

LAW OFFICES
McGLINCHEY STAFFORD LANG
A PROFESSIONAL LIMITED LIABILITY COMPANY

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, respectively; 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, respectively; 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 the Company and The Bank of New York 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 the Company and The Bank of New York 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 Equipment Trust Agreement dated as of December 21, 1995, between the Company and The Bank of New York 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; the Eighth Supplement to Equipment Trust Agreement dated as of February 16, 1996, between the Company and The Bank of New York 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; the Ninth Supplement to Equipment Trust Agreement dated as of April 19, 1996, between the Company and The Bank of New York which was filed and recorded under Recordation No. 17520-HH on April 24, 1996, along with an Assignment and Bill of Sale under Recordation Nos. 17520-II and 17520-JJ; and the Tenth Supplement to Equipment Trust Agreement dated as of December 5, 1996, between the Company and The Bank of New York which was filed and recorded under Recordation No. 17520-LL on December 19, 1996, along with an Assignment and Bill of Sale under Recordation Nos. 17520-MM and 17520-NN.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to Sixty-Three (63) 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.

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A PROFESSIONAL LIMITED LIABILITY COMPANY

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, 21st Floor, New York, New York 10007.

The railroad equipment covered by the Eleventh 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 Eleventh Supplement to Equipment Trust Agreement).

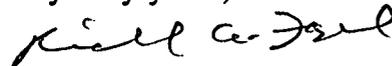
You are hereby authorized to deliver any unneeded copies of the Eleventh Supplement to Equipment Trust Agreement, the Assignment and the Bills of Sale, with the filing date noted thereon, following recordation thereof, to the representative of Washington Service Bureau who is delivering this letter and said enclosures to you.

A short summary of the documents appear in the index follows:

- (a) Primary Documents. (i) Eleventh Supplement to Equipment Trust Agreement, a primary document, dated as of January 21, 1997, between Trinity Industries Leasing Company (as vendor and lessee), and The Bank of New York, as Trustee, and covering Sixteen (16) railroad cars, and (ii) Assignment, a primary document, dated January 21, 1997, between Trinity Industries Leasing Company (as Assignor), and The Bank of New York, as Trustee, and covering Sixteen (16) railroad cars.

- (b) Secondary Documents. Bill of Sale, a secondary document, dated January 21, 1997, 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 Eleventh Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated January 21, 1997, 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,



Richard A. Fogel

RAF:slg
Enclosures

EXHIBIT A

1. Railroad Car Net Lease Agreement, dated April 13, 1983, between Trinity Industries Leasing Company and A.E. Staley Manufacturing Company covering the following described railroad cars (Partial Rider 9):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
63	4,750 cu. ft. Lo Covered Hopper Cars	TILX 500101, 500105, 500144 TILX 500146, 500148, 500156 TILX 500161, 500169, 500190 TILX 500198, 500211, 500221 TILX 500222, 500226, 500246 TILX 500254, 500276, 500291 TILX 500294, 500297, 500301 TILX 500305, 500308, 500309 TILX 500316, 500333, 500340 TILX 500343, 500357, 500373 TILX 500375, 500376, 500400 TILX 500402, 500403, 500411 TILX 500429, 500447, 500450 TILX 500451, 500480, 500482 TILX 500483, 500485, 500497 TILX 500502, 500504, 500515 TILX 500521, 500523, 500525 TILX 500531, 500535, 500540 TILX 500548, 500553, 500559 TILX 500565, 500573, 500592 TILX 500654, 500669, 500684

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20427-0001

Richard A. Eogel
McGlinchey Stafford Lang
2777 Stemmons Freeway
Suite 925
Dallas, TX. 75207

Dear

Sir:

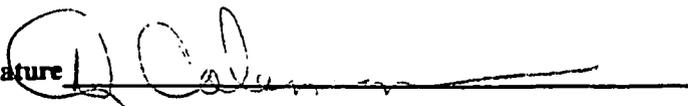
The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1-24-97 at 3:45 PM, and assigned recordation number(s). 17520-PP, QQ, RR and SS.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

\$ 88.00 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 and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature 

17500-PP
JAN 24 1997 3:45 PM

**ELEVENTH SUPPLEMENT
TO EQUIPMENT TRUST AGREEMENT**

(TRINITY INDUSTRIES LEASING COMPANY EQUIPMENT TRUST SERIES 8)

Dated as of January 21, 1997

Between

THE BANK OF NEW YORK, TRUSTEE

AND

TRINITY INDUSTRIES LEASING COMPANY

ELEVENTH SUPPLEMENT dated as of January 21, 1997 (herein called this "Supplement"), to the Equipment Trust Agreement dated as of September 9, 1991 (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 Trustee (hereinafter in such capacity called the "Trustee").

