

LAW OFFICES

McGLINCHEY STAFFORD LANG
A PROFESSIONAL LIMITED LIABILITY COMPANY

RECORDATION NO. 18275 FILED 1996

DEC 19 1996 - 11 30 AM

NEW ORLEANS
HOUSTON
BATON ROUGE
LITTLE ROCK
JACKSON
FORT SMITH
LAKE PROVIDENCE

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DIRECT DIAL:

December 10, 1996

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 11, Fourth Supplement)

Dear Ladies and Gentlemen:

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 Fourth Supplement to Equipment Trust Agreement, a primary document, dated as of December 5, 1996, between Trinity Industries Leasing Company (the "Company") and The Bank of New York, as Successor Trustee (the "Bank");
2. Two (2) executed originals of an Assignment, a primary document, dated December 5, 1996, between the Company ("Assignor") and the Bank, as Trustee ("Assignee");
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated December 5, 1996, between the Company ("Seller") and the Bank, as Trustee ("Buyer"); and
4. Two (2) executed originals of a Bill of Sale, a secondary document, dated December 5, 1996, between the Bank, as Trustee ("Seller") and the Company ("Buyer").

The enclosed Fourth Supplement, Assignment and Bill of Sale referenced in paragraphs 1, 2 and 3, above, relate to the Equipment Trust Agreement dated as of June 24, 1993 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 18275 on June 25, 1993, along with an Assignment and Bill of Sale under Recordation Nos. 18275-A and 18275-B; the First Supplement to Equipment Trust Agreement dated March 17, 1995 between the Company and the Bank, as Trustee which was filed with the STB and recorded under Recordation No. 18275-C on March 21, 1995, along with an Assignment and Bill of Sale under Recordation Nos. 18275-D and 18275-E; the Second Supplement to Equipment Trust

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Counterpart - Michael Peters

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Agreement dated December 21, 1995 between the Company and the Bank, as Trustee which was filed with the STB and recorded under Recordation No. 18275-H on December 26, 1995, along with an Assignment and Bill of Sale under Recordation Nos. 18275-I and 18275-J; and the Third Supplement to Equipment Trust Agreement dated August 27, 1996 between the Company and the Bank, as Trustee which was filed with the STB and recorded under Recordation No. 18275-L on September 3, 1996, along with an Assignment and Bill of Sale under Recordation Nos. 18275-M and 18275-N.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to One (1) railcars and the lease thereof subject to the said Equipment Trust Agreement that were released from the Equipment Trust and assigned by the said Trustee to the 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, the Trustee is 101 Barclay, 21st Floor, New York, New York 10286.

The railroad equipment covered by the Fourth 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 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 Fourth Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Fourth 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.

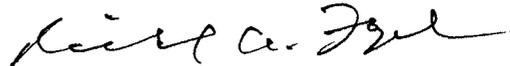
A short summary of the documents appear in the index follows:

- (a) Primary Documents. (i) Fourth Supplement to Equipment Trust Agreement, a primary document, dated as of December 5, 1996, between the Company (as vendor and lessee), and the Bank, as Trustee, and covering One (1) railroad car, and (ii) Assignment, a primary document, dated December 5, 1996, between the Company (as Assignor), and the Bank, as Trustee, and covering One (1) railroad car.
- (b) Secondary Documents. Bill of Sale, a secondary document, dated December 5, 1996, between the Company (as Seller), and the Bank, as Trustee (as Buyer), and covering various railroad cars, and connected to the Fourth Supplement to Equipment Trust Agreement referred to in paragraph (a)

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above, and Bill of Sale, a secondary document, dated December 5, 1996, between the Bank, as Trustee (Seller) and the Company (Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement dated as of June 24, 1993 referred to above.

Very truly yours,



Richard A. Fogel

Enclosures

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TRINITY INDUSTRIES LEASING COMPANY (Series 11-4)

Equipment Trust, Series 11

Bill of Sale

THIS AGREEMENT, dated the 5th day of December, 1996, between Trinity Industries Leasing Company, a Delaware Corporation, (hereinafter called "Seller"), and The Bank of New York, a New York Banking Corporation, as Successor Trustee (hereinafter called "Buyer"), as contemplated by the Fourth Supplement to Equipment Trust Agreement dated as of December 5, 1996, supplementing and amending the Equipment Trust Agreement dated as of June 24, 1993 (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 One (1) railroad car 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: F. Dean Phelps
F. Dean Phelps
Vice President



Neil D. Shoop
Assistant Secretary

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

On this 5th day of December, 1996 before me, personally appeared F. Dean Phelps, to me personally known, who being by me duly sworn, says that he is the Vice President 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.

Shannon L. Gray
Signature of Notary Public

My Commission expires:



EXHIBIT A

1 Railroad Car Lease Agreement, dated July 9, 1996, between Trinity Industries Leasing Company and Bunge Corporation covering the following described railroad cars (Rider 1)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	5400 cu ft Aluminum Covered Hopper Car	TIMX 54003

Series 11

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 Hopper Car	Lo	5400 cu. ft	TIMX 54003	08/96