

McGLINCHEY STAFFORD
LAW OFFICES
A PROFESSIONAL LIMITED LIABILITY COMPANY

NEW ORLEANS
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DEC 16 '98 2-00PM

December 15, 1998

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RECEIVED
TRANSCRIPTION
BOARD

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

RE: Documents for Recordation
Trinity Industries Leasing Company
Equipment Trust (Series 8, Seventeenth 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 Seventeenth Supplement to Equipment Trust Agreement, a primary document, dated as of December 9, 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 December 9, 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 December 9, 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 December 9, 1998 between The Bank of New York, as Trustee ("Seller") and Trinity Industries Leasing Company ("Buyer").

The enclosed Seventeenth 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

Country Point - David Roberts

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; 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; and the Fourteenth Supplement to Equipment Trust Agreement dated as of March 23, 1998, between the Company and The Bank of New York which was filed and recorded under Recordation No. 17520-BBB on March 26, 1998, along with an Assignment and Bill of Sale under Recordation Nos. 17520-CCC and 17520-DDD; the Fifteenth Supplement to Equipment Trust Agreement dated as of May 22, 1998, between the Company and The Bank of New York which was filed and recorded under Recordation No. 17520-FFF on May 28, 1998, along with an Assignment and Bill of Sale under Recordation Nos. 17520-GGG and 17520-HHH; and the Sixteenth Supplement to Equipment Trust Agreement dated as of July 6, 1998, between the Company and The Bank of New York which was filed and recorded under Recordation No. 17520-JJJ on July 9, 1998, along with an Assignment and Bill of Sale under Recordation Nos. 17520-KKK and 17520-LLL.

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 Seventeenth 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 \$104.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Seventeenth Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Seventeenth Supplement to Equipment Trust Agreement, the Assignment and the Bills of Sale, with the filing date noted

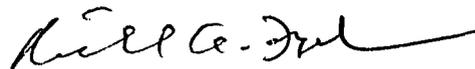
thereon, following recordation thereof, to the representative of Washington Service Bureau who is delivering this letter and said enclosures to you.

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

- (a) Primary Documents. (i) Seventeenth Supplement to Equipment Trust Agreement, a primary document, dated as of December 9, 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 December 9, 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 December 9, 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 Seventeenth Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated December 9, 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

TRINITY INDUSTRIES LEASING COMPANY (Series 8-17)

Equipment Trust

Bill of Sale

THIS AGREEMENT, dated the 9th day of December, 1998, 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 Seventeenth Supplement to Equipment Trust Agreement dated as of December 9, 1998, 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

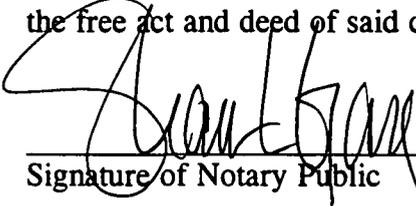
By: Neil O. Shoop
Neil O. Shoop
Treasurer

ATTEST:

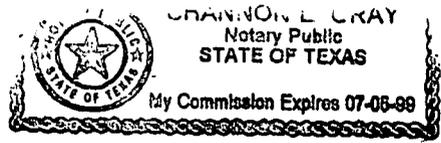
[Signature]
Secretary

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

On this 9th day of December, 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, 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 Lease Agreement, dated August 16, 1988, between Trinity Industries Leasing Company and A.E. Staley Manufacturing Company covering the following described railroad cars (Rider 4A):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
14	17,604 Gal. 111A100W3 Tank Cars	TIMX 83101, 83102 TIMX 83104-83107 TIMX 83109-83116

2. Railroad Car Lease Agreement, dated March 7, 1983, between Trinity Industries Leasing Company and IBP, Inc. covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
26	23,635 Gal. 111A100W1 Tank Cars	IBPX 024027-024047 IBPX 024049-024053

3. 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>
52	16,664 Gal. 111A100W1 Tank Cars	TILX 160000 TILX 160002-160015 TILX 160017 TILX 160019-160053 TILX 160055

4. Railroad Car Lease Agreement, dated July 1, 1987, between Trinity Industries Leasing Company and Reagent Chemical & Research, Inc. covering the following described railroad cars (Partial Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
38	20,429 Gal. 111A100W5 Tank Cars	RCRX 001257, 001258 RCRX 001260-001295

5. Railroad Car Lease Agreement, dated September 28, 1979, between Trinity Industries Leasing Company and E.I. Dupont de Nemours & Company, Inc. covering the following described railroad cars (Rider 8):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
5	20,500 Gal. 111A100W5 Tank Cars	TILX 110065-110069

6. Railroad Car Lease Agreement, dated December 21, 1979, between Trinity Industries Leasing Company and Farmland Industries Inc. covering the following described railroad cars (Partial Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
14	14,300 Gal. 111A100W1 Tank Cars	TILX 150026-150039

7. Railroad Car Lease Agreement, dated November 12, 1992, between Trinity Industries Leasing Company and Sulconam, Inc. covering the following described railroad cars (Partial Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
15	13,818 Gal. 111A100W1 Tank Cars	TILX 135350-135364

8. Railroad Car Lease Agreement, dated April 15, 1988, between Trinity Industries Leasing Company and Dow Chemical Company covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
5	5,850 cu. ft. Lo Covered Hopper Cars	TILX 58012-58016

