

LAW OFFICES
McGLINCHEY STAFFORD
A PROFESSIONAL LIMITED LIABILITY COMPANY

NEW ORLEANS
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BATON ROUGE
JACKSON
LAKE PROVIDENCE

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SUITE 925
DALLAS, TX 75207
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TELEPHONE (214) 860-9700
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DIRECT DIAL:

May 27, 1998

15195-SS-TH-2214
VV
RECORDATION NO. ~~18275-V~~ FILED
MAY 28 '98 2-38 PM

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 5-10)

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 Tenth Supplement to Equipment Trust Agreement, a primary document, dated as of May 22, 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 May 22, 1998, 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 May 22, 1998, 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 May 22, 1998, between the Bank, as Successor Trustee ("Seller") and the Company ("Buyer").

PLEASE NOTE: As described below, the last filing with your office with respect to this Series 5 Equipment Trust was on December 31, 1997. The Bill of Sale from the Bank, as Successor Trustee, to the Company dated December 22, 1997, was erroneously assigned Recordation No. 18275-V, whereas the other related documents transmitted to your office at the same time were properly assigned recordation numbers 15195-OO, 15195-PP and 15195-QQ. Such erroneously recorded Bill of Sale (copy enclosed) should be re-recorded under No. 15195-RR, and request is herein made that you do so. As a result, the documents referenced above

Countersignature
Seymour Roberts

Recordation No. 15195-KK on December 19, 1996, along with the Assignment and Bills of Sale under Recordation Nos. 15195-LL, 15195-MM and 15195-NN; and the Ninth Supplement to Equipment Trust Agreement dated as of December 19, 1997, between the Company and the Bank, as Successor Trustee, which was filed and recorded under Recordation No. 15195-OO on December 31, 1997, along with the Assignment and Bill of Sale from the Company to the Bank, as Successor Trustee, under Recordation Nos. 15195-PP and 15195-QQ and the Bill of Sale from the Bank, as Successor Trustee, to the Company, which was filed and recorded, in error under Recordation No. 18275-V, but which should have been assigned Recordation No. 15195-RR.

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 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 Tenth 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 Tenth Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Tenth 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) Tenth Supplement to Equipment Trust Agreement, a primary document, dated as of May 22, 1998, between the Company (as vendor and lessee), and the Bank, as Successor Trustee, and covering various railcars, and (ii) Assignment, a primary document, dated May 22, 1998, between the Company (as Assignor), and the Bank, as Successor Trustee, and covering various railcars.

in paragraphs 1 through 4 should be assigned Recordation Nos. beginning with No. 15195-SS, et seq.

For your information, the erroneous Recordation No. 18275-V should have been assigned to a Bill of Sale transmitted to your office on December 24, 1997 for recording in the Series 11 Equipment Trust for the Company, which was erroneously assigned Recordation No. 15195-RR (copy enclosed). Please re-record this Bill of Sale under Recordation No. 18275-V so that the errors in transposing these two documents will be corrected.

Please be advised that, by our letter dated March 9, 1998, we made the same request as stated herein to correct these errors, but have received no response that it has been done.

The enclosed Tenth 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-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; and the Eighth Supplement to Equipment Trust Agreement dated as of December 5, 1996, between the Company and the Bank, as Successor Trustee, which was filed and recorded under

- (b) Secondary Documents. Bill of Sale, a secondary document, dated May 22, 1998, between the Company (as Seller), and the Bank, as Successor Trustee (as Buyer), and covering various railroad cars, and connected to the Tenth Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated May 22, 1998, 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

RAP:slg
Enclosures

EXHIBIT A

1. Railroad Car Lease Agreement, dated April 2, 1992, between Trinity Industries Leasing Company and AG Processing Inc. covering the following described railroad cars (Partial Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
116	5,160 cu. ft. Lo Covered Hopper Cars	TILX 515081-515164 TILX 515166-515197

SCHEDULE A
to
Indenture Supplement

DESCRIPTION OF EQUIPMENT

200 Center Flow® covered hopper rail cars of 5,800 cu. ft. capacity initialled ELTX and numbered 5000 to 5199 (inclusive), together with all parts, appurtenances and other equipment or property attached to said units of railroad equipment.

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

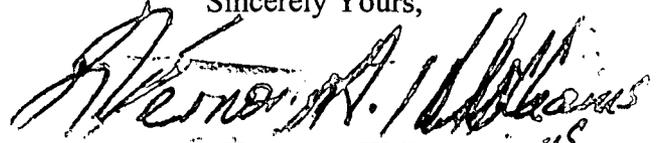
OFFICE OF THE SECRETARY
RICHARD A. FOGEL
MCGLINCHEY STAFFORD
2777 STEMMONS FREEWAY, STE. 925
DALLAS, TEXAS 75207

DATE:6/8/98

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 5/28/98 at 2:38PM, and
assigned recordation number(s).16017-NNNN, 16017-OOOO, 16017-PPPP, 16017-QQQQ,
17520-FFF, 17520-GGG, 17520-HHH, 17520-III, 18075-BB,
18075-CC, 18075-DD, 18075-EE, 15195-SS, 15195-TT,
15195-UU AND 15195-VV.

