

14515  
RECORDATION NO. .... Filed 1425

4-862A057

14515 A  
RECORDATION NO. .... Filed 1425

DEC 27 1984  
INTERSTATE COMMERCE COMMISSION

DEC 27 1984 11 05 AM  
INTERSTATE COMMERCE COMMISSION

DEC 27 1984  
38 00

December 27, 1984

Secretary  
Interstate Commerce Commission  
Washington, D. C. 20423

14515  
RECORDATION NO. .... Filed 1425

DEC 27 1984 11 05 AM

Gentlemen:

INTERSTATE COMMERCE COMMISSION

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, enclosed herewith for filing and recordation are the following documents:

1. Three (3) executed originals of an Equipment Trust Agreement, a primary document, dated as of December 15, 1984, between Trinity Industries Leasing Company and RepublicBank Dallas, National Association, a national banking association, as Trustee;

2. Three (3) executed originals of an Assignment, a secondary document, dated as of December 27, 1984, between Trinity Industries Leasing Company (Assignor) and RepublicBank Dallas, National Association, a national banking association, as Trustee (Assignee); and

3. Three (3) executed originals of a Bill of Sale, a secondary document, dated as of December 27, 1984, between Trinity Industries Leasing Company (Seller) and RepublicBank Dallas, National Association, as Trustee (Buyer).

We request that the Assignment be cross-indexed.

The address of Trinity Industries Leasing Company is 2525 Stemmons Freeway, Dallas, Texas 75207, and the address of RepublicBank Dallas, National Association is One Dallas Centre, Ninth Floor, Dallas, Texas 75201.

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

Enclosed is a check in the amount of \$30 to cover the recordation fee.

*Country Club*

DEC 27 1984 11 05 AM

You are hereby authorized to deliver two executed originals of the Equipment Trust Agreement, the Assignment and the Bill of Sale, with filing data noted thereon, following recordation thereof, to the representative of Gardner, Carton & Douglas, who is delivering this letter and said enclosures to you.

A short summary of the document to appear in the index follows:

- (a) Primary Documents. Equipment Trust Agreement, a primary document, dated as of December 15, 1984 between Trinity Industries Leasing Company, 2525 Stemmons Freeway, Dallas, Texas 75207 and RepublicBank Dallas, National Association, One Dallas Centre, Ninth Floor, Dallas, Texas 75201, as Trustee covering various railroad cars.
- (b) Secondary Documents. (i) Assignment, a secondary document, dated as of December 27, 1984, between Trinity Industries Leasing Company (Assignor), 2525 Stemmons Freeway, Dallas, Texas 75207 and RepublicBank Dallas, National Association (Assignee), One Dallas Centre, Ninth Floor, Dallas, Texas 75201 and covering various railroad cars, and connected to an Equipment Trust Agreement with Recordation Number \_\_\_\_\_; and (ii) Bill of Sale, a secondary document, dated as of December 27, 1984 between Trinity Industries Leasing Company (Seller) and RepublicBank Dallas, National Association (Buyer) and covering various railroad cars, and connected to an Equipment Trust Agreement with Recordation Number \_\_\_\_\_.

Very truly yours,

TRINITY INDUSTRIES LEASING COMPANY

By E. B. Breeding  
E. B. Breeding, Vice President

8191S

Interstate Commerce Commission  
Washington, D.C. 20423

12/27/84

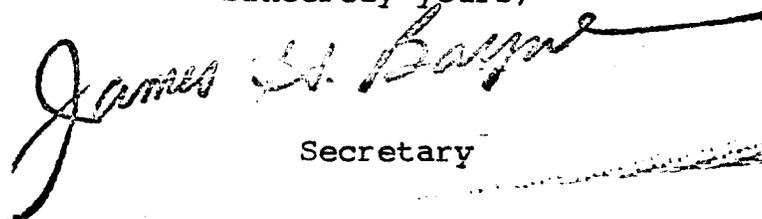
OFFICE OF THE SECRETARY

E.B. Breeding  
Gardener, Carton & Douglas  
1875 I St. N.W., Suite 1050  
Washington, D.C. 20006

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/27/84 at 11:05am and assigned re-recording number(s). 14515, 14515-A & 14515-B

Sincerely yours,

  
Secretary

Enclosure(s)

TRINITY INDUSTRIES LEASING COMPANY

Equipment Trust, Series 3

Bill of Sale

14515 B  
RECORDATION NO. 1425  
DEC 27 1984 10 22 AM  
INTERSTATE COMMERCE COMMISSION

THIS AGREEMENT, dated the 27th day of December, 1984, between Trinity Industries Leasing Company, a Texas corporation (hereinafter called "Seller"), and RepublicBank Dallas, National Association, a national banking association, as Trustee (hereinafter called "Buyer"), as contemplated by the Equipment Trust Agreement dated as of December 15, 1984 (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 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 A, 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   
E. B. Breeding, Vice President

(SEAL)

ATTEST:

  
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 27<sup>th</sup> day of December, 1984.

