LAW OFFICES
McGLINCHEY STAFFORD
A PROFESSIONAL LIMITED LIABILITY COMPANY

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RECORDATION NO. 16017-FFFF
GGGG HHHH
FILED
DEC 31 '97 2-10PM

December ___, 1997

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 7-18)

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 Eighteenth Supplement to Equipment Trust Agreement, a primary document, dated as of December 19, 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 December 19, 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 December 19, 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 December 19, 1997, between the Bank, as Trustee ("Seller") and the Company ("Buyer").

The enclosed Eighteenth 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. 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; and the Sixteenth Supplement to Equipment Trust Agreement dated as of January 21, 1997 between the Company and the Bank as Trustee, which was filed and recorded under Recordation No. 16017-XXX on January 24, 1997, along with an Assignment and Bill of Sale under Recordation Nos. 16017-YYY and 16017-ZZZ; and the Seventeenth Supplement to Equipment Trust Agreement dated as of May 23, 1997 between the Company and the Bank as Trustee, which was filed and recorded under Recordation No. 16017-BBBB on May 29, 1997, along with an Assignment and Bill of Sale under Recordation Nos. 16017-CCCC and 16017-DDDD.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to Seven (7) 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 Eighteenth 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 $96.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Eighteenth Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Eighteenth 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) Eighteenth Supplement to Equipment Trust Agreement, a primary document, dated as of December 19, 1997, between the Company (as vendor and lessee), and the Bank, as Trustee, and covering thirty six (36) railcars, and (ii) Assignment, a primary document, dated December 19, 1997, between the Company (as Assignor), and the Bank, as Trustee, and covering thirty six (36) railcars.

(b) Secondary Documents. Bill of Sale, a secondary document, dated December 19, 1997, between the Company (as Seller), and the Bank, as Trustee (as Buyer), and

covering various railroad cars, and connected to the Eighteenth Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated December 19, 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

Series 7

EXHIBIT A

1. Railroad Car Lease Agreement, dated September 1, 1995, between Trinity Industries Leasing Company and Chevron Chemical Company covering the following described railroad cars (Partial Rider 3):

Number of Cars	Type	Car Numbers
3	5,851 cu. ft. Lo Covered Hopper Cars	SCJX 58022-58024

2. Railroad Car Net Lease Agreement, dated June 28, 1984, between Trinity Industries Leasing Company and Midwest Solvents Company, Inc. covering the following described railroad cars (Rider 1).

Number of Cars	Type	Car Numbers
20	29,947 gal. 111A100W1 Tank Cars	MWSX 29637-29642 MWSX 29644-29653 MWSX 29655-29658

3. 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 Rider 1):

Number of Cars	Type	Car Numbers
13	17,604 gal. 111A100W3 Tank Cars	STMX 000200-000212

RECORDATION NO. 16017-FFFF FILED

DEC 31 '97 2-10PM

EIGHTEENTH SUPPLEMENT
TO EQUIPMENT TRUST AGREEMENT

(TRINITY INDUSTRIES LEASING COMPANY EQUIPMENT TRUST SERIES 7)

Dated as of December 19, 1997

Between

THE BANK OF NEW YORK
(a New York Banking Corporation), SUCCESSOR TRUSTEE

AND

TRINITY INDUSTRIES LEASING COMPANY

EIGHTEENTH SUPPLEMENT dated as of December 19, 1997 (herein called this "Supplement"), to the Equipment Trust Agreement dated as of November 4, 1988 (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 November 8, 1988 under Recordation No. 16017.

