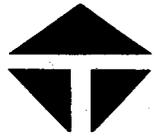


TRINITY INDUSTRIES, INC.



RECORDATION NO. 16017-BBB FILED 1425 October 5, 1995

0100808007

OCT 6 - 1995 - 11 30 AM

RECORDATION NO. 16017-CCC FILED 1425

OCT 6 - 1995 - 11 30 AM

INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue N.W.
Washington, D.C. 20423
Attention: Recordation, Room 2311

LICENSING BRANCH

OCT 6 11 23 AM '95

RECEIVED
OFFICE OF THE
SECRETARY

RE: Documents for Recordation
Trinity Industries Leasing Company
Equipment Trust (Series 7-10 CORRECTION)

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 Interstate Commerce Commission ("ICC") thereunder, enclosed herewith for filing and recordation are the following documents:

1. Two (2) executed originals of Correction Agreement to the Tenth Supplement to Equipment Trust Agreement, a primary document, dated as of September 29, 1995, between Trinity Industries Leasing Company (the "Company") and NationsBank of Texas, N.A. (formerly NCB Texas National Bank), as Trustee (the "Bank");
2. Two (2) executed originals of a Bill of Sale, a secondary document, effective as of September 29, 1995, between the Bank, as Trustee ("Seller") and the Company ("Buyer").

The enclosed Correction Agreement to the Tenth Supplement, Assignment and Bill of Sale referenced in paragraphs 1 and 2 above, relate to the Equipment Trust Agreement dated as of November 4, 1988, between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017 on November 8, 1988, along with an Assignment and Bill of Sale under Recordation Nos. 16017-A and 16017-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. 16017-I on November 29, 1989, along with an Assignment and Bill of Sale under Recordation Nos. 16017-H and 16017-J, respectively; the Second Supplement to Equipment Trust Agreement dated as of August 13, 1992 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-N on August 20, 1992 along with an Assignment and Bill of Sale under Recordation Nos. 16017-M and 16017-O, respectively; and the Third Supplement to Equipment Trust Agreement dated as of August 26, 1992 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-S on August 28, 1992 along with an Assignment and Bill of Sale under Recordation Nos. 16017-R and 16017-T; and the Fourth Supplement to Equipment Trust Agreement dated as of August 30, 1993 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-

Countryparts - Michael Peters

U on September 1, 1993, along with an Assignment and Bill of Sale under Recordation Nos. 16017-V and 16017-W, respectively; and the Fifth Supplement to Equipment Trust Agreement dated as of November 23, 1993 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-Y on November 24, 1993, along with an Assignment and Bill of Sale under Recordation Nos. 16017-Z and 16017-AA, respectively; and the Sixth Supplement to the Equipment Trust Agreement dated as of February 23, 1994, between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-CC on February 23, 1994, along with an Assignment and Bill of Sale under Recordation Nos. 16017-DD and 16017-GG, respectfully; and Correction Agreement to Sixth Supplement to Equipment Trust Agreement dated as of March 25, 1994, between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-HH on March 29, 1994, along with an Assignment and Bill of Sale under Recordation Nos. 16017-II and 16017-JJ, respectfully; the Seventh Supplement to Equipment Trust Agreement dated as of August 30, 1994, between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-LL on August 30, 1994, along with an Assignment and Bill of Sale under Recordation Nos. 16017-MM and 16017-NN; the Eighth Supplement to Equipment Trust Agreement dated as of September 23, 1994, between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-PP on September 28, 1994, along with an Assignment and Bill of Sale under Recordation Nos. 16017-QQ and 16017-RR, respectfully; the Ninth Supplement to Equipment Trust Agreement dated as of March 17, 1995, between the Company and the Bank as Trustee, which was filed and recorded under Recordation No. 16017-TT on March 21, 1995, along with Assignment and Bill of Sale under Recordation Nos. 16017-UU and 16017-VV; and the Tenth Supplement to Equipment Trust Agreement dated as of September 25, 1995, between the Company and the Bank as Trustee, which was filed and recorded under Recordation No. 16017-XX on September 25, 1995, along with Assignment and Bill of Sale under Recordation Nos. 16017-YY and 16017-ZZ, respectfully.

