

LAW OFFICES
McGLINCHEY STAFFORD LANG
A PROFESSIONAL LIMITED LIABILITY COMPANY

RECORDATION NO. 15195 - KF, LL
DEC 19 1996 AM, NN

NEW ORLEANS
HOUSTON
BATON ROUGE
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LAKE PROVIDENCE

2777 STEMMONS FREEWAY
SUITE 925
DALLAS, TEXAS 75207

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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 5-8)

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 Eighth 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 Successor 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 Successor Trustee ("Buyer"); and
4. Two (2) executed originals of a Bill of Sale, a secondary document, dated December 5, 1996, between the Bank, as Successor Trustee ("Seller") and the Company ("Buyer").

The enclosed Eighth Supplement, Assignment and Bill of Sale referenced in paragraphs 1, 2 and 3, above, relate to the Equipment Trust Agreement dated as of March 15, 1987 between the Company and The Bank of New York, Successor Trustee, as Trustee, which was filed and recorded under Recordation No. 15195 on March 31, 1987, along with an Assignment and Bill of Sale under Recordation Nos. 15195-A and 15195-B, respectively; the First Supplement to Equipment Trust Agreement dated as of November 20, 1989 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 15195

Michael O'Brien
RECEIVED
SURFACE TRANSPORTATION BOARD
DEC 19 11:31 AM '96

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-I on November 29, 1989, along with an Assignment and Bill of Sale under Recordation Nos. 15195-H and 15195-J; the Second Supplement to Equipment Trust Agreement as of February 16, 1994, between the Company and the Bank, as Trustee, which was recorded under Recordation No. 15195-M on February 23, 1994, along with an Assignment and Bill of Sale under Recordation Nos. 15195-N and 15195-O; the Third Supplement to the Equipment Trust Agreement as of March 17, 1995, between the Company and the Bank, as Trustee, which was recorded under Recordation No 15195-Q on March 21, 1995, along with an Assignment and Bill of Sale under Recordation Nos. 15195-R and 15195-S; the Fourth Supplement to Equipment Trust Agreement dated as of September 25, 1995, between the Company and the Bank, as Successor Trustee, which was filed and recorded under Recordation No. 15195-U on September 25, 1995, along with the Assignment and Bill of Sales under Recordation Nos. 15195-V and 15195-W; the Fifth Supplement to Equipment Trust Agreement dated as of October 25, 1995, between the Company and the Bank, as Successor Trustee, which was filed and recorded under Recordation No. 15195-Y on October 27, 1995, along with the Assignment and Bills of Sale under Recordation Nos. 15195-Z, 15195-AA and 15195-BB; the Sixth Supplement to Equipment Trust Agreement dated as of December 21, 1995, between the Company and the Bank, as Successor Trustee, which was filed and recorded under Recordation No. 15195-CC on December 26, 1995, along with the Assignment and Bills of Sale under Recordation Nos. 15195-DD, 15195-EE and 15195-FF; and the Seventh Supplement to Equipment Trust Agreement dated as of February 16, 1996, between the Company and the Bank, as Successor Trustee, which was filed and recorded under Recordation No. 15195-GG on February 23, 1996, along with the Assignment and Bills of Sale under Recordation Nos. 15195-HH, 15195-II and 15195-JJ.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to thirteen (13) 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 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, (21W), New York, NY 10286.

The railroad equipment covered by the Eighth 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 \$84.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Eighth Supplement to Equipment Trust Agreement).

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

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

- (a) Primary Documents. (i) Eighth 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 Successor Trustee, and covering Seven (7) railcars, and (ii) Assignment, a primary document, dated December 5, 1996, between the Company (as Assignor), and the Bank, as Successor Trustee, and covering Seven (7) railcars.

- (b) Secondary Documents. Bill of Sale, a secondary document, dated December 5, 1996, between the Company (as Seller), and the Bank, as Successor Trustee (as Buyer), and covering various railroad cars, and connected to the Eighth Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated December 5, 1996, between the Bank, as Successor Trustee (Seller) and the Company (Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement dated as of March 15, 1987 referred to above.

Very truly yours,



Richard A. Fogel

RAF:slg
Enclosures

REGISTRATION NO 13195-NN

DEC 10 1996 - 11:00 AM

BILL OF SALE

(Series 5-8)

THE BANK OF NEW YORK,
AS TRUSTEE
TO

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 March 15, 1987 (the "Agreement") by and between the Trustee and the Company and the Request delivered to the Trustee by the Company dated December 5, 1996, all the right, title and interest of the Trustee, as Trustee under the Agreement, in and to the thirteen (13) railcars (the "Trust Equipment") covered by the Railroad Car Lease Agreement dated March 28, 1989, between Trinity Industries Leasing Company and Petrowest Petroleum Ltd. (Rider 1) as described on Exhibit A and 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 A 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 5TH day of December, 1996.

THE BANK OF NEW YORK

By: [Signature]
Vice President

Attest:

[Signature]
Assistant Vice President

STATE OF NEW YORK §
 §
COUNTY OF NEW YORK §

On this 5TH day of December, 1996, before me personally appeared WALTER N. 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. CASSELLS
Notary Public, State of New York
No. 01CA5027729
Qualified in Bronx County
Certificate Filed in New York County
Commission Expires May 18, 1998

EXHIBIT A

1. Railroad Car Lease Agreement, dated March 28, 1989, between Trinity Industries Leasing Company and Petrowest Petroleum Ltd. covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
13	34,000 Gal. 112J340W Tank Cars	TILX 300300, 300302-300305 TILX 300311, 300316, 300321 TILX 300322, 300325, 300326 TILX 300328, 300333

R

Series 5

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>
13 Tank Cars	112J340W	34,000 Gal.	TILX 300300, 300302-300305 TILX 300311, 300316, 300321 TILX 300322, 300325, 300326 TILX 300328, 300333	01/80