

TRINITY INDUSTRIES, INC.



17520-HH II, JJ, KK

April 19, 1996

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RECEIVED
SURFACE TRANSPORTATION
BOARD

Counters parts - Michael Peters

Secretary
Surface Transportation Board
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, Ninth 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"), formerly known as the Interstate Commerce Commission ("ICC"), thereunder, enclosed herewith for filing and recordation are the following documents:

1. Two (2) executed originals of Ninth Supplement to Equipment Trust Agreement, a primary document, dated as of April 19, 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 April 19, 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 April 19, 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 April 19, 1996 between The Bank of New York, as Trustee ("Seller") and Trinity Industries Leasing Company ("Buyer").

The enclosed Ninth 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

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; and the Eighth Supplement to the Trust Agreement, dated February 16, 1996, between the Trinity Industries Leasing Company and The Bank of New York, as Trustee, which was filed and recorded under Recordation No. 17520-DD on February 23, 1996, along with an Assignment and Bill of Sale under Recordation Nos. 17520-EE and 17520-FF, respectively.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to One Hundred and Sixty Nine (169) railroad cars 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 Ninth 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 Ninth Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Ninth 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) Ninth Supplement to Equipment Trust Agreement, a primary document, dated as of April 19, 1996, between Trinity Industries Leasing Company (as vendor and lessee), and The Bank of New York, as Trustee, and covering Two Hundred and Twenty Four (224) railroad cars, and (ii) Assignment, a primary document, dated April 19, 1996, between Trinity Industries Leasing Company (as Assignor), and The Bank of New York, as Trustee, and covering Two Hundred and Twenty Four (224) railroad cars.

- (b) Secondary Documents. Bill of Sale, a secondary document, dated April 19, 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 Ninth Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated April 19, 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

TRINITY INDUSTRIES LEASING COMPANY

(Series 8-9)

Equipment Trust

17520-55

Bill of Sale

APR 24 1996

THIS AGREEMENT, dated the 19th day of April, 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 Ninth Supplement to Equipment Trust Agreement dated as of April 19, 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 Two Hundred and Twenty Four (224) 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: F. Dean Phelps
F. Dean Phelps
Vice President

[SEAL]

ATTEST:

Neil O'Sh...
Assistant Secretary

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

On this 15th day of April, 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:

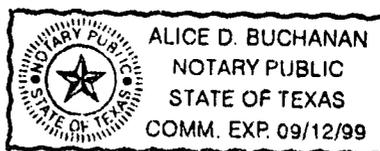


EXHIBIT A

1. Railroad Car Lease Agreement, dated April 1, 1993, between Trinity Industries Leasing Company and Ashland Chemical Company, a division of Ashland, Inc. covering the following described railroad cars (Rider 1):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
3	21,000 Gal. 111A100W1 Tank Cars	TILX 220000-220002

2. Railroad Car Lease Agreement, dated April 1, 1993, between Trinity Industries Leasing Company and Ashland Chemical Company, a division of Ashland, Inc. covering the following described railroad cars (Rider 7):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
8	34,000 Gal. 112J340W Tank Cars	TILX 300791-300798

3. Railroad Car Net Lease Agreement, dated May 20, 1985, between Trinity Industries Leasing Company and Cargill Inc. covering the following described railroad cars (Partial Rider 4):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
45	17,604 Gal. 111A100W3 Tank Cars	CRGX 6043-6054 CRGX 6056-6088

4. Railroad Car Lease Agreement, dated August 3, 1990, between Trinity Industries Leasing Company and Dakota Gasification Company covering the following described railroad cars (Partial Rider 4):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
5	23,635 Gal. 111A100W1 Tank Cars	TILX 260228-260230 TILX 260233, 260235

5. Railroad Car Lease Agreement, dated May 17, 1979, between Trinity Industries Leasing Company and Excel Corporation, a wholly-owned subsidiary of Cargill, Inc. covering the following described railroad cars (Partial Rider 17):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
87	23,500 Gal. 111A100W1 Tank Cars	TILX 260291-260315 TILX 260317-260342 TILX 260344-260352 TILX 260354-260380

6. Railroad Car Net Lease Agreement, dated August 9, 1984, between Trinity Industries Leasing Company and Minnesota Corn Processors, Inc. covering the following described railroad cars (Partial Rider 1):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
20	17,641 Gal. 111A100W3 Tank Cars	MNCX 1000-1019

7. Railroad Car Lease Agreement, dated October 13, 1994, between Trinity Industries Leasing Company and Murex, Inc. covering the following described railroad cars (Partial Rider 1):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
24	30,000 Gal. 111A100W1 Tank Cars	TILX 190000-190007 TILX 190009-190024

8. Railroad Car Full Service Lease Agreement, dated January 21, 1981, between Trinity Industries Leasing Company and NOVA Investments (U.S.) Inc. covering the following described railroad cars (Rider 1):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
32	34,000 Gal. 112J340W Tank Cars	TILX 300265-300271 TILX 300273-300289 TILX 300291 TILX 300293-300299

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>
3 Tank Cars	111A100W1	21,000 Gal.	TILX 220000-220002	10/80
8 Tank Cars	112J340W	34,000 Gal.	TILX 300791-300798	12/82
45 Tank Cars	111A100W3	17,604 Gal.	CRGX 6043-6054 CRGX 6056-6088	05/81
5 Tank Cars	111A100W1	23,635 Gal.	TILX 260228-260230 TILX 260233, 260235	01/81
87 Tank Cars	111A100W1	23,500 Gal.	TILX 260291-260315 TILX 260317-260342 TILX 260344-260352 TILX 260354-260380	12/82
20 Tank Cars	111A100W3	17,641 Gal.	MNCX 1000-1019	09/84
24 Tank Cars	111A100W1	30,000 Gal.	TILX 190000-190007 TILX 190009-190024	01/80
32 Tank Cars	112J340W	34,000 Gal.	TILX 300265-300271 TILX 300273-300289 TILX 300291 TILX 300293-300299	01/80