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LAW OFFICES
McGLINCHEY STAFFORD LANG
A PROFESSIONAL LIMITED LIABILITY COMPANY

NEW ORLEANS
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DIRECT DIAL:

December 21, 1995

RECORDED 16017-HHH, FFI 555, KKK
FILED 1427
DEC 26 1995 - 1 50 PM

INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
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 7-12)

RECEIVED
OFFICE OF THE
SECRETARY
Dec 26 1 48 PM '95
LICENSING BRANCH

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 Twelfth Supplement to Equipment Trust Agreement, a primary document, dated as of December 21, 1995, between Trinity Industries Leasing Company (the "Company") and The Bank of New York, a New York Banking Corporation, as Successor Trustee (the "Bank");
2. Two (2) executed originals of an Assignment, a primary document, dated December 21, 1995, between the Company ("Assignor") and the Bank, as Trustee ("Assignee");
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated December 21, 1995, 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 December 21, 1995, between the Bank, as Trustee ("Seller") and the Company ("Buyer").

The enclosed Twelfth Supplement, Assignment and Bill of Sale referenced in paragraphs 1, 2 and 3, 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

Michael Peers
Cherry photos

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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-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; and 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-AAA; and the Eleventh Supplement to Equipment Trust Agreement dated as of October 25, 1995 between the Company and the Bank as Trustee, which was filed and recorded under Recordation No. 16017-DDD on October 27, 1995, along with an Assignment and Bill of Sale under Recordation Nos. 16017-EEE and 16017-FFF.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to 228 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 (21W) New York, New York 10286.

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The railroad equipment covered by the Twelfth 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.

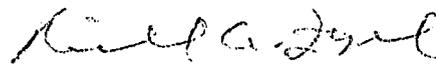
Enclosed is our firm's check in the amount of \$84.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Twelfth Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Twelfth 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) Twelfth Supplement to Equipment Trust Agreement, a primary document, dated as of December 21, 1995, between the Company (as vendor and lessee), and the Bank, as Trustee, and covering One Hundred Seventy Eight (178) railcars, and (ii) Assignment, a primary document, dated December 21, 1995, between the Company (as Assignor), and the Bank, as Trustee, and covering One Hundred Seventy Eight (178) railcars.
- (b) Secondary Documents. Bill of Sale, a secondary document, dated December 21, 1995, between the Company (as Seller), and the Bank, as Trustee (as Buyer), and covering various railroad cars, and connected to the Twelfth Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated December 21, 1995, 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 November 4, 1988 referred to above.

Very truly yours,



Richard A. Fogel

RAF:slg
Enclosures

TRINITY INDUSTRIES LEASING COMPANY

(Series 7-12)

Equipment Trust, Series 7

16017-355
FILED

Bill of Sale

DEC 26 1995 - 1 55 PM

FEDERAL COMMERCE COMMISSION

THIS AGREEMENT, dated the 21st day of December, 1995, between Trinity Industries Leasing Company, a Delaware Corporation, (hereinafter called "Seller"), and The Bank of New York, a New York Banking Corporation, as Successor Trustee (hereinafter called "Buyer"), as contemplated by the Twelfth Supplement to Equipment Trust Agreement dated as of December 21, 1995, supplementing and amending the Equipment Trust Agreement dated as of November 4, 1988 (the "Equipment Trust Agreement"), between Seller and Buyer.

WITNESSETH

That in consideration of \$10.00 in hand paid and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Seller does hereby sell, grant and convey to the Buyer, its successors and assigns, the following described equipment:

The One Hundred Seventy-Eight (178) railcars described in Exhibit A and more particularly identified in Exhibit B and incorporated by reference herein (the "Equipment").

Seller hereby warrants that Seller has good and marketable title to the Equipment, that Seller's title to the Equipment is free from all liens and encumbrances (including any leasehold interests therein) other than the Existing Leases described in the attached Exhibit A, the Assignment of even date herewith between the Seller and Buyer and the rights of Seller under the Equipment Trust Agreement, and Seller further agrees to forever warrant and defend the title to the Equipment unto Buyer, its successors and assigns, against all lawful claims.

TRINITY INDUSTRIES LEASING COMPANY

By: *K. W. Lewis*
K. W. Lewis
Senior Vice President

[SEAL]

ATTEST:

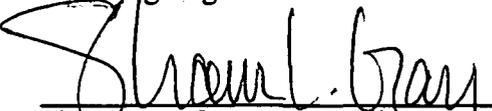
Neil O. Shroyer
Assistant Secretary

STATE OF TEXAS

§
§
§

COUNTY OF DALLAS

On this 21st day of December, 1995 before me, personally appeared K. W. Lewis, to me personally known, who being by me duly sworn, says that he is the Senior Vice President of Trinity Industries Leasing Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, the 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:

EXHIBIT A

1. Railroad Car Net Lease Agreement, dated April 13, 1983, between Trinity Industries Leasing Company and A. E. Staley Manufacturing Company covering the following described railroad cars (Partial Riders 9 and 10):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
99	4,750 cu. ft. Lo Covered Hopper Cars	TILX 511164-511201, 511203-511208, 511462, 511464, 511465, 511467, 511470, 511472-511474, 511479, 511481-511484, 511486, 511491, 511493, 511494, 511498, 511501, 511511, 511513, 511523, 511525, 511532, 511543, 511638, 511656, 511675, 511678, 511679, 511684- 511708

2. Railroad Car Lease Agreement, dated May 17, 1979, between Trinity Industries Leasing Company and Cargill, Inc. covering the following described railroad cars (Partial Rider 15):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
26	29,947 Gal. 111A100W1 Tank Cars	TILX 190252, 190257- 190259, 190261-190282

3. Railroad Car Lease Agreement, dated May 17, 1979, between Trinity Industries Leasing Company and Cargill, Inc. covering the following described railroad cars (Rider 16):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
32	20,110 Gal. 105A500W Tank Cars	TILX 400361-400392

4. Railroad Car Net Lease Agreement, dated March 22, 1984, between Trinity Industries Leasing Company and C-I-L, Inc. (name changed to ICI Canada Inc.) covering the following described railroad cars (Riders 1 and 2):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
20	4,750 cu. ft. Lo Covered Hopper Cars	TILX 511714-511733

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

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	34,000 Gal. 112J340W Tank Car	TILX 300256

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>
99 Hopper Cars	Lo	4,750 cu. ft.	TILX 511164-511201, 511203-511208, 511462, 511464, 511465, 511467, 511470, 511472-511474, 511479, 511481-511484, 511486, 511491, 511493, 511494, 511498, 511501, 511511, 511513, 511523, 511525, 511532, 511543, 511638, 511656, 511675, 511678, 511679, 511684- 511708	01/80
26 Tank Cars	111A100W1	29,947 Gal.	TILX 190252, 190257- 190259, 190261-190282	02/95
32 Tank Cars	105A500W	20,110 Gal.	TILX 400361-400392	05/95
20 Hopper Cars	Lo	4,750 cu. ft.	TILX 511714-511733	03/84
1 Tank Car	112J340W	34,000 Gal.	TILX 300256	03/80