

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; 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 Eleventh Supplement to Equipment Trust Agreement dated as of January 21, 1997, between the Company and The Bank of New York which was filed and recorded under Recordation No. 17520-PP on January 24, 1997, along with an Assignment and Bill of Sale under Recordation Nos. 17520-QQ and 17520-RR; and the Twelfth Supplement to Equipment Trust Agreement dated as of July 7, 1997, between the Company and The Bank of

New York which was filed and recorded under Recordation No. 17520-TT on July 11, 1997, along with an Assignment and Bill of Sale under Recordation Nos. 17520-UU and 17520-VV.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to the 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.

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 Thirteenth 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 Thirteenth Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Thirteenth 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) Thirteenth Supplement to Equipment Trust Agreement, a primary document, dated as of December 19, 1997, between Trinity Industries Leasing Company (as vendor and lessee), and The Bank of New York, as Trustee, and covering One Hundred Seventy Seven (177) railroad cars, and (ii) Assignment, a primary document, dated December 19, 1997, between Trinity Industries Leasing Company (as Assignor), and The Bank of New York, as Trustee, and covering various railroad cars.

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

Enclosures

DEC 31 '97

2-10PM

TRINITY INDUSTRIES LEASING COMPANY

(Series 8-13)

Equipment Trust

Bill of Sale

THIS AGREEMENT, dated the 19th day of December, 1997, 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 Thirteenth Supplement to Equipment Trust Agreement dated as of December 19, 1997, 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 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

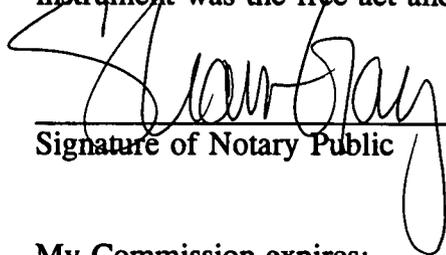
By: Neil O. Shoop
Neil O. Shoop
Treasurer

ATTEST:

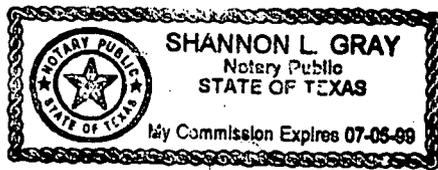
[Signature]
Secretary

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

On this 19th day of December, 1997, 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, 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.



Signature of Notary Public



My Commission expires:

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 (Rider 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
6	17,641 Gal. 111A100W3 Tank Cars	STMX 600-605

2. Railroad Car Lease Agreement, dated July 10, 1989, between Trinity Industries Leasing Company and ADM Transportation Company covering the following described railroad cars (Partial Rider 8):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	5,191 cu. ft. Lo Covered Hopper Cars	TIMX 1013

3. Railroad Car Net Lease Agreement, dated May 20, 1985, between Trinity Industries Leasing Company and Cargill Incorporated covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
49	20,514 Gal. 111A100W1 Tank Cars	CRGX 7000-7048

4. Railroad Car Net Lease Agreement, dated May 18, 1983, between Trinity Industries Leasing Company and Amoco Minerals Company (assigned to Cyprus Mines Corporation), assumed in part by E.C.C. America, Inc. effective June 1, 1988 covering the following described railroad cars (Partial Riders 1 & 4):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
26	14,100 Gal. 111A100W1 Tank Cars	ECPX 14000, 14002, 14003 ECPX 14005-14008 ECPX 14012-14017 ECPX 14023, 14025 ECPX 14027-14029 ECPX 14032 ECPX 14034-14040

5. Railroad Car Lease Agreement, dated July 11, 1991, between Trinity Industries Leasing Company and Celtran, Inc., a subsidiary of Hoechst Celanese Corporation covering the following described railroad cars (Partial Riders 3 & 4):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
17	30,000 Gal. 111A100W1 Tank Cars	TILX 190033-190039 TILX 190041-190050

6. Railroad Car Lease Agreement, dated October 30, 1995, between Trinity Industries Leasing Company and Koch Refining Company, L.P. covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
4	29,947 Gal. 111A100W1 Tank Cars	TILX 190315-190318

7. Railroad Car Full Service Lease Agreement, dated June 4, 1984, between Trinity Industries Leasing Company and Nova Energy Systems, Inc. covering the following described railroad cars (Rider 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
30	29,947 Gal. 111A100W1 Tank Cars	TILX 190051-190066 TILX 190068-190075 TILX 190077-190082

