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LAW OFFICES
McGLINCHEY STAFFORD LANG
A PROFESSIONAL LIMITED LIABILITY COMPANY

NEW ORLEANS
HOUSTON
BATON ROUGE
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LAKE PROVIDENCE

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DIRECT DIAL:

December 21, 1995

RECORDATION NO. 16017-HHH, III, JJJ, KKK
FILED 1425

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

LICENSING BRANCH

Dec 26 1 48 PM '95

RECEIVED
OFFICE OF THE
SECRETARY

RE: Documents for Recordation
Trinity Industries Leasing Company
Equipment Trust (Series 7-12)

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 Peters
Cherry Points

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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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A PROFESSIONAL LIMITED LIABILITY COMPANY

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.

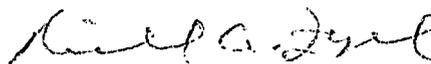
Enclosed is our firm's check in the amount of \$84.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Twelfth Supplement to Equipment Trust Agreement).

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:alg
Enclosures

16017-KKK
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BILL OF SALE "COMMERCE COMMISSION" (Series 7-12)

THE BANK OF NEW YORK,
AS SUCCESSOR TRUSTEE
TO

TRINITY INDUSTRIES LEASING COMPANY

The Bank of New York, a New York Banking Corporation, 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 November 4, 1988 (the "Agreement") by and between the Trustee and the Company and the Request delivered to the Trustee by the Company dated December 21, 1995, all the right, title and interest of the Trustee, as Trustee under the Agreement, in and to the 228 railcars (the "Trust Equipment") described on Exhibit A hereto covered by the Railroad Car Lease Agreements 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 21/57 day of December, 1995.

THE BANK OF NEW YORK,
Successor Trustee

By: [Signature]
Vice President

Attest:

[Signature]
Assistant Vice President

STATE OF NEW YORK

§
§
§

COUNTY OF NEW YORK

On this 21ST day of December, 1995, 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. CASSELES
Notary Public, State of New York
No. 01CA5027729
Qualified in Bronx County
Certificate Filed in New York County
Commission Expires May 18,

EXHIBIT A

1. Railroad Car Lease Agreement, dated November 28, 1979 between Trinity Industries Leasing Company and Publicker Industries, Inc., covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
2	30,000 Gal. 111A100W1 Tank Cars	TILX 190027 - 190032

2. Railroad Car Lease Agreement, dated February 15, 1980, between Trinity Industries Leasing Company and Ashland Oil Company covering the following described railroad cars (Rider 8):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	23,500 Gal. 111A100W1 Tank Car	TILX 260130

3. Railroad Car Lease Agreement, dated December 8, 1981, between Trinity Industries Leasing Company and BF Goodrich Company, Chemical Group covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
19	33,885 Gal. 112J400W Tank Cars	TILX 300701-300719

4. Railroad Car Lease Agreement, dated February 7, 1983, between Trinity Industries Leasing Company and ICI Americas Inc. (assigned to Cain Chemical Inc.) covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
17	21,004 Gal. 111A100W1 Tank Cars	ALAX 82001-82006 ALAX 82008 ALAX 82010-82019

(Continued)

EXHIBIT A

Series 7

5. Railroad Car Lease Agreement, dated July 1, 1987, between Trinity Industries Leasing Company and Union Carbide Company covering the following described railroad cars (Partial Rider 1)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
2	21,020 Gal. 111A100W1 Tank Cars	TILX 21008, 21009

6. Railroad Car Lease Agreement, dated May 17, 1979, between Trinity Industries Leasing Company and Cargill, Inc. covering the following described railroad cars (Partial Rider 9):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
2	4,750 cu. ft. Lo Covered Hopper Cars	TILX 1486, 1487

7. Railroad Car Lease Agreement, dated August 14, 1985, between Trinity Industries Leasing Company and Bartlett and Company covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	4,750 cu. ft. Lo Covered Hopper Car	TILX 1911

8. Railroad Car Lease Agreement, dated February 26, 1987, between Trinity Industries Leasing Company and Burlington Northern Railroad Company covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
3	4,750 cu. ft. Lo Covered Hopper Cars	TILX 511079, 511080 TILX 511087

(Continued)

EXHIBIT A

Series 7

9. Railroad Car Lease Agreement, dated February 6, 1980, between Trinity Industries Leasing Company and Farmers Cooperative Grain covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	4,750 cu. ft. Lo Covered Hopper Car	TILX 511761

10. Railroad Car Lease Agreement, dated July 13, 1981, between Trinity Industries Leasing Company and Frito-Lay, Inc. covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
5	4,750 cu. ft. Lo Hopper Cars	TILX 512026, 512035 TILX 512038-512040

11. Railroad Car Lease Agreement, dated February 14, 1983, between Trinity Industries Leasing Company and Phillips Chemical Company, covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
29	13,500 Gal. 111A100W3 Tank Cars	PSPX 13601-13625 PSPX 13627-13630

