LAW OFFICES OF RICHARD A. FOGEL, PLLC
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DALLAS, TEXAS 75207
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RECEIVED
SEP 21 2000
MAIL
MANAGEMENT
STB

September 20, 2000

Secretary
Surface Transportation Board
1925 K Street N.W., Room 704
Washington, D.C. 20036
Attn: Recordation

RECORDATION NO. 17520-FIT FILED
SEP 22 '00 11-40AM
SURFACE TRANSPORTATION BOARD

RECEIVED
SURFACE TRANSPORTATION BOARD
SEP 22 11 22 AM '00

RE: Documents for Recordation
Trinity Industries Leasing Company
Equipment Trust (Series 8, Twenty-Fifth Supplement)

Dear Madam:

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 Twenty-Fifth Supplement to Equipment Trust Agreement, a primary document, dated as of September 18, 2000, between Trinity Industries Leasing Company and The Bank of New York, as Trustee;

2. Two (2) executed originals of an Assignment, a primary document, dated September 18, 2000, between Trinity Industries Leasing company ("Assignor") and The Bank of New York, as Trustee ("Assignee");

3. Two (2) executed originals of a Bill of Sale, a secondary document, dated September 18, 2000, between Trinity Industries Leasing Company ("Seller") and The Bank of New York, as Trustee ("Buyer"); and

4. Two (2) executed originals of a Bill of Sale, a secondary document, dated September 18, 2000 between The Bank of New York, as Trustee ("Seller") and Trinity Industries Leasing Company ("Buyer").

The enclosed Twenty-Fifth Supplement, Assignment and Bill of Sale referenced in paragraphs 1, 2 and 3, above, relate to the Equipment Trust Agreement dated as of September 9, 1991 between Trinity Industries Leasing Company and The Bank of New York, as Trustee, which was filed and recorded under Recordation No. 17520 on September 10, 1991, along with an Assignment and Bill of Sale under Recordation Nos. 17520-A and 17520-B, respectively.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to the railcars and the leases thereof subject to the said Equipment Trust Agreement that were released from the Equipment Trust and assigned by the said Trustee to Trinity Industries Leasing 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 of New York, the Trustee is 101 Barclay Street, 21st Floor, New York, New York 10007.

The railroad equipment covered by the Twenty-Fifth 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 $104.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Twenty-Fifth Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Twenty-Fifth 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) Twenty-Fifth Supplement to Equipment Trust Agreement, a primary document, dated as of September 18, 2000, between Trinity Industries Leasing Company (as vendor and lessee), and The Bank of New York, as Trustee, and covering various railroad cars, and (ii) Assignment, a primary document, dated September 18, 2000, between Trinity Industries Leasing Company (as Assignor), and The Bank of New York, as Trustee, and covering various railroad cars.

(b) Secondary Documents. Bill of Sale, a secondary document, dated September 18, 2000, between Trinity Industries Leasing Company (as Seller), and The Bank of New York, as Trustee (as Buyer), and covering various railroad cars, and connected to the Twenty-Fifth Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated September 18, 2000, between The Bank of New York, as Trustee (Seller) and Trinity Industries Leasing Company (Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement dated as of September 9, 1991 referred to above.

Very truly yours,

R. Fogel

Richard A. Fogel

Enclosures

EXHIBIT A

1. Railroad Car Lease Agreement, dated May 16, 1991, between Trinity Industries Leasing Company and EKA Nobel, Inc. (now known as EKA Chemicals Inc.), covering the following described railroad cars (Partial Rider 3):

Number of Cars	Type	Car Numbers
1	21,000 Gal. 111A100W6 Tank Car	TILX 200147

RECORDATION NO. 17520-TTTT FILED

SEP 22 '00 11-40AM

SURFACE TRANSPORTATION BOARD

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TWENTY-FIFTH SUPPLEMENT
TO EQUIPMENT TRUST AGREEMENT

(TRINITY INDUSTRIES LEASING COMPANY EQUIPMENT TRUST SERIES 8)

Dated as of September 18, 2000

Between

THE BANK OF NEW YORK, TRUSTEE

AND

TRINITY INDUSTRIES LEASING COMPANY

TWENTY-FIFTH SUPPLEMENT dated as of September 18, 2000 (herein called this "Supplement"), to the Equipment Trust Agreement dated as of September 9, 1991 (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 Trustee (hereinafter in such capacity called the "Trustee").

PRELIMINARY STATEMENT

A. The Trust Agreement was filed with the Surface Transportation Board (the "STB") on September 10, 1991 under Recordation No. 17520.