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. 16017-I. The Second Supplement to the Trust Agreement, dated August 13, 1992, between the Company and the Trustee was filed with the STB on August 20, 1992, under Recordation No. 16017-N. The Third Supplement to the Trust Agreement, dated August 26, 1992, between the Company and the Trustee was filed with the STB on August 28, 1992 under Recordation No. 16017-S. The Fourth Supplement to the Trust Agreement, dated August 30, 1993, between the Company and the Trustee was filed with the STB on September 1, 1993, under Recordation No. 16017-U. The Fifth Supplement to the Trust Agreement, dated November 23, 1993, between the Company and the Trustee was filed with the STB on November 24, 1993, under Recordation No. 16017-Y. The Sixth Supplement to the Trust Agreement, dated February 23, 1994, between the Company and the Trustee was filed with the STB on February 23, 1994, under Recordation No. 16017-CC. The Seventh Supplement to the Trust Agreement, dated August 30, 1994, between the Company and the Trustee was filed with the STB on August 30, 1994, under Recordation No. 16017-LL. The Eighth Supplement to the Trust Agreement, dated September 23, 1994, between the Company and the Trustee was filed with the STB on September 28, 1994, under Recordation No. 16017-PP. The Ninth 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. 16017-TT. The Tenth 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. 16017-XX. The Eleventh 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. 16017-DDD. The Twelfth 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. 16017-HHH. The Thirteenth 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. 16017-LLL. The Fourteenth Supplement to the Trust Agreement dated August 27, 1996 between the Company and the Trustee was filed with the STB on September 3, 1996, under Recordation No. 16017-QQQ. The Fifteenth 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. 16017-TTT. The Sixteenth Supplement to the Trust Agreement dated January 21, 1997 between the Company and the Trustee was filed with the STB on January 24, 1997, under Recordation No. 16017-XXX. The Seventeenth Supplement to the Trust Agreement dated May 23, 1997 between the Company and the Trustee was filed with the STB on May 29, 1997, under Recordation No. 16017-BBBB.

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 railroad cars described on 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 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

By: Neil O. Shoop
Neil O. Shoop
Treasurer

Attest:
Secretary

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 22 day of December, 1997, 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 _____

My Commission Expires: _____

SHANNON L. GRAY
Notary Public
STATE OF TEXAS
My Commission Expires 07-05-99

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

On this 22 day of December, 1997, 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 _____

My Commission Expires: _____

WILLIAM J. CASSELS
Notary Public, State of New York
No. 01CA5027729
Qualified in Bronx County
Certificate Filed in New York County
Commission Expires May 16, 1998

Series 7

EXHIBIT A

1. Railroad Car Lease Agreement, dated September 1, 1995, between Trinity Industries Leasing Company and Chevron Chemical Company covering the following described railroad cars (Partial Rider 3):

Number of Cars	Type	Car Numbers
3	5,851 cu. ft. Lo Covered Hopper Cars	SCJX 58022-58024

2. Railroad Car Net Lease Agreement, dated June 28, 1984, between Trinity Industries Leasing Company and Midwest Solvents Company, Inc. covering the following described railroad cars (Rider 1).

Number of Cars	Type	Car Numbers
20	29,947 gal. 111A100W1 Tank Cars	MWSX 29637-29642 MWSX 29644-29653 MWSX 29655-29658

3. 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 Rider 1):

Number of Cars	Type	Car Numbers
13	17,604 gal. 111A100W3 Tank Cars	STMX 000200-000212

EXHIBIT B
DESCRIPTION OF TRUST EQUIPMENT

Quantity and Type	Class	Capacity	Initialed Car Numbers	Earliest Service
3 Hopper Cars	Lo	5,851 cu. ft.	SCJX 58022-58024	12/88
20 Tank Cars	111A100W1	29,947 gal.	MWSX 29637-29642 MWSX 29644-29653 MWSX 29655-29658	11/84
13 Tank Cars	111A100W3	17,604 gal.	STMX 000200-000212	12/83

EXHIBIT C

Series 7

DESCRIPTION OF TRUST EQUIPMENT

Quantity and Type	Class	Capacity	Initialed Car Numbers	Earliest Service
10 Hopper Cars	Lo	5,125 cu. ft.	TILX 5275-5284	08/91
10 Tank Cars	111A100W1	23,589 gal.	TILX 260385-260394	03/89