

RECORDATION NO. 12226-C Filed 1425

RECORDATION NO. 12226-D Filed 1425

DEC 1 - 1980 - 11 40 AM

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INTERSTATE COMMERCE COMMISSION

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O-336A030

No. DEC 1 1980

Date DEC 1 1980

Fee \$ 30.00

December 1, 1980

ICC Washington, D. C.

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RECORDATION NO. 12226-C Filed 1425

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INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Washington, D. C. 20423

Madam:

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, there are submitted herewith for filing and recordation a First Supplement to an Equipment Trust Agreement, an Assignment and a Bill of Sale with regard to the railroad cars described therein, used or intended for use in connection with interstate commerce as follows:

1. Three (3) executed counterparts of The First Supplement, dated as of November 25, 1980 between Republic National Bank, as Trustee, and Trinity Industries Leasing Company, to the Equipment Trust Agreement ("Equipment Trust Agreement") dated as of June 15, 1980, between such parties;
2. Three (3) executed counterparts of an Assignment dated as of November 25, 1980, between Trinity Industries Leasing Company and Republic National Bank of Dallas, as Trustee;

Original - Ann Sutton

3. Three (3) executed counterparts of a Bill of Sale dated as of November 25, 1980, between Trinity Industries Leasing Company and Republic National Bank of Dallas, as Trustee.

The address of Trinity Industries Leasing Company is 4001 Irving Boulevard, Dallas, Texas 75247, and the address of Republic National Bank of Dallas is One Dallas Centre, Dallas, Texas 75201, Attention: Corporate Trust Department.

The railroad equipment covered by the First Supplement, the Assignment and Bill of Sale is described in Exhibit A hereto.

The First Supplement, the Assignment and the Bill of Sale have been executed and delivered in connection with the Equipment Trust Agreement which was filed with the ICC on September 25, 1980 and assigned the following recordation number: 12226.

Enclosed is a check to cover the recordation fee.

You are hereby authorized to deliver two executed copies of the First Supplement, the Assignment and the Bill of Sale, with filing data noted thereon, following recordation thereof, to the representative of Messrs. Dewey, Ballantine, Bushby, Palmer & Wood, who is delivering this letter and said enclosures to you.

Very truly yours,

TRINITY INDUSTRIES LEASING COMPANY

By *E. B. Breeding*
Vice President

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INTERSTATE COMMERCE COMMISSION TRINITY INDUSTRIES LEASING COMPANY

Equipment Trust, Series 2

Bill of Sale

THIS AGREEMENT, dated as of the 25th day of November, 1980, between TRINITY INDUSTRIES LEASING COMPANY, a Texas corporation (hereinafter called "Seller"), and REPUBLIC NATIONAL BANK OF DALLAS, a national banking association, as Trustee (hereinafter called "Buyer"), pursuant to Section 4.03(d)(ii) of the Equipment Trust Agreement dated as of June 15, 1980 (the "Equipment Trust Agreement"), between Seller and Buyer,

W I T N E S S E T H :

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 the railroad cars described in Exhibit A attached hereto and made a part hereof for all purposes.

Seller hereby warrants that it has good and marketable title to the described railroad cars and that Seller's title to the described railroad cars is free from all liens and encumbrances (including any leasehold interests therein) other than the Existing Leases described in the attached Exhibit B, the Assignment of even date herewith between 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 described railroad cars unto Buyer, its successors and assigns, against all lawful claims.

TRINITY INDUSTRIES LEASING COMPANY

By *J. B. Breeding*
Vice President

(SEAL)

ATTEST:

Michael A. Foyl
Assistant Secretary

THE STATE OF TEXAS §
 §
COUNTY OF DALLAS §

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared E. B. BREEDING, Vice President of Trinity Industries Leasing Company, known to me to be the person and officer whose name is subscribed to the foregoing instrument, and acknowledged to me that the same was the act of Trinity Industries Leasing Company, a corporation, and that he executed the same as the act of such corporation for the purposes and consideration therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this the 1st day of December, 1980.


Jeanne D. Bledsoe
Notary Public in and for Dallas
County, Texas.

EXHIBIT A

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity in Gallons</u>	<u>Initialed Car Numbers</u>
142 covered hopper cars	LO	4,750 cu.ft.	TILX 510401 -510451 TILX 510458 -510523 TILX 510525 -510531 TILX 510563 -510580
85 covered hopper cars	LO	4,750 cu.ft.	TILX 510846 TILX 510866 -510949
50 tank cars	111A100W1	23,635 gal.	TILX 260050 -260099
55 tank cars	112J340W	34,000 gal.	TILX 300346 -300400
10 tank cars	112J340W	34,000 gal.	TILX 300335 -300344
30 covered hopper cars	LO	4,750 cu.ft.	TILX 510670 -510699
10 covered hopper cars	LO	4,750 cu.ft.	TILX 511592 -511601

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EXHIBIT B

Existing Leases

1. Railroad Car Lease Agreement, dated May 17, 1979, between Trinity Industries Leasing Company and Cargill, Inc. covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
142	4,750 Cu. Ft. LO Covered Hopper.Cars	TILX 510401 -510451 TILX 510458 -510523 TILX 510525 -510531 TILX 510563 -510580

2. Railroad Car Lease Agreement, dated April 24, 1979, between Trinity Industries Leasing Company and Bunge Corporation covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
85	4,570 Cu. Ft. LO Covered Hopper Cars	TILX 510846 TILX 510866 -510949

3. Railroad Car Lease Agreement, dated July 16, 1979, between Trinity Industries Leasing Company and Oxirane Chemical Company covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
50	23,635 Gal. 111A100W1	TILX 260050 -260099

4. Railroad Car Lease Agreement dated September 28, 1979, between Trinity Industries Leasing Company and Conoco, Inc. covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
55	34,000 Gal. 112J340W Tank Cars	TILX 300346 -300400

5. Railroad Car Lease Agreement, dated July 12, 1979, between Trinity Industries Leasing Company and Husky Oil Company covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	34,000 Gal. 112J340W Tank Cars	TILX 300335 -300344

6. Railroad Car Lease Agreement, dated September 10, 1979, between Trinity Industries Leasing Company and Ozark-Mahoning Company covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
30	4,750 Cu. Ft. Covered Hopper Cars	TILX 510670 -510699

7. Railroad Car Lease Agreement, dated December 21, 1979, between Trinity Industries Leasing Company and Farmland Industries covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	4,750 Cu. Ft. Covered Hopper Cars	TILX 511592 -511601