Mary Ann Hendrix  
Notary Public in and for  
the State of Texas  
Mary Ann Hendrix

My Commission Expires:  
7-11-87

(SEAL)

8195S

EXHIBIT A

1. Railroad Car Lease Agreement, dated January 21, 1981, between Trinity Industries Leasing Company and Clinton Corn Processing Company (Acquired by ADM Transportation Company) covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
8	23,635 Gal. 111A100W1 Tank Cars	TILX 260134, 260138 TILX 260139, 260142 TILX 260154, 260156 TILX 260158, 260162

2. Railroad Car Lease Agreement, dated October 20, 1980, between Trinity Industries Leasing Company and American Hoechst Corporation covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
15	23,635 Gal. 111A100W1 Tank Cars	TILX 260228-260242

3. Railroad Car Lease Agreement, dated February 15, 1980, between Trinity Industries Leasing Company and Ashland Oil, Inc. covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
3	21,004 Gal. 111A100W1 Tank Cars	TILX 220000-220002
70	34,000 Gal. 112J340W Tank Cars	TILX 300791-300798 TILX 300428-300477 TILX 300523-300534

4. Railroad Car Lease Agreement, dated September 2, 1980, between Trinity Industries Leasing Company and Bunge Edible Oil Corporation covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
97	23,635 Gal. 111A100W1 Tank Cars	TILX 260131-260133, 260135-260137 TILX 260140-260141, 260143-260153 TILX 260155, 260157, 260159-260161 TILX 260163-260227, 260283-260290

5. 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>
250	4,750 Cu. Ft. Covered Hopper Cars	TILX 510700-510703, 510754-510799 TILX 510950-510999, 511209-511358

6. 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>
128	4,750 Cu. Ft. Covered Hopper Cars	TILX 510452-510457, 511920-511921 TILX 510000-510099, 510581-510600
46	17,604 Gal. 111A100W3 Tank Cars	TILX 170000-170045

7. Railroad Car Net Lease Agreement, dated March 22, 1984, between Trinity Industries Leasing Company and C-I-L Inc. covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
20	4,750 Cu. Ft. Covered Hopper Cars	TILX 511714-511733

8. 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>
27	34,000 Gal. 112J340W Tank Cars	TILX 300401-300427

9. Railroad Car Lease Agreement, dated July 16, 1980, between Trinity Industries Leasing Company and Cosden Oil & Chemical Company covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
20	33,800 Gal 112J400W Tank Cars	TILX 300503-300522

10. Railroad Car Lease Agreement, dated October 17, 1979, between Trinity Industries Leasing Company and Landmark, Inc. covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
45	4,750 Cu. Ft. LO Covered Hopper Cars	TILX 511164-511208

11. Railroad Car Lease Agreement, dated September 19, 1980, between Trinity Industries Leasing Company and Louisiana-Pacific Corporation covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
18	13,500 Gal. 111A100W3 Tank Cars	TIMX 135000-135017

12. Railroad Car Net Lease Agreement, dated August 9, 1984, between Trinity Industries Leasing Company and Minnesota Corn Processors, Inc. covering the following described cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
25	17,641 Gal. 111A100W3 Tank Cars	MNCX 001000-001024

13. Railroad Car Lease Agreement, dated March 10, 1981, between Trinity Industries Leasing Company and Missouri-Kansas-Texas Railroad Company covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
25	23,636 Gal. 111A100W1 Tank Cars	MKT 100400-100424

14. Railroad Car Lease Agreement, dated February 16, 1982, between Trinity Industries Leasing Company and Phelps Dodge Corporation covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
5	13,630 Gal. 111A100W2 Tank Cars	TILX 100040-100044

15. Railroad Car Lease Agreement, dated August 19, 1980, between Trinity Industries Leasing Company and The Pillsbury Company covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
90	4,750 Cu. Ft. Covered Hopper Cars	TILX 511829-511856 TILX 511858-511919

16. Railroad Car Lease Agreement, dated May 7, 1980, between Trinity Industries Leasing Company and Shell Oil Company covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
35	33,500 Gal. 112J400W Tank Cars	TILX 030001-030035

