

15494-JKLM

LAW OFFICES
McGLINCHEY STAFFORD LANG
A PROFESSIONAL LIMITED LIABILITY COMPANY

NEW ORLEANS
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LITTLE ROCK
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DIRECT DIAL:

December 10, 1996

Secretary
Surface Transportation Board
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 6, First Supplement)

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 First Supplement to Equipment Trust Agreement, a primary document, dated as of December 5, 1996, between Trinity Industries Leasing Company (the "Company") and Texas Commerce Bank National Association, as Successor Trustee (the "Bank");
2. Two (2) executed originals of an Assignment, a primary document, dated December 5, 1996, 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 5, 1996, 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 5, 1996, between the Bank, as Trustee ("Seller") and the Company ("Buyer").

The enclosed First Supplement, Assignment and Bill of Sale referenced in paragraphs 1, 2 and 3, above, relate to the Equipment Trust Agreement dated as of January 15, 1988 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 15494 on February 4, 1988, along with an Assignment and Bill of Sale under Recordation Nos. 15494-A and 15494-B.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to One Hundred (100) 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.

Michael Peters
RECEIVED
SURFACE TRANSPORTATION BOARD
DEC 19 11 31 AM '96
Winterpart

LAW OFFICES
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A PROFESSIONAL LIMITED LIABILITY 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 2200 Ross Avenue, 5th Floor, Dallas, Texas 75201.

The railroad equipment covered by the First 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.

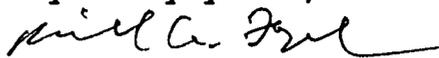
Enclosed is our check in the amount of \$84.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the First Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the First 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) First Supplement to Equipment Trust Agreement, a primary document, dated as of December 5, 1996, between the Company (as vendor and lessee), and the Bank, as Trustee, and covering Fifty-Eight (58) railroad cars, and (ii) Assignment, a primary document, dated December 5, 1996, between the Company (as Assignor), and the Bank, as Trustee, and covering Fifty-Eight (58) railroad cars.
- (b) Secondary Documents. Bill of Sale, a secondary document, dated December 5, 1996, between the Company (as Seller), and the Bank, as Trustee (as Buyer), and covering various railroad cars, and connected to the First Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated December 5, 1996, 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 January 15, 1988 referred to above.

Very truly yours,


Richard A. Fogel

Enclosures

15494-M

BILL OF SALE

(Series 6-1)

Texas Commerce Bank National Association,
AS SUCCESSOR TRUSTEE
TO

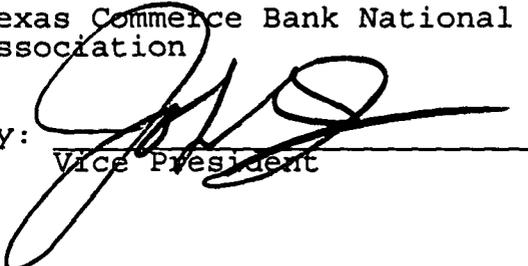
TRINITY INDUSTRIES LEASING COMPANY

Texas Commerce Bank National Association, 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 January 15, 1988 (the "Agreement") by and between the Trustee and the Company and the Request delivered to the Trustee by the Company dated December 5, 1996, all the right, title and interest of the Trustee, as Trustee under the Agreement, in and to the One Hundred (100) railcars (the "Trust Equipment") covered by the Railroad Car Lease Agreement as described on Exhibits A and 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 A hereto (the "Existing Leases").

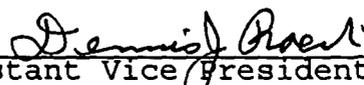
The Trustee hereby warrants that it has not caused any liens or encumbrances to have been placed on the Trust Equipment, other than the Existing Leases and the rights of the Company under the Agreement.

IN WITNESS WHEREOF, Texas Commerce Bank National Association, 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 16th day of December, 1995.

Texas Commerce Bank National Association

By: 
Vice President

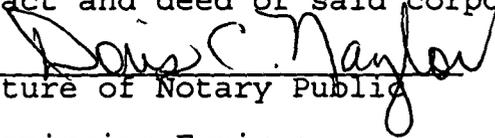
Attest:


Assistant Vice President

STATE OF TEXAS
COUNTY OF DALLAS

§
§
§

On this 10th day of December, 1996, before me personally appeared JOHN G. JONES, to me personally known, who being by me duly sworn, says that he is the Vice President of Texas Commerce Bank National Association; 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:
8-3-98

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Series 6

EXHIBIT A

1. Railroad Car Net Lease Agreement, dated October 23, 1987, between Trinity Industries Leasing Company and Dow Chemical Company covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
100	17,368 Gal. 105A500W Tank Cars	DOWX 80012-80111

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Series 6

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>
100 Tank Cars	105A500W	17,368 Gal.	DOWX 80012-80111	12/87