

TRINITY INDUSTRIES LEASING COMPANY

A Subsidiary of Trinity Industries, Inc.



February 16, 1996

17520 - DD, EE,
FF+GG

Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue N.W.
Washington, D.C. 20423
Attention: Recordation, Room 2311

RE: Documents for Recordation
Trinity Industries Leasing Company
Equipment Trust (Series 8, 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 Interstate Commerce Commission ("ICC") 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 February 16, 1996, between Trinity Industries Leasing Company and The Bank of New York, as Trustee;
2. Two (2) executed originals of an Assignment, a primary document, dated February 16, 1996, between Trinity Industries Leasing company ("Assignor") and The Bank of New York, as Trustee ("Assignee");
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated February 16, 1996, between Trinity Industries Leasing Company ("Seller") and The Bank of New York, as Trustee ("Buyer"); and
4. Two (2) executed originals of a Bill of Sale, a secondary document, dated February 16, 1996, between The Bank of New York, as Trustee ("Seller") and Trinity Industries Leasing 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 September 9, 1991, between Trinity Industries Leasing Company and The Bank of New York, as Trustee, which was filed and recorded under Recordation No. 17520 on September 10, 1991, along with an Assignment and Bill of Sale under Recordation Nos. 17520-A and 17520-B; the First Supplement to Equipment Trust Agreement dated as of December 10, 1991 between Trinity Industries

Counterpart - Darlene Best

Leasing Company and The Bank of New York, as Trustee, which was filed and recorded under Recordation No. 17520-E on December 11, 1991, along with an Assignment and Bill of Sale under Recordation Nos. 17520-C and 17520-D; the Second Supplement to Equipment Trust Agreement dated as of February 11, 1993 between Trinity Industries Leasing Company and The Bank of New York, as Trustee, which was filed and recorded under Recordation No. 17520-F on February 16, 1993, along with an Assignment and Bill of Sale under Recordation Nos. 17520-G and 17520-H; the Third Supplement to Equipment Trust Agreement dated as of August 30, 1993, between Trinity Industries Leasing Company and The Bank of New York, as Trustee, which was filed and recorded under Recordation No. 17520-J on September 1, 1993, along with an Assignment and Bill of Sale under Recordation Nos. 17520-K and 17520-L; the Fourth Supplement to Equipment Trust Agreement dated as of February 16, 1994, between Trinity Industries Leasing Company and The Bank of New York, as Trustee, which was filed and recorded under Recordation No. 17520-N on February 23, 1994, along with an Assignment and Bill of Sale under Recordation Nos. 17520-O and 17520-P; the Fifth Supplement to Equipment Trust Agreement dated as of September 22, 1994, between Trinity Industries Leasing Company and The Bank of New York, as Trustee, which was filed and recorded under Recordation No. 17520-R on September 28, 1994, along with an Assignment and Bill of Sale under Recordation Nos. 17520-S and 17520-T; the Sixth Supplement to Equipment Trust Agreement dated as of September 20, 1995, between Trinity Industries Leasing Company and The Bank of New York, as Trustee, which was filed and recorded under Recordation No. 17520-V on September 22, 1995, along with an Assignment and Bill of Sale under Recordation Nos. 17520-W and 17520-X; the Seventh Supplement to the Trust Agreement, dated December 21, 1995, between the Trinity Industries Leasing Company and The Bank of New York, as Trustee, which was filed and recorded under Recordation No. 17520-Z on December 26, 1995, along with an Assignment and Bill of Sale under Recordation Nos. 17520-AA and 17520-BB, respectively.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to Seven (7) 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 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 of New York, the Trustee is 101 Barclay Street (21W), 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 \$84.00 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 February 16, 1996, between Trinity Industries Leasing Company (as vendor and lessee), and The Bank of New York, as Trustee, and covering Seven (7) railcars, and (ii) Assignment, a primary document, dated February 16, 1996, between Trinity Industries Leasing Company (as Assignor), and The Bank of New York, as Trustee, and covering Seven (7) railcars.

- (b) Secondary Documents. Bill of Sale, a secondary document, dated February 16, 1996, between Trinity Industries Leasing Company (as Seller), and The Bank of New York, 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 February 16, 1996, between The Bank of New York, as Trustee (Seller) and Trinity Industries Leasing Company (Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement dated as of September 9, 1991, referred to above.

Very truly yours,



Alice D. Buchanan
Paralegal

RAF:ab

Enclosures

RECORDATION NO 17520-FF
FEB 2 1996
PLA

TRINITY INDUSTRIES LEASING COMPANY

(Series 8-8)

Equipment Trust

Bill of Sale

THIS AGREEMENT, dated the 16th day of February, 1996, between Trinity Industries Leasing Company, a Delaware Corporation, (hereinafter called "Seller"), and The Bank of New York, a New York banking corporation, as Trustee (hereinafter called "Buyer"), as contemplated by the Eighth Supplement to Equipment Trust Agreement dated as of February 16, 1996, supplementing and amending the Equipment Trust Agreement dated as of September 9, 1991 (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 Seven (7) railcars 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: 
F. Dean Phelps
Vice President

[SEAL]

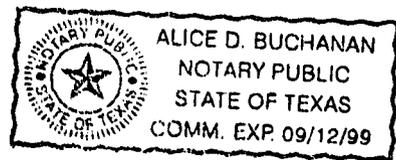
ATTEST:


Assistant Secretary

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

On this 14~~th~~ day of February, 1996, before me, personally appeared F. Dean Phelps, to me personally known, who being by me duly sworn, says that he is the 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:

EXHIBIT A

1. Railroad Car Net Lease Agreement, dated August 25, 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> |
|-----------------------|--|--------------------|
| 7 | 2,950 cu. ft. Lo Covered Hopper Cars | ERCX 9690-9696 |

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> |
|------------------------------|--------------|-----------------|----------------------------------|-----------------------------|
| 7 Hopper Cars | Lo Covered | 2,950 cu. ft. | ERCX 9690-9696 | 12/94 |