17. 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:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
6	17,641 Gal. 111A100W3 Tank Cars	STMX 000600-000605

18. Railroad Car Lease Agreement, dated March 6, 1981, between Trinity Industries Leasing Company and Swift Independent Packing Company covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
90	23,635 Gal. 111A100W1 Tank Cars	TILX 260291-260380

19. Railroad Car Lease Agreement, dated May 29, 1980, between Trinity Industries Leasing Company and Tulsa Chemical Company covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
40	13,500 Gal. 111A100W2 Tank Cars	TILX 100000-100039

20. Railroad Car Lease Agreement, dated March 30, 1982, between Trinity Industries Leasing Company and United States Borax & Chemical Company covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
78	4,750 Cu. Ft. Covered Hopper Cars	TIMX 302004-302010, 302012, 302014 TIMX 302016, 302021, 302022 TIMX 302024-302028, 302030-302034 TIMX 302038, 302040, 302042 TIMX 302044-302048, 302050, 302051 TIMX 302053, 302055-302057, 302061 TIMX 302063, 302065, 302066, TIMX 302068, 302069, 302071 TIMX 302073, 302074, 302076 TIMX 302079-302081, 302083 TIMX 302085-302087, 302090, 302093 TIMX 302096, 302097, 302103, TIMX 302105, 302106, 302108-302110 TIMX 302112, 302113, 302116-302119 TIMX 302125, 302130, 302136, TIMX 302137, 302142-302144, 302154 TIMX 302158

21. Railroad Car Lease Agreement, dated July 2, 1980, between Trinity Industries Leasing Company and Westvaco Corporation covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	21,000 Gal. 111A100W1 Tank Cars	TILX 220003-220012

<u>Lessee</u>	<u>Qty.</u>	<u>Class</u>	<u>Capacity</u>	<u>Term of Lease</u>	<u>Date of Earliest Service</u>	<u>Estimated Monthly Rental</u>
ADM Transportation (Acquired Clinton Corn)	8	111A100W1	23,635 gal.	12	Jan. '81	\$ 5,000
American Hoechst	15	111A100W1	23,635 gal.	12	Jan. '81	9,000
Ashland Oil, Inc.	3	111A100W1	21,004 gal.	12	Oct. '80	2,000
Ashland Oil, Inc.	8	112J340W	34,000 gal.	12	Dec. '82	6,000
Ashland Oil, Inc.	62	112J340W	34,000 gal.	12	Aug. '80	46,000
Bunge Edible Oil Corp.	97	111A100W1	23,635 gal.	12	Oct. '80	56,000
Bunge Corp.	250	LO	4,750 cu.ft.	10	Aug. '80	132,000
Cargill, Inc.	128	LO	4,750 cu.ft.	12	May '80	67,000
Cargill, Inc.	46	111A100W3	17,604 gal.	12	May '81	29,000
C-I-L, Inc.	20	LO	4,750 cu.ft.	15	Mar. '84	8,000
Conoco, Inc.	27	112J340W	34,000 gal.	10	Jul. '80	17,000
Gosden Oil and Chem. Co.	20	112J400W	33,800 gal.	5	Oct. '80	15,000
Landmark, Inc.	45	LO	4,750 cu.ft.	10	Aug. '80	23,000
Louisiana-Pacific	18	111A100W3	13,500 gal.	15	Feb. '81	10,000
Minnesota Corn Processors	25	111A100W3	17,641 gal.	15	Sep. '84	13,000
MKT Railroad	25	111A100W1	23,636 gal.	15	Aug. '81	10,000
Phelps Dodge	5	111A100W2	13,630 gal.	12	Jan. '82	3,000
Pillsbury Co.	90	LO	4,750 cu.ft.	10	Oct. '80	48,000
Shell Oil Co.	35	112J400W	33,500 gal.	10(1)	Sep. '80	23,000
A.F. Staley	6	111A100W3	17,641 gal.	15	Aug. '84	3,000
Swift Ind. Packing	40	111A100W1	23,635 gal.	12	Dec. '82	24,000
Swift Ind. Packing	50	111A100W1	23,635 gal.	12	Oct. '84	29,000
Tulsa Chemical Co.	40	111A100W2	13,500 gal.	10	Sep. '80	19,000
U.S. Borax	78	LO	4,750 cu.ft.	20	Mar. '81	45,000
Westvaco Corp.	10	111A100W1	21,000 gal.	12	Oct. '80	6,000
	1,151					\$648,000

(1) Cancellation option after five years.