B. The First Supplement to the Trust Agreement, dated December 10, 1991, between the Company and the Trustee was filed with the STB on December 11, 1991, under Recordation No. 17520-E. The Second Supplement to the Trust Agreement, dated February 11, 1993, between the Company and the Trustee was filed with the STB on February 16, 1993, under Recordation No. 17520-F. The Third 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. 17520-J. The Fourth Supplement to the Trust Agreement, dated February 16, 1994, between the Company and the Trustee was filed with the STB on February 23, 1994, under Recordation No. 17520-N. The Fifth Supplement to the Trust Agreement, dated September 22, 1994, between the Company and the Trustee was filed with the STB on September 28, 1994, under Recordation No. 17520-R. The Sixth Supplement to the Trust Agreement, dated September 20, 1995, between the Company and the Trustee was filed with the STB on September 22, 1995, under Recordation No. 17520-V. The Seventh 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. 17520-Z. The Eighth 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. 17520-DD. The Ninth Supplement to the Trust Agreement, dated April 19, 1996, between the Company and the Trustee was filed with the STB on April 24, 1996, under Recordation No. 17520-HH. The Tenth 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. 17520-LL. The Eleventh 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. 17520-PP. The Twelfth Supplement to the Trust Agreement, dated July 7, 1997, between the Company and the Trustee was filed with the STB on July 11, 1997, under Recordation No. 17520-TT. The Thirteenth Supplement to the Trust Agreement, dated December 19, 1997, between the Company and the Trustee was filed with the STB on December 31, 1997, under Recordation No. 17520-XX. The Fourteenth Supplement to the Trust Agreement, dated March 23, 1998, between the Company and the Trustee was filed with the STB on March 26, 1998, under Recordation No.

17520-BBB. The Fifteenth Supplement to the Trust Agreement, dated May 22, 1998, between the Company and the Trustee was filed with the STB on May 28, 1998, under Recordation No. 17520-FFF. The Sixteenth Supplement to the Trust Agreement, dated July 6, 1998, between the Company and the Trustee was filed with the STB on July 9, 1998, under Recordation No. 17520-JJJ. The Seventeenth Supplement to the Trust Agreement, dated December 9, 1998, between the Company and the Trustee was filed with the STB on December 16, 1998, under Recordation No. 17520-NNN. The Eighteenth Supplement to the Trust Agreement, dated January 13, 1999, between the Company and the Trustee was filed with the STB on January 19, 1999, under Recordation No. 17520-RRR. The Nineteenth Supplement to the Trust Agreement, dated June 7, 1999, between the Company and the Trustee was filed with the STB on June 10, 1999, under Recordation No. 17520-VVV. The Twentieth Supplement to the Trust Agreement, dated December 21, 1999, between the Company and the Trustee was filed with the STB on December 29, 1999, under Recordation No. 17520-ZZZ. The Twenty-First Supplement to the Trust Agreement, dated May 5, 2000, between the Company and the Trustee was filed with the STB on May 11, 2000, under Recordation No. 17520-DDDD. The Twenty-Second Supplement to the Trust Agreement, dated May 30, 2000, between the Company and the Trustee was filed with the STB on June 5, 2000, under Recordation No. 17520-HHHH. The Twenty-Third Supplement to the Trust Agreement, dated July 1, 2000, between the Company and the Trustee was filed with the STB on July 18, 2000, under Recordation No. 17520-LLLL. The Twenty-Fourth Supplement to the Trust Agreement, dated September 5, 2000, between the Company and the Trustee was filed with the STB on September 13, 2000, under Recordation No. 17520-PPPP.

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 railcars covered by the Existing Lease described in 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 Exhibit A 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

Attest:

Secretary

By: Neil O. Shoop
Neil O. Shoop
Treasurer

THE BANK OF NEW YORK, Trustee

By:
Name: REMO J. REALE
Title: VICE PRESIDENT

Attest:

STATE OF TEXAS §
§ ss.
COUNTY OF DALLAS §

On this 18th day of September, 2000, 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 GRAY
Notary Public, State of Texas
My Commission Expires
July 05, 2003

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

On this 19 day of September, 2000, before me personally appeared REMO J. REALE, 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
Commission Expires May 16, 2002

EXHIBIT A

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Number of Cars	Type	Car Numbers
1	21,000 Gal. 111A100W6 Tank Car	TILX 200147

EXHIBIT B
DESCRIPTION OF TRUST EQUIPMENT

Quantity and Type		Class	Capacity	Initialed Car Numbers	Earliest Service
1.	1 Tank Car	111A100W6	21,000 Gal.	TILX 200147	07/96

EXHIBIT C
DESCRIPTION OF TRUST EQUIPMENT

	Quantity and Type	Class	Capacity	Initialed Car Numbers	Earliest Service
1.	3 Tank Cars	112J340W	33,687 Gal.	TILX 300885, 300887 TILX 300888	09/84