12. Railroad Car Lease Agreement, dated March 12, 1982, between Trinity Industries Leasing Company and PPG Industries, Inc. covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
2	21,000 Gal. 111A100W1 Tank Cars	TILX 220013, 220014

(Continued)

EXHIBIT A

Series 7

13. Railroad Car Lease Agreement, dated February 12, 1988, between Trinity Industries Leasing Company and SOHIO Oil Company covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
5	30,000 Gal. 111A100W1 Tank Cars	TILX 190025, 190026 TILX 190029-190031

14. Railroad Car Lease Agreement, dated March 6, 1981, between Trinity Industries Leasing Company and Swift Independent Packing Company (acquired by Con Agra of Omaha and name changed to Montfort Company) covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
40	23,635 Gal. 111A100W1 Tank Cars	TILX 260243-260282

15. Railroad Car Lease Agreement, dated July 1, 1987, between Trinity Industries Leasing Company and Union Carbide Corporation covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
6	21,020 Gal. 111A100W1 Tank Cars	TILX 21000-21002 TILX 21004, 21006, 21007

16. Railroad Car Lease Agreement, dated August 16, 1988, between Trinity Industries Leasing Company and A. E. Staley Manufacturing Company covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	4,750 cu. ft. Lo Covered Hopper Cars	TILX 1833

(Continued)

EXHIBIT A

Series 7

17. Railroad Car Lease Agreement, dated February 6, 1980, between Trinity Industries Leasing Company and Des Moines Grain Services Company (assigned to Northwood Cooperative Elevator) covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
25	4,750 cu. ft. Lo Covered Hopper Cars	TILX 511804-511828

18. Railroad Car Lease Agreement, dated September 28, 1979, between Trinity Industries Leasing Company and Conoco, Inc. (assigned to E. I. Dupont de Nemours & Co.) covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
8	34,090 Gal. 112J340W Tank Cars	TILX 300347, 300351, 300362 TILX 300364, 300387, 300388 TILX 300392, 300397

19. Railroad Car Lease Agreement, dated May 2, 1979, between Trinity Industries Leasing Company and El Paso Products Company (assigned to Cain Chemical Inc. and acquired by Oxy Petrochemicals, Inc.) covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
55	34,000 Gal. 112J340W Tank Cars	TILX 300120-300133 TILX 300135-300141 TILX 300143-300147 TILX 300149-300158 TILX 300160-300173 TILX 300175-300179

20. Railroad Car Lease Agreement, dated January 7, 1993, between Trinity Industries Leasing Company and Heritage Group, DBA Calumet Lubricants Company covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
4	23,635 Gal. 111A100W1 Tank Cars	TILX 260001, 260002 TILX 260013, 260048

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>
2 Tank Cars	111A100W1	30,000 Gal.	TILX 190027, 190032	10/80
1 Tank Car	111A100W1	23,500 Gal.	TILX 260130	05/80
19 Tank Cars	112J400W	33,885 Gal.	TILX 300701-300719	01/82
17 Tank Cars	111A100W1	21,004 Gal.	ALAX 82001-82006 ALAX 82008 ALAX 82010-82019	03/83
2 Tank Cars	111A100W1	21,020 Gal.	TILX 21008, 21009	06/82
2 Hopper Cars	Lo	4,750 cu. ft.	TILX 1486, 1487	04/80
1 Hopper Car	Lo	4,750 cu. ft.	TILX 1911	04/80
3 Hopper Cars	Lo	4,750 cu. ft.	TILX 511079, 511080 TILX 511087	04/80
1 Hopper Car	Lo	4,750 cu. ft.	TILX 511761	04/80
5 Hopper Cars	Lo	4,750 cu. ft.	TILX 512026, 512035 TILX 512038-512040	04/80
29 Tank Cars	111A100W3	13,500 Gal.	PSPX 13601-13625 PSPX 13627-13630	02/83
2 Tank Cars	111A100W1	21,000 Gal.	TILX 220013, 220014	04/82
5 Tank Cars	111A100W1	30,000 Gal.	TILX 190025, 190026 TILX 190029-190031	10/80
40 Tank Cars	111A100W1	23,635 Gal.	TILX 260243-260282	03/81
6 Tank Cars	111A100W1	21,020 Gal.	TILX 21000-21002 TILX 21004, 21006, 21007	06/82
1 Hopper Car	Lo	4,750 cu. ft.	TILX 1833	12/80
25 Hopper Cars	Lo	4,750 cu. ft.	TILX 511804-511828	04/80
8 Tank Cars	112J340W	34,090 Gal.	TILX 300347, 300351 TILX 300362, 300364 TILX 300387, 300388 TILX 300392, 300397	06/80
55 Tank Cars	112J340W	34,000 Gal.	TILX 300120-300133 TILX 300135-300141 TILX 300143-300147 TILX 300149-300158 TILX 300160-300173 TILX 300175-300179	12/79
4 Tank Cars	111A100W1	22,635 Gal.	TILX 260001, 260002 TILX 260013, 260048	01/80