

TRINITY INDUSTRIES LEASING COMPANY
2525 Stemmons Freeway
Dallas, Texas 75207
(214) 631-4420

ICC OFFICE OF
THE SECRETARY

MAY 7 2 44 PM '87

May 7, 1987
RECORDATION NO. 15795-D Filed & Recorded MOTOR OPERATING UNIT

MAY 7 1987 2 50 PM

BY FEDERAL EXPRESS

INTERSTATE COMMERCE COMMISSION

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

No. 7-127A012

Date ...MAY...7.1987.....

Fee \$ 10.00.....

ICC Washington, D. C.

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:

Three (3) executed originals of a Bill of Sale, a secondary document, dated May 7, 1987 between Trinity Industries Leasing Company ("Seller") and RepublicBank Dallas, National Association, a national banking association, as Trustee ("Buyer").

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 Bill of Sale is described in Exhibit A attached hereto.

Enclosed is a check in the amount of \$10.00 to cover the recordation fee.

You are hereby authorized to deliver any unneeded copies of 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:

Secondary Document. (i) Bill of Sale, a secondary document, dated May 7, 1987, between Trinity Industries Leasing Company (as Seller), 2525 Stemmons Freeway, Dallas, Texas 75207, and RepublicBank Dallas, National Association (as Buyer), 350 North

Wallace A. Henry Jr.

Clear

Secretary, Interstate Commerce Commission

May 7, 1987

Page 2

St. Paul Street, Ninth Floor, One Dallas Centre, Dallas, Texas 75201, and covering various railroad cars, and connected to an Equipment Trust Agreement, a primary document, filed and recorded with the Secretary of the Interstate Commerce Commission under recordation number 1 5195-A, dated as of March 15, 1987, between Trinity Industries Leasing Company (as vendor and lessee), and RepublicBank Dallas, National Association (as Trustee), and covering various railroad cars.

Very truly yours,

TRINITY INDUSTRIES LEASING COMPANY

By:



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

Exhibit A

Description of Trust Equipment
Delivered Through May 1, 1987

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>
53	13,946 Gal. 111A100W2 Tank cars	TILX 100164-100178, 100180-100188, 100192-100194, 100197, 100199-100208, 100210, 100212, 100213, 100218, 100223, 100224, 100230-100232, 100235, 100237, 100238, 100240, 100245, 100247

Interstate Commerce Commission
Washington, D.C. 20423

5/7/87

OFFICE OF THE SECRETARY

F. Dean Phelps
Vice President
Trinity Industries Leasing Co.
2525 Stemmons Freeway
Dallas, Texas 75207

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 5/7/87 at 2:50pm, and assigned re-
recording number(s). 15195-D

Sincerely yours,

Noreta R. McGehee
Secretary

Enclosure(s)

SE-30
(7/79)

RECORDATION NO. 15195-D Filed & Recorded

MAY 7 1987 2-50 PM

INTERSTATE COMMERCE COMMISSION

TRINITY INDUSTRIES LEASING COMPANY

Equipment Trust, Series 5

Bill of Sale

THIS AGREEMENT, dated the 7th day of May, 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,

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 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 Lease described in the attached Exhibit A, the Assignment dated as of March 15, 1987 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. Dean Phelps*
Vice President

(SEAL)

ATTEST:

Neil O. Shoop
Assistant Secretary

STATE OF TEXAS §
§
COUNTY OF DALLAS §

On this 6th day of May, 1987, before me personally appeared, *J. 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.

[S E A L]

Beverly Baldrige
Notary Public

My Commission Expires:
11/30/89

BEVERLY BALDRIDGE
Print Name

Exhibit A

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Delivered Through May 1, 1987

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