventh Supplement"), to the Equipment Trust Agreement dated as of June 30, 1992 (hereinafter called the "Trust Agreement"), between TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation (hereinafter called the "Company") and THE BANK OF NEW YORK, a New York Banking Corporation, as Successor Trustee (hereinafter in such capacity called the "Trustee").

PRELIMINARY STATEMENT

A. The Trust Agreement was filed with the Surface Transportation Board (the "STB") on July 1, 1992 under Recordation No. 17848.

B. The First Supplement to the Trust Agreement dated September 16, 1992 was filed with the STB on September 21, 1992, under Recordation No. 17848-D. The Second Supplement to the Trust Agreement dated March 17, 1995 was filed with the STB on March 21, 1995, under Recordation No. 17848-F. The Third Supplement to the Trust Agreement dated September 25, 1995 was filed with the STB on September 25, 1995, under Recordation No. 17848-J. The Fourth Supplement to the Trust Agreement dated August 27, 1996 was filed with the STB on September 3, 1996, under Recordation No. 17848-O. The Fifth Supplement to the Trust Agreement dated December 5, 1996 was filed with the STB on December 19, 1996 under Recordation No. 17848-R. The Sixth Supplement to the Trust Agreement dated March 20, 1997 was filed with the STB on March 26, 1997 under Recordation No. 17848-V.

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 railcars covered by the Existing Lease described in Exhibit C hereto (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 Supplement all have the respective meanings ascribed to them in the Trust Agreement.

EXHIBIT A

1. Railroad Car Lease Agreement, dated March 12, 1992, between Trinity Industries Leasing Company and Kinetic Resources LPG covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
17	34,000 gal. 112J340W Tank Cars	TILX 300301, 300306-300310 TILX 300312, 300313, 300315 TILX 300317-300320, 300323 TILX 300324, 300327, 300334

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>
17 Tank Cars	112J340W	34,000 gal.	TILX 300301 TILX 300306-300310 TILX 300312, 3100313 TILX 300315 TILX 300317-300320 TILX 300323, 300324 TILX 300327, 300334	01/80

EXHIBIT C
DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
9 Hopper Cars	Lo	5,161 cu. ft.	TILX 516000-516008	2/96