

RECORDATION NO. 1 5195
Filed & Recorded

MAR 31 1987 8-10 AM

INTERSTATE COMMERCE COMMISSION TRINITY INDUSTRIES LEASING COMPANY

2525 Stemmons Freeway
Dallas, Texas 75207
(214) 631-4420

RECORDATION NO. 1 5195-A
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March 31, 1987

RECORDATION NO. 1 5195-B
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INTERSTATE COMMERCE COMMISSION

BY FEDERAL EXPRESS

7-090A01D

Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue
Washington, D.C. 20423
Attention: Ms. Mildred Lee, Room 2303

No. MAR 31 1987
Date
Fee \$ 20.00
ICC Washington, D. C.

MAR 31 10 06 AM '87
MOTOR OPERATING UNIT
THE SECRETARY
ICC OFFICE OF

RE: Documents for Recordation

Dear Ms. Lee:

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 March 15, 1987, 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 March 31, 1987, 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 March 31, 1987 between Trinity Industries Leasing Company ("Seller") and RepublicBank Dallas, National Association, a national banking 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, the Trustee, is 350 North St. Paul Street, Ninth Floor, One Dallas Centre, Dallas, Texas 75201.

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

Enclosed is a check in the amount of \$20.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Equipment Trust Agreement.)

You are hereby authorized to deliver any unneeded copies 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.

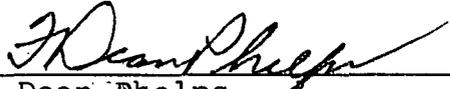
A short summary of the documents to appear in the index follows:

- (a) Primary Documents. Equipment Trust Agreement, a primary document, dated as of March 15, 1987, between Trinity Industries Leasing Company (as vendor and lessee), 2525 Stemmons Freeway, Dallas, Texas 75207 and RepublicBank Dallas, National Association, as Trustee, a national banking association, 350 North St. Paul Street, Ninth Floor, One Dallas Centre, Dallas Texas 75201, and covering various railroad cars, and
- (b) Secondary Documents. (i) Assignment, a secondary document, dated March 31, 1987, between Trinity Industries Leasing Company (as Assignor), 2525 Stemmons Freeway, Dallas, Texas 75207 and RepublicBank Dallas, National Association, as Trustee, a national banking association, 350 North St. Paul Street, Ninth Floor, One Dallas Centre, Dallas, Texas 75201, and covering various railroad cars, and connected to an Equipment Trust Agreement referred to in paragraph (a) above and (ii) Bill of Sale, a secondary document, dated March 31, 1987, between Trinity Industries Leasing Company (as Seller) and RepublicBank Dallas, National Association, (as Buyer) and covering various railroad cars, and connected to an Equipment Trust Agreement referred to in paragraph (a) above.

Very truly yours,

TRINITY INDUSTRIES LEASING COMPANY

By: _____


F. Dean Phelps
Vice President
(214) 631-4420

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

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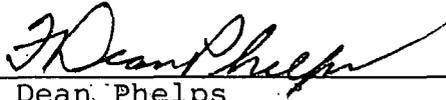
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Very truly yours,

TRINITY INDUSTRIES LEASING COMPANY

By: _____


F. Dean Phelps
Vice President
(214) 631-4420

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MAR 31 1987 10:10 AM

TRINITY INDUSTRIES LEASING COMPANY STATE COMMERCE COMMISSION

Equipment Trust, Series 5

Bill of Sale

THIS AGREEMENT, dated the 31st day of March, 1987, 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 March 15, 1987 (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.

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and assigns, against all lawful claims.

TRINITY INDUSTRIES LEASING COMPANY

By: *J. Don Phelps*
Vice President

(SEAL)

ATTEST:

Neil O. Shoop
Assistant Secretary

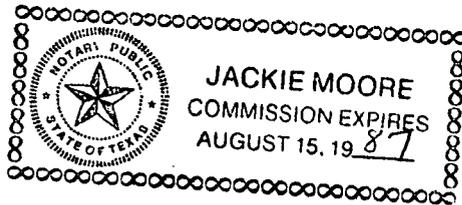
9 3 0 0 W

State of Texas

County of Dallas

On this 31st day of March, 1987 before me personally appeared, 7 Dean Phelps, to me personally known, who being by me duly sworn, says that he is the Vice President 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.

