

LAW OFFICES
McGLINCHEY STAFFORD LANG
A PROFESSIONAL LIMITED LIABILITY COMPANY

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RECORDATION NO. 16017-275X FILED 1425
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JAN 24 1997 - 3 45 PM
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January 23, 1997

Secretary
Surface Transportation Board
Twelfth Street & Constitution Avenue N.W.
Washington, D.C. 20423
Attention: Recordation, Room 2311

JAN 24 3 40 PM
RECEIVED
SURFACE TRANSPORT
BOARD

RE: Documents for Recordation
Trinity Industries Leasing Company
Equipment Trust (Series 7-16)

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 Sixteenth Supplement to Equipment Trust Agreement, a primary document, dated as of January 21, 1997, 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 January 21, 1997, between the Company ("Assignor") and the Bank, as Trustee ("Assignee");
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated January 21, 1997, 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 January 21, 1997, between the Bank, as Trustee ("Seller") and the Company ("Buyer").

The enclosed Sixteenth 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 Recordation No. 16017-N on August 20, 1992 along with an Assignment and Bill of Sale under Recordation Nos.

Edward M. Lavin
Counterpart -

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; 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 Twelfth Supplement to Equipment Trust Agreement dated as of December 21, 1995 between the Company and the Bank as Trustee, which was filed and recorded under Recordation No. 16017-HHH on December 26, 1995, along with an Assignment and Bill of Sale under Recordation Nos. 16017-III and 16017-JJJ; the Thirteenth Supplement to Equipment Trust Agreement dated as of February 16, 1996 between the Company and the Bank as Trustee, which was filed and recorded under Recordation No. 16017-LLL on February 23, 1996, along with an Assignment and Bill of Sale under Recordation Nos. 16017-MMM and 16017-NNN; the Fourteenth Supplement to Equipment Trust Agreement dated as of August 27, 1996 between the Company and the Bank as Trustee, which was filed and recorded under Recordation No. 16017-QQQ on September 3, 1996, along with an Assignment and Bill of Sale under Recordation Nos. 16017-RRR and 16017-SSS; and the Fifteenth Supplement to Equipment Trust Agreement dated as of December 5, 1996 between the Company and the Bank as Trustee, which was filed and recorded under Recordation No. 16017-TTT on December 19, 1996, along with an Assignment and Bill of Sale under Recordation Nos. 16017-UUU and 16017-VVV.

LAW OFFICES
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A PROFESSIONAL LIMITED LIABILITY COMPANY

The enclosed Bill of Sale referenced in paragraph 4, above, relates to One Hundred Sixty One (161) 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.

The railroad equipment covered by the Sixteenth 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.

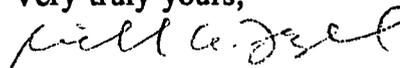
Enclosed is our firm's check in the amount of \$84.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Sixteenth Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Sixteenth 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) Sixteenth Supplement to Equipment Trust Agreement, a primary document, dated as of January 21, 1997, between the Company (as vendor and lessee), and the Bank, as Trustee, and covering Sixty-Four (64) railcars, and (ii) Assignment, a primary document, dated January 21, 1997, between the Company (as Assignor), and the Bank, as Trustee, and covering Sixty-Four (64) railcars.
- (b) Secondary Documents. Bill of Sale, a secondary document, dated January 21, 1997, between the Company (as Seller), and the Bank, as Trustee (as Buyer), and covering various railroad cars, and connected to the Sixteenth Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated January 21, 1997, 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

REGORDATION NO/16017-227 FILED 1425

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TRINITY INDUSTRIES LEASING COMPANY

(Series 7-16)

Equipment Trust, Series 7

Bill of Sale

THIS AGREEMENT, dated the 21st day of January, 1997, 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 Sixteenth Supplement to Equipment Trust Agreement dated as of January 21, 1997, 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 Sixty-Four (64) 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: F. Dean Phelps
F. Dean Phelps
Vice President

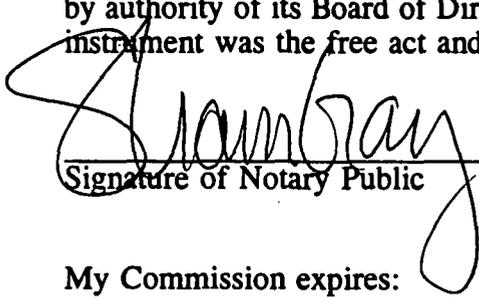
[SEAL]

ATTEST:

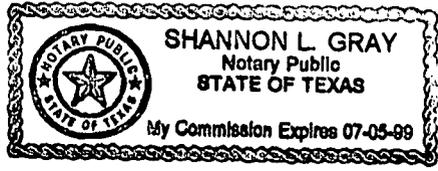
Neil D. Shoop
Assistant Secretary

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

On this 21st day of January, 1997 before me, personally appeared F. Dean Phelps, to me personally known, who being by me duly sworn, says that he is the 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 Lease Agreement, dated July 10, 1989, between Trinity Industries Leasing Company and ADM Transportation Company covering the following described railroad cars (Partial Riders 13 and 14):**

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
64	5161 cu. ft. Lo Covered Hopper Cars	ADMX 49131-49194

Series 7

**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>
64 Hopper Cars	Lo	5161 cu. ft.	ADMX 49131-49194	09/96

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