Sincerely Yours,

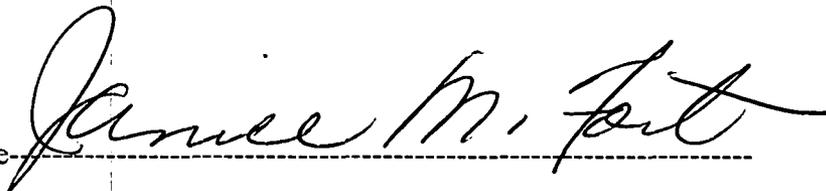


Vernon A. Williams

Enclosure(s)
416.00

\$-----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



15795-SS
RECORDATION NO. ~~15795-SS~~ FILED

MAY 28 '98

2-38 PM

**TENTH SUPPLEMENT
TO EQUIPMENT TRUST AGREEMENT**

(TRINITY INDUSTRIES LEASING COMPANY EQUIPMENT TRUST SERIES 5)

Dated as of May 22, 1998

Between

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

AND

TRINITY INDUSTRIES LEASING COMPANY

Tenth SUPPLEMENT dated as of May 22, 1998 (herein called this "Tenth Supplement"), to the Equipment Trust Agreement dated as of March 15, 1987 (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 March 31, 1987 under Recordation No. 15195.

B. The First Supplement to the Trust Agreement, dated November 20, 1989, between the Company and the Trustee was filed with the STB on November 29, 1989, under Recordation No. 15195-I. The Second Supplement to the Trust Agreement, dated February 16, 1994, between the Company and the Trustee was filed with the STB on February 23, 1994, under Recordation No. 15195-M. The Third Supplement to the Trust Agreement, dated March 17, 1995, between the Company and the Trustee was filed with the STB on March 21, 1995, under Recordation No. 15195-Q. The Fourth Supplement to the Trust Agreement dated September 25, 1995, between the Company and the Trustee was filed with the STB on September 25, 1995, under Recordation No. 15195-U. The Fifth Supplement to the Trust Agreement dated October 25, 1995, between the Company and the Trustee was filed with the STB on October 27, 1995, under Recordation No. 15195-Y. The Sixth Supplement to the Trust Agreement dated December 21, 1995, between the Company and the Trustee was filed with the STB on December 26, 1995, under Recordation No. 15195-CC. The Seventh Supplement to the Trust Agreement dated February 16, 1996, between the Company and the Trustee was filed with the STB on February 23, 1996, under Recordation No. 15195-GG. The Eighth Supplement to the Trust Agreement dated December 5, 1996, between the Company and the Trustee was filed with the STB on December 19, 1996, under Recordation No. 15195-KK. The Ninth Supplement to the Trust Agreement dated December 19, 1997, between the Company and the Trustee was filed with the STB on December 31, 1997, under Recordation No. 15195-OO.

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 railcars comprised of 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 Tenth 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 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 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 Supplement. It shall not be necessary in making proof of this Supplement to produce or account for more than one such counterpart.

6. This 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.

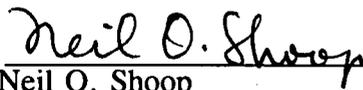
IN WITNESS WHEREOF, the parties have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed effective as of the date first written above.

TRINITY INDUSTRIES LEASING COMPANY

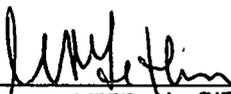
Attest:



Secretary

By: 
Neil O. Shoop
Treasurer

THE BANK OF NEW YORK, Successor Trustee

By: 
Name: WALTER N. GITLIN
Title: Vice President

Attest:

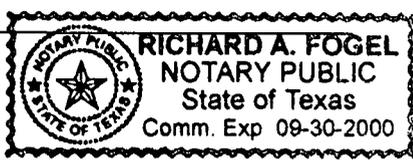


STATE OF TEXAS §
 § ss.
COUNTY OF DALLAS §

On this 22nd day of May, 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 *Richard A. Fogel*

My Commission Expires: _____



[SEAL]

STATE OF NEW YORK §
 § ss.
COUNTY OF NEW YORK §

On this 22nd day of May, 1998, 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 acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

Signature of Notary Public *William J. Casseles*

My Commission Expires: _____

WILLIAM J. CASSELES
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 April 2, 1992, between Trinity Industries Leasing Company and AG Processing Inc. covering the following described railroad cars (Partial Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
116	5,160 cu. ft. Lo Covered Hopper Cars	TILX 515081-515164 TILX 515166-515197

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>
116 Hopper Cars	Lo	5,160 cu. ft.	TILX 515081-515164 TILX 515166-515197	10/96

EXHIBIT C

Series 5

1. Railroad Car Net Lease Agreement, dated August 25, 1994, between Trinity Industries Leasing Company and Excel Railcar Corporation covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
129	2,950 cu. ft. Lo Covered Hopper Cars	ERCX 9408-9536