[Seal]



Jackie Moore
Signature of notary public

My Commission expires _____.

9300W

EXHIBIT A

Description of Trust Equipment

1. Railroad Car Net Lease Agreement, dated May 18, 1983, between Trinity Industries Leasing Company and AMOCO Minerals Company (assigned to Cyprus Mines Corporation) covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
9	14,100 Gal. 111A100W1 Tank Cars	AMMX 14202-14206, 14209, AMMX 14212, 14213 AMMX 14200

2. 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>
77	34,000 Gal. 112J340W Tank Cars	TILX 300535-300550, TILX 300561-300580, TILX 300586-300595, TILX 300696-300700, 300730, TILX 300766-300790

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>
2	20,514 Gal. 111A100W3 Tank Cars	TILX 220015-220016

4. 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>
22	25,680 Gal. 111A100W1 Tank Cars	TILX 250111-250132

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>
30	23,600 Gal. 111A100W1 Tank Cars	TILX 260100-260129

6. Railroad Car Lease Agreement, dated February 1, 1985, between Trinity Industries Leasing Company and CanStates Energy covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	33,885 Gal. 112J400W Tank Cars	TILX 300734, 300735, 300745, TILX 300747, 300748, 300751, TILX 300753, 300758, 300760, TILX 300763

7. Railroad Car Lease Agreement, dated August 21, 1979, between Trinity Industries Leasing Company and Coastal States Energy Company covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
35	34,090 Gal. 112J340W Tank Cars	TILX 300596-300630

8. Railroad Car Lease Agreement, dated May 2, 1979, between Trinity Industries Leasing Company and El Paso Products Company covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
111	25,680 Gal. 111A100W1 Tank Cars	TILX 250000-250110

9. Railroad Car Net Lease Agreement, dated March 7, 1983, between Trinity Industries Leasing Company and IBP, Inc. covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
27	23,635 Gal. 111A100W1 Tank Cars	IBPX 24000-24026

10. Railroad Car Net Lease Agreement, dated March 7, 1983, between Trinity Industries Leasing Company and IBP, Inc. covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
91	25,320 Gal. 111A100W1 Tank Cars	IBPX 25000-25090

11. Railroad Car Lease Agreement, dated July 14, 1981, between Trinity Industries Leasing Company and Northern Petrochemical Company (acquired by U.S. Industrial Chemicals) covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
50	33,885 Gal. 112J400W Tank Cars	TILX 300631-300680

12. Railroad Car Lease Agreement, dated May 26, 1981, between Trinity Industries Leasing Company and Northern Propane Gas Company (acquired by Buckeye Gas Products Company) covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
20	34,090 Gal. 112J340 Tank Cars	TILX 300581-300585, TILX 300681-300695

13. Railroad Car Full Service Lease Agreement, dated June 4, 1984, between Trinity Industries Leasing Company and NOVA Energy Systems Inc. covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
25	33,885 Gal. 112J400W Tank Cars	TILX 300731-300733, TILX 300736-300744, 300746, TILX 300749, 300750, 300752, TILX 300754-300757, 300759, TILX 300761, 300762, 300764, TILX 300765

14. Railroad Car Lease Agreement, dated September 11, 1986, between Trinity Industries Leasing Company and Occidental Chemical Corporation covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
32	6,150 cu.ft. LO Covered Hopper Cars	TILX 6219-6250

15. 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>
50	17,641 Gal. 111A100W3 Tank Cars	STMX 706-755

16. Railroad Car Net Lease Agreement, dated June 16, 1981, between Trinity Industries Leasing Company and Stephens Energy Ltd. covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
25	33,885 Gal. 112J400W Tank Cars	GWHX 81031-81055