PRELIMINARY STATEMENT

A. The Trust Agreement was filed with the Surface Transportation Board (the "STB") on September 10, 1991 under Recordation No. 17520.

B. The First Supplement to the Trust Agreement, dated December 10, 1991, between the Company and the Trustee was filed with the STB on December 11, 1991, under Recordation No. 17520-E. The Second Supplement to the Trust Agreement, dated February 11, 1993, between the Company and the Trustee was filed with the STB on February 16, 1993, under Recordation No. 17520-F. The Third Supplement to the Trust Agreement, dated August 30, 1993, between the Company and the Trustee was filed with the STB on September 1, 1993, under Recordation No. 17520-J. The Fourth Supplement to the Trust Agreement, dated February 16, 1994, between the Company and the Trustee was filed with the STB on February 23, 1994, under Recordation No. 17520-N. The Fifth Supplement to the Trust Agreement, dated September 22, 1994, between the Company and the Trustee was filed with the STB on September 28, 1994, under Recordation No. 17520-R. The Sixth Supplement to the Trust Agreement, dated September 20, 1995, between the Company and the Trustee was filed with the STB on September 22, 1995, under Recordation No. 17520-V. The Seventh Supplement to the Trust Agreement, dated December 21, 1995, between the Company and the Trustee was filed with the STB on December 26, 1995, under Recordation No. 17520-Z. The Eighth Supplement to the Trust Agreement, dated February 16, 1996, between the Company and the Trustee was filed with the STB on February 23, 1996, under Recordation No. 17520-DD. The Ninth Supplement to the Trust Agreement, dated April 19, 1996, between the Company and the Trustee was filed with the STB on April 24, 1996, under Recordation No. 17520-HH. The Tenth Supplement to the Trust Agreement, dated December 5, 1996, between the Company and the Trustee was filed with the STB on December 19, 1996, under Recordation No. 17520-LL.

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 sixty-three (63) 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 Exhibit A 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 shall have the respective meanings ascribed to them in the Trust Agreement.

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.

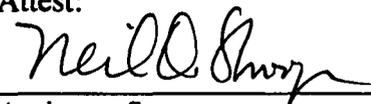
5. This Supplement may be executed in several counterparts each of which shall be deemed an original, and all such counterparts shall together constitute but one and the same instrument. This Supplement may be signed by each party hereto upon a separate copy in which event all of said copies shall constitute 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:


Assistant Secretary

By: 
F. Dean Phelps
Vice President

[SEAL]

EXHIBIT A

1. **Railroad Car Lease Agreement, dated April 10, 1996, between Trinity Industries Leasing Company and Mark VII Logistics Services, Inc. covering the following described railroad cars (Partial Rider 2):**

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
16	5125 cu. ft. Lo Covered Hopper Cars	TILX 5523-5538

Series 8

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>
16 Hopper Cars	Lo	5125 cu. ft.	TILX 5523-5538	08/96

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EXHIBIT C

Series 8

1. Railroad Car Net Lease Agreement, dated April 13, 1983, between Trinity Industries Leasing Company and A.E. Staley Manufacturing Company covering the following described railroad cars (Partial Rider 9):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
63	4,750 cu. ft. Lo Covered Hopper Cars	TILX 500101, 500105, 500144 TILX 500146, 500148, 500156 TILX 500161, 500169, 500190 TILX 500198, 500211, 500221 TILX 500222, 500226, 500246 TILX 500254, 500276, 500291 TILX 500294, 500297, 500301 TILX 500305, 500308, 500309 TILX 500316, 500333, 500340 TILX 500343, 500357, 500373 TILX 500375, 500376, 500400 TILX 500402, 500403, 500411 TILX 500429, 500447, 500450 TILX 500451, 500480, 500482 TILX 500483, 500485, 500497 TILX 500502, 500504, 500515 TILX 500521, 500523, 500525 TILX 500531, 500535, 500540 TILX 500548, 500553, 500559 TILX 500565, 500573, 500592 TILX 500654, 500669, 500684