

McGLINCHEY STAFFORD
LAW OFFICES
A PROFESSIONAL LIMITED LIABILITY COMPANY

NEW ORLEANS
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JACKSON
LAKE PROVIDENCE

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DIRECT DIAL

July 8, 1998

RECORDATION NO. 18275-AA, BB,
CC, DD FILED
JUL 9 '98 11-47 AM

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

RE: Documents for Recordation
Trinity Industries Leasing Company
Equipment Trust (Series 11, Seventh 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 Seventh Supplement to Equipment Trust Agreement, a primary document, dated as of July 6, 1998, 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 July 6, 1998, between the Company ("Assignor") and the Bank, as Trustee ("Assignee");
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated July 6, 1998, 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 July 6, 1998, between the Bank, as Trustee ("Seller") and the Company ("Buyer").

The enclosed Seventh 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

Counterparts - Maddy McJannet

Recordation Nos. 18275-D and 18275-E; the Second Supplement to Equipment Trust 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; 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 Fourth Supplement to Equipment Trust Agreement dated December 5, 1996 between the Company and the Bank, as Trustee which was filed with the STB and recorded under Recordation No. 18275-O on December 19, 1996, along with an Assignment and Bill of Sale under Recordation Nos. 18275-P and 18275-Q; and the Fifth Supplement to Equipment Trust Agreement dated December 19, 1997 between the Company and the Bank, as Trustee which was filed with the STB and recorded under Recordation No. 18275-S on December 31, 1997, along with an Assignment and Bill of Sale under Recordation Nos. 18275-T and 18275-U; and the Sixth Supplement to Equipment Trust Agreement dated March 23, 1998 between the Company and the Bank, as Trustee which was filed with the STB and recorded under Recordation No. 18275-W on March 26, 1998, along with an Assignment and Bill of Sale under Recordation Nos. 18275-X and 18275-Y.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to various 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 Seventh 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 \$104.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Seventh Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Seventh 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) Seventh Supplement to Equipment Trust Agreement, a primary document, dated as of July 6, 1998, between the Company (as vendor and lessee), and the Bank, as Trustee, and covering various railroad cars, and (ii) Assignment, a primary document, dated July 6, 1998, between the Company (as Assignor), and the Bank, as Trustee, and covering various railroad cars.

- (b) **Secondary Documents.** Bill of Sale, a secondary document, dated July 6, 1998, between the Company (as Seller), and the Bank, as Trustee (as Buyer), and covering various railroad cars, and connected to the Seventh Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated July 6, 1998, 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

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 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
20	20,110 Gal. 105A500W Tank Cars	TILX 400413-400432

2. Railroad Car Lease Agreement, dated January 11, 1993, between Trinity Industries Leasing Company and Dry Branch Kaolin Company covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
3	5,851 cu. ft. Lo Covered Hopper Cars	TILX 58000, 58001, 58025

3. 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>
42	14,298 Gal 111A100W1 Tank Cars	TILX 150088, 150089, 150091 TILX 150094-150097 TILX 150100-150134

SURFACE TRANSPORTATION BOARD
WASHINGTON, D. C. 20423-0001

OFFICE OF THE SECRETARY

DATE: 7/9/98

Richard A. Fogel
McGlinchey Stafford
2777 Stemmons Freeway, Ste. 925
Dallas, Texas 75207

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301
and 49 CFR 1177.3 (c), on 7/9/98 at 11:47 AM ✓, and
assigned recordation number(s). 17520-JJJ, KKK, LLL, MMM, 18275-AA, BB, CC
and 18275-DD.

Sincerely Yours,

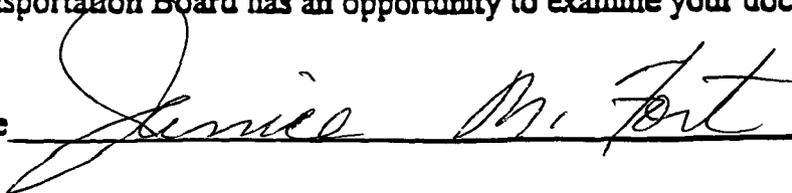


Vernon A. Williams
Secretary

Enclosure(s)

\$ 208.00 The amount indicated at the left has been received in payment of a fee in
connection with a document filed on the date shown. This receipt is issued for the amount paid.
In the event of an error or any questions concerning this fee, you will receive a notification after
the Surface Transportation Board has an opportunity to examine your document.

