

**McGLINCHEY STAFFORD**  
LAW OFFICES  
A PROFESSIONAL LIMITED LIABILITY COMPANY

NEW ORLEANS  
HOUSTON  
BATON ROUGE  
JACKSON  
LAKE PROVIDENCE

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DIRECT DIAL:

March 25, 1998

RECORDATION NO. 17520-BBB, CCC FILED

MAR 26 '98 1-30PM

Secretary  
Surface Transportation Board  
1925 K Street N.W., Room 704  
Washington, D.C. 20036  
Attn: Recordation

RECORDATION NO. 17520-DDD, EEE FILED

MAR 26 '98 1-30PM

RE: Documents for Recordation  
Trinity Industries Leasing Company  
Equipment Trust (Series 8, Fourteenth Supplement)

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 Fourteenth Supplement to Equipment Trust Agreement, a primary document, dated as of March 23, 1998, 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 March 23, 1998, 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 March 23, 1998, 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 March 23, 1998 between The Bank of New York, as Trustee ("Seller") and Trinity Industries Leasing Company ("Buyer").

The enclosed Fourteenth 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 First Supplement to Equipment Trust Agreement dated as of December 10, 1991 between Trinity

*Robert*

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; 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; and the Thirteenth Supplement to Equipment Trust Agreement dated as of December 19, 1997, between the Company and The Bank of New York which was filed and recorded under Recordation No. 17520-XX on December 31, 1997, along with an Assignment and Bill of Sale under Recordation Nos. 17520-YY and 17520-ZZ.

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 Fourteenth 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 Fourteenth Supplement to Equipment Trust Agreement).

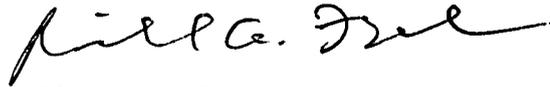
You are hereby authorized to deliver any unneeded copies of the Fourteenth Supplement to Equipment Trust Agreement, the Assignment and the Bills of Sale, with the filing date noted thereon, following recordation thereof, to the representative of Washington Service Bureau who is delivering this letter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

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

- (a) Primary Documents. (i) Fourteenth Supplement to Equipment Trust Agreement, a primary document, dated as of March 23, 1998, between Trinity Industries Leasing Company (as vendor and lessee), and The Bank of New York, as Trustee, and covering various railroad cars, and (ii) Assignment, a primary document, dated March 23, 1998, 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 March 23, 1998, 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 Fourteenth Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated March 23, 1998, 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

EXHIBIT A

1. Railroad Car Net Lease Agreement, dated January 1, 1997, between Trinity Industries Leasing Company and Montell North America covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
12	6,221 cu. ft. Lo Covered Hopper Cars	MLLX 97579-97590

2. Railroad Car Lease Agreement, dated August 3, 1995, between Trinity Industries Leasing Company and PCS Nitrogen (Arcadian Fertilizer, LP) covering the following described railroad cars (Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
40	33,687 gal. 112J340W Tank Cars	TILX 301275-301314

3. Railroad Car Lease Agreement, dated January 22, 1997, between Trinity Industries Leasing Company and PCS Phosphate Company, Inc. covering the following described railroad cars (Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
74	33,687 Gal. 112J340W Tank Cars	TILX 301201-301274

RECORDATION NO. 17520-BBB FILED

MAR 26 '98

1-30PM

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**FOURTEENTH SUPPLEMENT  
TO EQUIPMENT TRUST AGREEMENT**

**(TRINITY INDUSTRIES LEASING COMPANY EQUIPMENT TRUST SERIES 8)**

Dated as of March 23, 1998

Between

THE BANK OF NEW YORK, TRUSTEE

AND

TRINITY INDUSTRIES LEASING COMPANY

---

FOURTEENTH SUPPLEMENT dated as of March 23, 1998 (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. The Eleventh Supplement to the Trust Agreement, dated January 21, 1997, between the Company and the Trustee was filed with the STB on January 24, 1997, under Recordation No. 17520-PP. The Twelfth Supplement to the Trust Agreement, dated July 7, 1997, between the Company and the Trustee was filed with the STB on July 11, 1997, under Recordation No. 17520-TT. The Thirteenth Supplement to the Trust Agreement, dated December 19, 1997, between the Company and the Trustee was filed with the STB on December 31, 1997, under Recordation No. 17520-XX.

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 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.

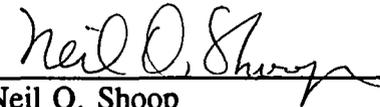
6. This Supplement shall in all respects be governed by, and construed and enforced in accordance with, the laws of the State of Texas (including the conflicts of laws rules), including all matters of construction, validity and performance.

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.

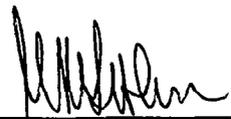
TRINITY INDUSTRIES LEASING COMPANY

Attest:

  
\_\_\_\_\_  
Secretary

By:   
\_\_\_\_\_  
Neil O. Shoop  
Treasurer

THE BANK OF NEW YORK, Trustee

By:   
\_\_\_\_\_  
Name: \_\_\_\_\_  
Title: WALTER N. GITLIN  
          Vice President

Attest:

  
\_\_\_\_\_

STATE OF TEXAS                   §  
  § ss.  
COUNTY OF DALLAS           §

On this 23rd day of March, 1998, 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, 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 *Shannon L. Gray*  
My Commission Expires: \_\_\_\_\_



STATE OF NEW YORK           §  
  § ss.  
COUNTY OF NEW YORK       §

On this 23 day of March, 1998, before me personally appeared WALTER N. GITLIN, to me personally known, who being by me duly sworn, says that he is the \_\_\_\_\_ 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 acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

Signature of Notary Public *William J. Casells*  
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

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<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
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<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
74	33,687 Gal. 112J340W Tank Cars	TILX 301201-301274

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>
12 Hopper Cars	Lo	6,221 cu. ft.	MLLX 97579-97590	03/97
40 Tank Cars	112J340W	33,687 gal.	TILX 301275-301314	01/98
74 Tank Cars	112J340W	33,687 gal.	TILX 301201-301274	12/97

EXHIBIT C  
DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
30 Hopper Cars	Lo	3,000 cu. ft.	MMID 3601-3630	02/91
2 Hopper Cars	Lo	5,125 cu. ft.	TILX 5346-5347	09/95
45 Hopper Cars	Lo	5,850 cu. ft.	TILX 057040-057084	02/89
40 Hopper Cars	Lo	5,125 cu. ft.	TILX 5044-5083	05/90
13 Hopper Cars	Lo	5,125 cu. ft.	TILX 5103-5115	11/90
28 Hopper Cars	Lo	5,125 cu. ft.	TILX 5116-5143	03/91
16 Hopper Cars	Lo	5,125 cu. ft.	TILX 5024, 5025, 5027 TILX 5029-5031 TILX 5033-5041, 5043	04/90
14 Hopper Cars	Lo	5,125 cu. ft.	TILX 5348-5361	09/95
2 Hopper Cars	Lo	5,851 cu. ft.	TILX 58017-58018	12/88
1 Hopper Car	Lo	5,851 cu. ft.	TILX 58019	12/88