

LAW OFFICES
McGLINCHEY STAFFORD
A PROFESSIONAL LIMITED LIABILITY COMPANY

NEW ORLEANS
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LAKE PROVIDENCE
MONROE

2777 STEMMONS FREEWAY
SUITE 820
DALLAS, TX 75207
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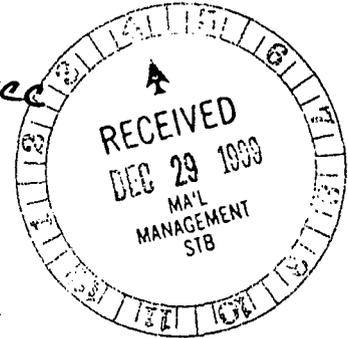
TELEPHONE (214) 860-9700
FAX (214) 860-9750
DIRECT DIAL:

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

December 28, 1999 17520-CCCC
17520-BBBB
17520-AAAA
RECORDATION NO. 17520-222 FILED

DEC 29 '99

4-00 PM



RE: Documents for Recordation
Trinity Industries Leasing Company
Equipment Trust (Series 8, Twentieth 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 Twentieth Supplement to Equipment Trust Agreement, a primary document, dated as of December 21, 1999, 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 21, 1999, 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 21, 1999, 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 21, 1999 between The Bank of New York, as Trustee ("Seller") and Trinity Industries Leasing Company ("Buyer").

The enclosed Twentieth 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 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; 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; and the Seventeenth Supplement to Equipment Trust Agreement dated as of December 9, 1998, between the Company and The Bank of New York which was filed and recorded under Recordation No. 17520-NNN on December 16, 1998, along with an Assignment and Bill of Sale under Recordation Nos. 17520-OOO and 17520-PPP; and the Eighteenth Supplement to Equipment Trust Agreement dated as of January 13, 1999, between the Company and The Bank of New York which was filed and recorded under Recordation No. 17520-RRR on January 19, 1999, along with an Assignment and Bill of Sale under Recordation Nos. 17520-SSS and 17520-TTT; and the Nineteenth Supplement to Equipment Trust Agreement dated as of June 7, 1999, between the Company and The Bank of New York which was filed and recorded under Recordation No. 17520-VVV on June 10, 1999, along with an Assignment and Bill of Sale under Recordation Nos. 17520-WWW and 17520-XXX.

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 Twentieth 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.

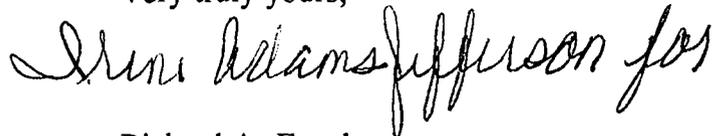
Enclosed is our firm's check in the amount of \$104.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Twentieth Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Twentieth 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) Twentieth Supplement to Equipment Trust Agreement, a primary document, dated as of December 21, 1999, 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 21, 1999, 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 21, 1999, 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 Twentieth Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated December 21, 1999, 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

RECORDATION NO. 17526-CCCC FILED

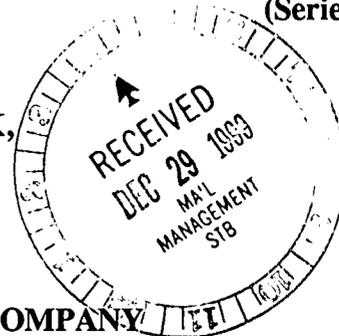
DEC 29 1999 4 15 PM

SUBJECT: TRINITY INDUSTRIES LEASING COMPANY

BILL OF SALE

(Series 8-20)

**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 December 21, 1999, all the right, title and interest of the Trustee, as Trustee under the Agreement, in and to the railroad cars (the "Trust Equipment") covered by the Railroad Car Net Lease Agreements as described on Exhibits A and B hereto, together with all right, title and interest of the Trustee in and to the existing lease or sublease in respect of the Trust Equipment as described on Exhibit A hereto (the "Existing Lease").

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 21 day of December, 1999.

THE BANK OF NEW YORK

By: 
Vice President

Attest:


Assistant Vice President

STATE OF NEW YORK §
 §
COUNTY OF NEW YORK §

On this 21 day of December, 1999, before me personally appeared REMO J. REALE, 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
Commission Expires May 16, 2000

EXHIBIT A

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

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	20,110 Gal. 105A500W Tank Cars	TILX 400393-400402

2. Railroad Car Lease Agreement, dated August 14, 1989, between Trinity Industries Leasing Company and Texaco Refining and Marketing, Inc., covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	23,589 Gal. 111A100W1 Tank Car	TILX 260401

3. Railroad Car Lease Agreement, dated August 3, 1990, between Trinity Industries Leasing Company and Dakota Gasification Company, covering the following described railroad cars (Partial Rider 4):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	23,635 Gal. 111A100W1 Tank Car	TILX 260235

4. Railroad Car Lease Agreement, dated July 15, 1988, between Trinity Industries Leasing Company and Olin Corporation, covering the following described railroad cars (Partial Rider 4):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	23,589 Gal. 111A100W1 Tank Car	TILX 260408

5. Railroad Car Lease Agreement, dated April 1, 1993, between Trinity Industries Leasing Company and Ashland Chemical Company, covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
3	21,000 Gal. 111A100W1 Tank Cars	TILX 220000-220002

6. 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

7. Railroad Car Lease Agreement, dated July 11, 1991, between Trinity Industries Leasing Company and Celtran, Inc., covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
20	21,004 Gal. 111A100W6 Tank Cars	TILX 200000-200019