8. Railroad Car Lease Agreement, dated July 15, 1988, between Trinity Industries Leasing Company and Olin Corporation covering the following described railroad cars (Partial Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
2	16,664 Gal. 111A100W1 Tank Cars	TILX 160018, 160054

9. Railroad Car Lease Agreement, dated June 19, 1995, between Trinity Industries Leasing Company and Procter and Gamble Manufacturing Company covering the following described railroad cars (Partial Rider 11):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
14	5,125 cu. ft. Lo Covered Hopper Cars	TILX 5348-5361

10. Railroad Car Lease Agreement, dated March 12, 1982, between Trinity Industries Leasing Company and PPG Industries, Inc. covering the following described railroad cars (Partial Rider 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
2	17,015 Gal. 111A100W1 Tank Cars	TILX 160056, 160057

11. Railroad Car Lease Agreement, dated September 5, 1995, between Trinity Industries Leasing Company and North American Chemical Company, covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
2	5,125 cu. Ft. Lo Covered Hopper Cars	TILX 5346-5347

12. Railroad Car Lease Agreement, dated September 14, 1987, between Trinity Industries Leasing Company and Stauffer Chemical Company (acquired by Rhone-Poulenc Basic Chemicals Co.) covering the following described railroad cars (Partial Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
3	13,946 Gal. 111A100W2 Tank Cars	TILX 100359-100361

13. Railroad Car Net Lease Agreement, dated December 13, 1994, between Trinity Industries Leasing Company and South Orient Railway Company, Ltd. covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
5	70-Ton Lo Spine Cars	SO 1000-1004

14. 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>
4	5,125 cu. ft. Lo Covered Hopper Cars	TILX 5539-5542

(Exhibit A continued)

Series 8

15. Railroad Car Lease Agreement, dated August 3, 1995, between Trinity Industries Leasing Company and Arcadian Fertilizer L.P. covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
8	18,372 gal. 111A60W7 Tank Cars	TILX 200119-200124 TILX 200126, 200127

16. 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>
3	2,950 cu. ft. Lo Covered Hopper Cars	ERCX 9697-9699

17. Master Car Lease Agreement, dated August 1, 1995, between Trinity Industries Leasing Company and White Springs Agricultural Chemicals, Inc. covering the following described railroad cars (Partial Rider 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	14,298 gal. 111A100W1 Tank Car	TILX 150099

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>
6 Tank Cars	111A100W3	17,641 Gal.	STMX 600-605	08/84
1 Hopper Car	Lo	5,191 cu. ft.	TIMX 1013	08/96
49 Tank Cars	111A100W1	20,514 Gal.	CRGX 7000-7048	05/85
26 Tank Cars	111A100W1	14,100 Gal.	ECPX 14000, 14002 ECPX 14003, 14005-14008 ECPX 14012-14017 ECPX 14023, 14025 ECPX 14027-14029 ECPX 14032 ECPX 14034-14040	12/83
17 Tank Cars	111A100W1	30,000 Gal.	TILX 190033-190039 TILX 190041-190050	03/84
4 Tank Cars	111A100W1	29,947 Gal.	TILX 190315-190318	11/95
30 Tank Cars	111A100W1	29,947 Gal.	TILX 190051-190066 TILX 190068-190075 TILX 190077-190082	12/84
2 Tank Cars	111A100W1	16,664 Gal.	TILX 160018, 160054	10/88
14 Hopper Cars	Lo	5,125 cu. ft.	TILX 5348-5361	09/95
2 Tank Cars	111A100W1	17,015 Gal.	TILX 160056, 160057	06/89
2 Hopper Cars	Lo	5,125 cu. ft.	TILX 5346-5347	09/95
3 Tank Cars	111A100W2	13,946 Gal.	TILX 100359-100361	03/89
5 Spine Cars	Lo	70-Ton	SO 1000-1004	12/94
4 Hopper Cars	Lo	5,125 cu. ft.	TILX 5539-5542	08/96

(Exhibit B continued)

Series 8

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
8 Tank Cars	111A60W7	18,372 gal.	TILX 200119-200124 TILX 200126, 200127	10/95
3 Hopper Cars	Lo	2,950 cu. ft.	ERCX 9697-9699	12/94
1 Tank Car	111A100W1	14,298 gal.	TILX 150099	11/95