Signature



18275-
RECORDATION NO. AA FILED

JUL 9 '98 11-47 AM

**SEVENTH SUPPLEMENT
TO EQUIPMENT TRUST AGREEMENT**

(TRINITY INDUSTRIES LEASING COMPANY EQUIPMENT TRUST SERIES 11)

Dated as of July 6, 1998

Between

**THE BANK OF NEW YORK,
Successor Trustee**

AND

TRINITY INDUSTRIES LEASING COMPANY

SEVENTH SUPPLEMENT dated as of July 6, 1998 (herein called this "Seventh Supplement"), to the Equipment Trust Agreement dated as of June 24, 1993 (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 Successor Trustee (hereinafter in such capacity called the "Trustee").

PRELIMINARY STATEMENT

A. The Trust Agreement was filed with the Surface Transportation Board (the "STB") on June 25, 1993 under Recordation No. 18275.

B. The First Supplement to the Trust Agreement, dated March 17, 1995, was filed with the STB on March 21, 1995 under Recordation No. 18275-C. The Second Supplement to the Trust Agreement, dated as of December 21, 1995, was filed with the STB on December 26, 1995 under Recordation No. 18275-H. The Third Supplement to the Trust Agreement, dated as of August 27, 1996, was filed with the STB on September 3, 1996 under Recordation No. 18275-L. The Fourth Supplement to the Trust Agreement, dated as of December 5, 1996, was filed with the STB on December 19, 1996 under Recordation No. 18275-O. The Fifth Supplement to the Trust Agreement, dated as of December 19, 1997, was filed with the STB on December 31, 1997 under Recordation No. 18275-S. The Sixth Supplement to the Trust Agreement, dated as of March 23, 1998, was filed with the STB on March 26, 1998 under Recordation No. 18275-W.

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 railroad cars covered by the Existing Leases 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 Exhibits A & B 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 Seventh 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 Seventh 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 Seventh 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 Seventh Supplement. It shall not be necessary in making proof of this Seventh Supplement to produce or account for more than one such counterpart.

6. This Seventh 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:

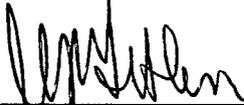

Secretary

By:


Neil O. Shoop
Treasurer

THE BANK OF NEW YORK,
Successor Trustee

By:


Name: WALTER N. GITLIN
Title: Vice President

Attest:



STATE OF TEXAS

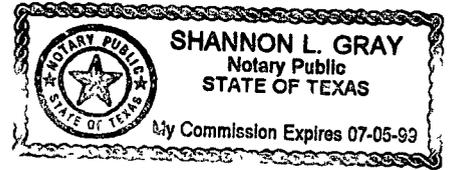
§
§ ss.
§

COUNTY OF DALLAS

On this 6th day of July, 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: 7/5/99



STATE OF NEW YORK

§
§ ss.
§

COUNTY OF NEW YORK

On this 6TH day of July, 1998, before me personally appeared WALTER GITLIN, 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 acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

Signature of Notary Public William J. Casels

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, 2000

EXHIBIT A

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<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
20	20,110 Gal. 105A500W Tank Cars	TILX 400413-400432

2. Railroad Car Lease Agreement, dated January 11, 1993, between Trinity Industries Leasing Company and Dry Branch Kaolin Company covering the following described railroad cars (Rider 1):

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3. 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>
42	14,298 Gal. 111A100W1 Tank Cars	TILX 150088, 150089, 150091 TILX 150094-150097 TILX 150100-150134

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>
20 Tank Cars	105A500W	20,110 gal.	TILX 400413-400432	04/97
3 Hopper Cars	Lo	5,851 cu. ft.	TILX 58000, 58001 TILX 58025	07/88
42 Tank Cars	111A100W1	14,298 gal.	TILX 150088, 150089 TILX 150091 TILX 150094-150097 TILX 150100-150134	12/95

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>
90 Tank Cars	111A100W1	22,369 Gal.	TILX 180000-180089	12/92