8. Railroad Car Lease Agreement, dated May 1, 1984, between Trinity Industries Leasing Company and Vista Chemical Company, covering the following described railroad cars (Rider 5):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
15	23,589 Gal. 111A100W1 Tank Cars	TILX 260655-260669

(Exhibit A continued)

Series 8

9. Railroad Car Lease Agreement, dated August 4, 1989, between Trinity Industries Leasing Company and Conoco, Inc., covering the following described railroad cars (Partial Rider 5):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
7	23,589 Gal. 111A100W1 Tank Cars	TILX 260594 TILX 260596-260598 TILX 260601, 260602, 260604

10. Railroad Car Lease Agreement, dated August 25, 1989, between Trinity Industries Leasing Company and D.D. Williamson & Company, Inc. covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	17,574 Gal. 111A100W3 Tank Cars	TILX 170046-170055

11. Railroad Car Lease Agreement, dated August 3, 1990, between Trinity Industries Leasing Company and Dakota Gasification Company covering the following described railroad cars (Rider 1,-2 & 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
43	23,589 Gal. 111A100W1 Tank Cars	TILX 260532-260574

12. Railroad Car Net Lease Agreement, dated October 23, 1987, between Trinity Industries Leasing Company and The Dow Chemical Company, covering the following described railroad cars (Partial Rider 1 and Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
79	20,413 Gal. 111A100W1 Tank Cars	DOWX 70180-70197 DOWX 70199-70259

13. Railroad Car Net Lease Agreement, dated October 23, 1987, between Trinity Industries Leasing Company and The Dow Chemical Company covering the following described railroad cars (Riders 10 & 11):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
20	23,589 Gal. 111A100W6 Tank Cars	DOWX 40000-40019

14. Railroad Car Lease Agreement, dated August 14, 1989, between Trinity Industries Leasing Company and Texaco Refining and Marketing, Inc. covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	23,589 Gal. 111A100W1 Tank Car	TILX 260398

15. Railroad Car Lease Agreement, dated October 1, 1990, between Trinity Industries Leasing Company and Mobil Oil Corporation covering the following described railroad cars (Partial Riders 2 & 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
26	33,687 Gal. 112J340W Tank Cars	TILX 300848, 300850, 300851 TILX 300853, 300855, 300859 TILX 300860,300863, 300864 TILX 300867, 300869, 300871 TILX 300874-300876 TILX 300880-300884 TILX 300886, 300889-300891 TILX 300894, 300896

- 16. Railroad Car Lease Agreement, dated May 17, 1979, between Trinity Industries Leasing Company and Excel Corporation covering the following described railroad cars (Partial Rider 17):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
27	23,500 Gal. 111A100W1 Tank Cars	TILX 260292-260296 TILX 260299-260305 TILX 260308, 360310, 260314 TILX 260317, 260318 TILX 260320-260324 TILX 260326-260330

- 17. 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 (Partial Rider 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
2	5,125 cu. ft. Lo Covered Hopper Cars	TILX 5026, 5028

- 18. Railroad Car Net Lease Agreement, dated May 18, 1983, between Trinity Industries Leasing Company and AMOCO Minerals Company 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>
11	14,100 Gal. 111A100W1 Tank Cars	ECPX 14000, 14002, 14003 ECPX 14005-14008 ECPX 14012-14015

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>
1.	10 Tank Cars	105A500W	20,110 Gal.	TILX400393-400402	02/97
2.	1 Tank Car	111A100W1	23,589 Gal.	TILX 260401	01/81
3.	1 Tank Car	111A100W1	23,635 Gal.	TILX 260235	01/81
4.	1 Tank Car	111A100W1	23,589 Gal.	TILX 260408	02/90
5.	3 Tank Cars	111A100W1	21,000 Gal.	TILX 220000-220002	10/80
6.	49 Tank Cars	111A100W1	20,514 Gal.	CRGX 7000-7048	05/85
7.	20 Tank Cars	111A100W6	21,004 Gal.	TILX 200000-200019	07/91
8.	15 Tank Cars	111A100W1	23,589 Gal.	TILX 260655-260669	09/91
9.	7 Tank Cars	111A100W1	23,589 Gal.	TILX 260594, 260596-260598 TILX 260601, 260602, 260604	01/91
10.	10 Tank Cars	111A100W3	17,574 Gal.	TILX 170046-170055	12/89
11.	43 Tank Cars	111A100W1	23,589 Gal.	TILX 260532-260574	09/90
12.	79 Tank Cars	111A100W1	20,413 Gal.	DOWX 70180-70197 DOWX 70199-70259	08/90
13.	20 Tank Cars	111A100W6	23,589 Gal.	DOWX 40000-40019	08/91
14.	1 Tank Car	111A100W1	23,589 Gal.	TILX 260398	09/89
15.	26 Tank Cars	112J340W	33,687 Gal.	TILX 300848, 300850, 300851 TILX 300853, 300855, 300859 TILX 300860, 300863, 300864 TILX 300867, 300869, 300871 TILX 300874-300876 TILX 300880-300884 TILX 300886, 300889-300891 TILX 300894, 300896	01/92

(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>
16.	27 Tank Cars	111A100W1	23,500 Gal.	TILX 260292-260296 TILX 260299-260305 TILX 260308, 260310, 260314 TILX 260317, 260318 TILX 260320-260324 TILX 260326-260330	12/82
17.	2 Hopper Cars	Lo	5,125 cu. ft.	TILX 5026, 5028	12/88
18.	11 Tank Cars	111A100W1	14,100 Gal.	ECPX 14000, 14002, 14003 ECPX 14005-14008 ECPX 14012-14015	12/83