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A PROFESSIONAL LIMITED LIABILITY COMPANY

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July 8, 1998

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

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).

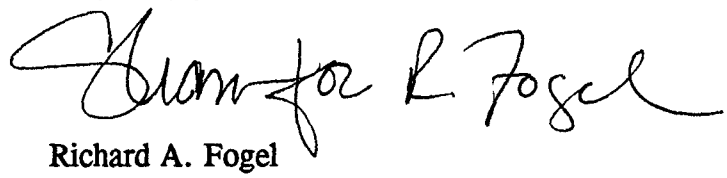
You are hereby authorized to deliver any unneeded copies of the Seventh Supplement to Equipment Trust Agreement, the Assignment and the Bills of Sale, with the filing date noted thereon, following recordation thereof, to the representative of Washington Service Bureau who is delivering this letter and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

BILL OF SALE **(Series 11-7)**

THE BANK OF NEW YORK,
AS SUCCESSOR TRUSTEE
TO

RECORDATION NO. 18275-D FILED
JUL 9 '98 11-47 AM

TRINITY INDUSTRIES LEASING COMPANY

The Bank of New York, as Successor 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 June 24, 1993 (the "Agreement") by and between the Trustee and the Company and the Request delivered to the Trustee by the Company dated July 6, 1998, all the right, title and interest of the Trustee, as Trustee under the Agreement, in and to the railcars (the "Trust Equipment") described on Exhibit A hereto covered by the Railroad Car Lease Agreements as described on Exhibit B hereto, together with all right, title and interest of the Trustee in and to any and all existing leases or subleases in respect of the Trust Equipment as described on Exhibit B hereto (the "Existing Leases").

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 6TH day of July, 1998.

THE BANK OF NEW YORK

By: _____
Vice President

Attest:

_____
Assistant Vice President

STATE OF NEW YORK §
§
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 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
Certificate Filed in New York County
Commission Expires May 16, 2000

EXHIBIT A

1. Railroad Car Lease Agreement, dated February 18, 1991, between Trinity Industries Leasing Company and Tennessee Eastman Company, Division of Eastman Kodak Company covering the following described railroad cars (Rider 2):

Number or Cars	Type	Car Numbers
90	22,369 Gal. 111A100W1 Tank Cars	TILX 180000-180089

EXHIBIT B
DESCRIPTION OF TRUST EQUIPMENT

Quantity and Type	Class	Capacity	Initialed Car Numbers	Earliest Service
90 Tank Cars	111A100W1	22,369 Gal.	TILX 180000-180089	12/92