The enclosed Bill of Sale referenced in paragraph 2, above, relates to 14 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.

The address of Trinity Industries Leasing Company is 2000 Gardner Expressway, Quincy, Illinois 62306-0867, and the address of the Bank, the Trustee is 901 Main Street, Dallas, Texas 75202.

Enclosed is our firm's check in the amount of \$42.00 to cover the recordation fee.

You are hereby authorized to deliver any unneeded copies of the Correction Agreement to the Tenth Supplement to Equipment Trust Agreement and the Bill 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) Correction Agreement to the Tenth Supplement to Equipment Trust Agreement, a primary document, dated as of September 29, 1995, between the Company (as vendor and lessee), and the Bank, as Trustee, and deleting Fourteen (14) railroad cars from the Tenth Supplement to Equipment Trust Agreement dated as of September 25, 1995.
- (b) Secondary Documents. Bill of Sale, a secondary document, effective as of September 29, 1995, between the Bank, as Trustee (Seller) and the Company (Buyer), and covering various railroad cars, and connected to the Tenth Supplement to Equipment Trust Agreement dated as of November 4, 1988 referred to above.

Very truly yours,



Alice D. Buchanan
Paralegal

Enclosures

BILL OF SALE

(Series 7-10-Correction)

NATIONSBANK OF TEXAS, N.A.,
AS TRUSTEE
TO

RECORDATION NO. 16017-CCC
FILED 1425

OCT 6 - 1995 - 11 30 AM

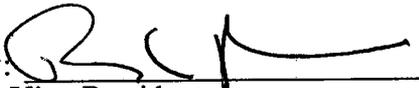
TRINITY INDUSTRIES LEASING COMPANY
STATE COMMERCE COMMISSION

NationsBank of Texas, N.A. (formerly known as NCNB Texas National Bank), as 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 November 4, 1988 (the "Agreement") by and between the Trustee and the Company and the Request delivered to the Trustee by the Company dated September 29, 1995, all the right, title and interest of the Trustee, as Trustee under the Agreement, in and to the Fourteen (14) railcars (the "Trust Equipment") described on Exhibit A hereto covered by the Existing Lease with Excel Corporation, a wholly owned subsidiary of Cargill, Inc., dated May 17, 1979 (Partial Rider 20) as described on Exhibit A to the Tenth Supplement to the Agreement 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, NationsBank of Texas, N.A., 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 28th day of September, 1995, but to be effective as of September 29, 1995.

NATIONSBANK OF TEXAS, N.A.

By: 
Vice President

Attest:



STATE OF TEXAS

§
§
§

COUNTY OF DALLAS

On this 5th day of October, 1995, before me personally appeared Robert Patterson, to me personally known, who being by me duly sworn, says that he is the Vice President of NationsBank of Texas, N.A.; 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.

B. H. Smith
Signature of Notary Public

My Commission Expires:

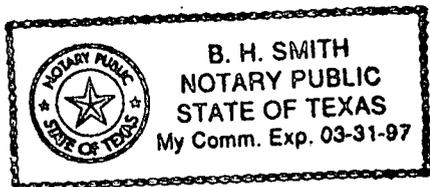


EXHIBIT A

1. Railroad Car Lease Agreement, dated May 17, 1979 between Trinity Industries Leasing Company and Excel Corporation, a wholly-owned subsidiary of Cargill, Inc., covering the following described railroad cars (Partial Rider 20):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
14	25,498 Gal. 111A100W1 Tank Cars	TILX 16155 - 16168

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>
14 Tank Cars	111A100W1	25,498 Gal.	TILX 16155 - 16168	9/95