9. Railroad Car Lease Agreement, dated May 16, 1991, between Trinity Industries Leasing Company and EKA Nobel, Inc. covering the following described railroad cars (Partial Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
3	21,000 Gal. 111A100W6 Tank Cars	TILX 200085, 200087 TILX 200089

10. Railroad Car Net Lease Agreement, dated March 7, 1983, between Trinity Industries Leasing Company and IBP, Inc. covering the following described railroad cars (Partial Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
28	23,635 Gal. 111A100W1 Tank Cars	IBPX 260003, 260005 IBPX 260006, 260009 IBPX 260010, 260012 IBPX 260014-260018 IBPX 260020, 260021 IBPX 260024-260026 IBPX 260028, 260029 IBPX 260032 IBPX 260035-260037 IBPX 260039, 260040 IBPX 260043, 260044 IBPX 260046, 260047

11. Railroad Car Lease Agreement, dated May 17, 1979, between Trinity Industries Leasing Company and Cargill, Inc. covering the following described railroad cars (Rider 16):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
32	20,110 Gal. 105A500W Tank Cars	TILX 400361-400392

12. 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 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
29	14,298 Gal. 111A100W1 Tank Cars	TILX 150040, 150051 TILX 150052 TILX 150055-150059 TILX 150061 TILX 150063-150082

13. Railroad Car Lease Agreement, dated June 24, 1992, between Trinity Industries Leasing Company and Windsor Chemicals, Inc. (name changed to Phenolchemie) covering the following described railroad cars (Partial Rider 4):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
5	23,589 Gal. 111A100W1 Tank Cars	TILX 260856, 260860 TILX 260862-260864

14. Railroad Car Lease Agreement, dated June 24, 1992, between Trinity Industries Leasing Company and Windsor Chemicals, Inc. (name changed to Phenolchemie) covering the following described railroad cars (Rider 5):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	23,589 Gal. 111A100W1 Tank Cars	TILX 260865-260874

15. Railroad Car Lease Agreement, dated September 27, 1996, between Trinity Industries Leasing Company and Air Liquide America Corporation covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
4	20,110 Gal. 105A500W Tank Cars	TILX 400399-400402

16. Railroad Car Lease Agreement, dated September 27, 1996, between Trinity Industries Leasing Company and Air Liquide America Corporation covering the following described railroad cars (Partial Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
3	20,110 Gal. 105A500W Tank Cars	TILX 400410-400412

17. Railroad Car Lease Agreement, dated August 25, 1997, between Trinity Industries Leasing Company and C & T/Quincy Foods L.L.C. covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
4	25,498 Gal. 111A100W1 Tank Cars	TILX 250204-250207

18. 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 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
4	5,125 cu. ft. Lo Covered Hopper Cars	TILX 005543-005546

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>
14 Tank Cars	111A100W3	17,604 Gal.	TIMX 83101, 83102 TIMX 83104-83107 TIMX 83109-83116	06/83
26 Tank Cars	111A100W1	23,635 Gal.	IBPX 024027-024047 IBPX 024049-024053	05/83
52 Tank Cars	111A100W1	16,664 Gal.	TILX 160000 TILX 160002-160015 TILX 160017 TILX160019-160053 TILX 160055	07/88
38 Tank Cars	111A100W5	20,429 Gal.	RCRX 001257, 001258 RCRX 001260-001295	06/88
5 Tank Cars	111A100W5	20,500 Gal.	TILX 110065-110069	07/93
14 Tank Cars	111A100W1	14,300 Gal.	TILX 150026-150039	11/93
15 Tank Cars	111A100W1	13,818 Gal.	TILX 135350-135364	11/93
5 Hopper Cars	Lo	5,850 cu. ft.	TILX 58012-58016	12/88
3 Tank Cars	111A100W6	21,000 Gal.	TILX 200085, 200087 TILX 200089	06/93

(Exhibit B continued)

Series 8

28 Tank Cars	111A100W1	23,635 Gal.	IBPX 260003, 260005 IBPX 260006, 260009 IBPX 260010, 260012 IBPX 260014-260018 IBPX 260020, 260021 IBPX 260024-260026 IBPX 260028, 260029 IBPX 260032 IBPX 260035-260037 IBPX 260039, 260040 IBPX 260043, 260044 IBPX 260046, 260047	12/79
32 Tank Cars	105A500W	20,110 Gal.	TILX 400361-400392	05/95
29 Tank Cars	111A100W1	14,298 Gal.	TILX 150040, 150051 TILX 150052 TILX 150055-150059 TILX 150061 TILX 150063-150082	03/94
5 Tank Cars	111A100W1	23,589 Gal.	TILX 260856, 260860 TILX 260862-260864	07/96
10 Tank Cars	111A100W1	23,589 Gal.	TILX 260865-260874	07/96
4 Tank Cars	105A500W	20,110 Gal.	TILX 400399-400402	03/97
3 Tank Cars	105A500W	20,110 Gal.	TILX 400410-400412	03/97
4 Tank Cars	111A100W1	25,498 Gal.	TILX 250204-250207	09/97
4 Hopper Cars	Lo	5,125 cu. ft.	TILX 005543-005546	11/96