

RECORDATION NO. 17520
JAN 24 1997 - 3 45 PM
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LAW OFFICES
McGLINCHEY STAFFORD LANG
A PROFESSIONAL LIMITED LIABILITY COMPANY

NEW ORLEANS
HOUSTON
BATON ROUGE
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JACKSON
FORT SMITH
LAKE PROVIDENCE

2777 STEMMONS FREEWAY
SUITE 925
DALLAS, TEXAS 75207

TELEPHONE (214) 860-8700
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DIRECT DIAL:

January 23, 1997

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, Eleventh Supplement)

JAN 24 3 40 PM '97
RECEIVED
SURFACE TRANSPORTATION
BOARD

Dear Madam:

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 Eleventh Supplement to Equipment Trust Agreement, a primary document, dated as of January 21, 1997, 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 January 21, 1997, 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 January 21, 1997, 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 January 21, 1997 between The Bank of New York, as Trustee ("Seller") and Trinity Industries Leasing Company ("Buyer").

The enclosed Eleventh 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, respectively; the

Counterpart - E. J. W. Lamm

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.

LAW OFFICES
McGLINCHEY STAFFORD LANG
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).

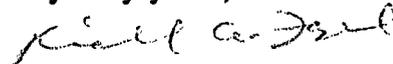
You are hereby authorized to deliver any unneeded copies of the Eleventh Supplement to Equipment Trust Agreement, the Assignment and the Bills of Sale, with the filing date noted thereon, following recordation thereof, to the representative of Washington Service Bureau who is delivering this letter and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

JAN 24 1997 - 3 45 PM

BILL OF SALE

(Series 8-11)

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 21, 1997, all the right, title and interest of the Trustee, as Trustee under the Agreement, in and to the Sixty-Three (63) railroad cars (the "Trust Equipment") covered by the Railroad Car Lease Agreements as described on Exhibits A and B hereto, together with all right, title and interest of the Trustee in and to any and all existing leases or subleases in respect of the Trust Equipment as described on Exhibit A hereto (the "Existing Leases").

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 21st day of January, 1997.

THE BANK OF NEW YORK

By *Stephen M. Morier*
Vice President

Attest:

John I. Keed
Assistant Vice President

STATE OF NEW YORK §
 §
COUNTY OF NEW YORK §

On this ___ day of January, 1997, before me personally appeared Mary Jane Morrissey, 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.


Signature of Notary Public

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

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

**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>
63 Hopper Cars	Lo	4,750 cu. ft.	TILX 500101, 500105 TILX 500144, 500146 TILX 500148, 500156 TILX 500161, 500169 TILX 500190, 500198 TILX 500211, 500221 TILX 500222, 500226 TILX 500246, 500254 TILX 500276, 500291 TILX 500294, 500297 TILX 500301, 500305 TILX 500308, 500309 TILX 500316, 500333 TILX 500340, 500343 TILX 500357, 500373 TILX 500375, 500376 TILX 500400, 500402 TILX 500403, 500411 TILX 500429, 500447 TILX 500450, 500451 TILX 500480, 500482 TILX 500483, 500485 TILX 500497, 500502 TILX 500504, 500515 TILX 50521, 500523 TILX 500525, 500531 TILX 500535, 500540 TILX 500548, 500553 TILX 500559, 500565 TILX 500573, 500592 TILX 500654, 500669 TILX 500684	06/79