

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

REC. DIVISION NO. 15195-F  
FILED 1425

December 22, 1987  
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DEC 23 1987 - 1 08 PM

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INTERSTATE COMMERCE COMMISSION

VIA FEDERAL EXPRESS

Secretary  
Interstate Commerce Commission  
Twelfth Street and Constitution Avenue  
Washington, D.C. 20423

Attn: Ms. Mildred Lee  
Room 2303

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. Two (2) executed originals of a Partial Termination, a secondary document, dated December 21, 1987, between Trinity Industries Leasing Company and First RepublicBank Dallas, National Association, a national banking association, as Trustee; and
2. Two (2) executed originals of a Bill of Sale, a secondary document, dated December 21, 1987, between First RepublicBank Dallas, National Association, a national banking association, Trustee (as Seller), and Occidental Chemical Corporation (as Buyer).

The primary document to which each of the documents described above is connected is an Equipment Trust Agreement that is recorded under Recordation No. 15195.

The address of Trinity Industries Leasing Company is 2525 Stemmons Freeway, Dallas, Texas 75207, and the address of First 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 Partial Termination 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.

*Counterpart - all copies*

12-23-87  
20.00  
FEDERAL EXPRESS

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Instate Commerce Commission  
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You are hereby authorized to deliver any unneeded copies of the Partial Termination and 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 Documents. (i) Partial Termination, a secondary document, dated December 21, 1987, between Trinity Industries Leasing Company, 2525 Stemmons Freeway, Dallas, Texas 75207, and First Republic Bank Dallas, National Association, a national banking association, as Trustee, 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 with Recordation No. 15195; and (ii) Bill of Sale, a secondary document, dated December 21, 1987, between First Republic Bank Dallas, National Association, a national banking association, Trustee (as Seller), and Occidental Chemical Corporation (as Buyer), and covering various railroad cars, and connected to an Equipment Trust Agreement with Recordation No. 15195.

Very truly yours,

TRINITY INDUSTRIES LEASING  
COMPANY

By:



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

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PARTIAL TERMINATION

INTERSTATE COMMERCE COMMISSION

PARTIAL TERMINATION dated December 21<sup>ST</sup>, 1987, between First RepublicBank Dallas, National Association, a national banking association, acting as Trustee (the "Trustee") under an Equipment Trust Agreement, dated as of March 15, 1987 (the "Trust Agreement"), and Trinity Industries Leasing Company, a Texas corporation (the "Company").

Preliminary Statement

The Company has assigned to the Trustee, pursuant to an Assignment dated as of March 15, 1987, (the "Assignment") the Company's right, title and interest as lessor in and to the Lease described in Exhibit A hereto (the "Lease") which Lease covers the railroad cars described in Exhibit A and previously conveyed to the Trustee by the Company pursuant to the Trust Agreement (the "Equipment").

Pursuant to the Trust Agreement, the Company has requested that the Trustee assign or transfer the Equipment to Occidental Chemical Corporation.

In accordance with paragraph 6(b) of the Assignment, the Company desires that the Trustee deliver a partial termination of its rights in and to the Lease and Equipment under the Assignment.

NOW, THEREFORE, in consideration of the mutual covenants and promises herein contained, the parties hereto agree as follows:

1. The Company has paid to the Trustee cash in an amount no less than the fair value of the Equipment in exchange for the Trustee's assignment of the Equipment to Occidental Chemical Corporation, all in accordance with Section 5.05(a) of the Trust Agreement.
2. The Assignment, insofar as it covers the Lease and the Equipment, is hereby partially terminated.
3. Except for the partial termination covered hereby, the Assignment shall continue in full force and effect with respect to the leases described therein.

FIRST REPUBLICBANK DALLAS,  
National Association, Trustee

By Linda L. Meier  
Vice President

Attest:

*Vernon Rodgers*  
~~Assistant Secretary~~ TRUST OFFICER

TRINITY INDUSTRIES LEASING  
COMPANY

By *Don Phelps*  
Vice President

Attest:

*Neil D. Shoop*  
Assistant Secretary

STATE OF TEXAS            )  
  )  
COUNTY OF DALLAS        )

On this 21<sup>ST</sup> day of December, 1987 before me personally appeared, LINDA McNEIL, to me personally know, who being by me duly sworn, says that she is the Vice President of First Republic Bank Dallas, 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 she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Seal]

*Gurtha E. Collins*  
Signature of notary public

My Commission Expires  
GURTHA E. COLLINS  
Notary Public, State of Texas  
My Commission Expires 11-04-88

STATE OF TEXAS       )  
                                  )  
COUNTY OF DALLAS    )

On this 21st day of December, 1987 before me personally appeared, J. Dean Phelps, to me personally know, 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]

Dorothy Gallini  
Signature of notary public

My Commission Expires  
9-30-88

EXHIBIT A

DESCRIPTION OF TRUST EQUIPMENT

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