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RECORDATION NO. _____ FILED 1425

FEB 4 1988 - 11 05 AM

INTERSTATE COMMERCE COMMISSION

TRINITY INDUSTRIES LEASING COMPANY
3910 Washington Avenue
Houston, Texas 77007
(713) 861-2955

February 4, 1988

1 5494 A
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INTERSTATE COMMERCE COMMISSION

BY FEDERAL EXPRESS

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

1 5494 B
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INTERSTATE COMMERCE COMMISSION

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 January 15, 1988, between Trinity Industries Leasing Company and MTrust Corp, National Association, a national banking association, as Trustee:

2. Three (3) executed originals of an Assignment, a secondary document, dated February 4, 1988, between Trinity Industries Leasing Company ("Assignor") and MTrust Corp, National Association, a national banking association, as Trustee ("Assignee"); and

3. Three (3) executed originals of a Bill of Sale, a secondary document, dated February 4, 1988 between Trinity Industries Leasing Company ("Seller") and MTrust Corp, 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 3910 Washington Avenue, Houston, Texas 77007, and the address of MTrust Corp, National Association, the Trustee, is 1717 Main Street, Twelfth Floor, Dallas, Texas 75201.

The railroad equipment covered by (1) the Equipment Trust Agreement is described in Exhibit A attached hereto, (2) the Assignment is described in Exhibit B attached hereto and (3) the Bill of Sale is described in Exhibit C attached hereto. The foregoing railroad equipment consists solely of tank cars.

Enclosed is a certified check in the amount of \$26.00 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 date 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 January 15, 1988, between Trinity Industries Leasing Company (as vendor and lessee), 3910 Washington Avenue, Houston, Texas 77007 and MTrust Corp, National Association, as Trustee, a national banking association, 1717 Main Street, Twelfth Floor, Dallas, Texas 75201, and covering various railroad cars, and
- (b) Secondary Documents. (i) Assignment, a secondary document, dated February 4, 1988, between Trinity Industries Leasing Company (as Assignor), 3910 Washington Avenue, Houston, Texas 77007 and MTrust Corp, National Association, as Trustee, a national banking association, 1717 Main Street, Twelfth Floor, 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 February 4, 1988, between Trinity Industries Leasing Company (as Seller) and MTrust Corp, 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
(713) 861-2955

1 5494-B
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TRINITY INDUSTRIES LEASING COMPANY

Equipment Trust, Series 6

Bill of Sale

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INTERSTATE COMMERCE COMMISSION

THIS AGREEMENT, dated the 4th day of February, 1988, between Trinity Industries leasing Company, a Texas Corporation, (hereinafter called "Seller"), and MTrust Corp, National Association, a national banking association, as Trustee (hereinafter called "Buyer"), a contemplated by the Equipment Trust Agreement dated as of January 15, 1988 (the "Equipment Trust Agreement"), between Seller and Buyer,

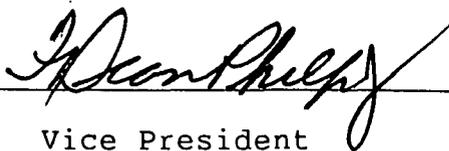
WITNESSETH:

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 the Seller and Buyer and the rights of Seller under the Equipment Trust Agreement, and Seller further agrees to forever warrant and

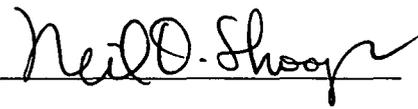
defend the title to the described railroad cars unto Buyer, its successors and assigns, against all lawful claims.

TRINITY INDUSTRIES LEASING COMPANY

By: 
Vice President

(SEAL)

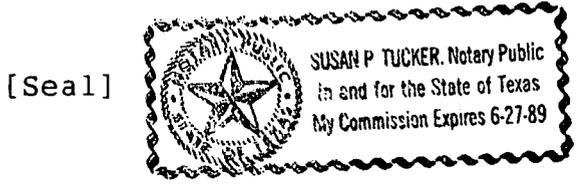
ATTEST:


Assistant Secretary

0719V

State of Texas)
) ss:
County of Dallas)

On this 3rd day of February, 1988 before me, personally appeared F. 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.



Susan P. Tucker
Signature of notary public

My Commission expires 6-27-89.

0719V

EXHIBIT A

1. Railroad Car Net Lease Agreement, dated October 23, 1987, between Trinity Industries Leasing Company and Dow Chemical Company covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
68	17,368 Gal. 105A500W Tank Cars	DOWX 80012-80025 DOWX 80027-80030 DOWX 80032-80035 DOWX 80037-80050 DOWX 80052-80058 DOWX 80060 DOWX 80062-80064 DOWX 80068 DOWX 80070-80073 DOWX 80075-80079 DOWX 80082-80083 DOWX 80086-80088 DOWX 80100-80102 DOWX 80104-80106

2. Railroad Car Net Lease Agreement, dated October 23, 1987, between Trinity Industries Leasing Company and Dow Chemical Company covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
63	20,514 Gal. 111A100W1 Tank Cars	DOWX 70110-70111 DOWX 70113-70116 DOWX 70118 DOWX 70120-70142 DOWX 70144 DOWX 70146-70156 DOWX 70158-70167 DOWX 70169-70179

3. Railroad Car Net Lease Agreement, dated July 1, 1987, between Trinity Industries Leasing Company and Reagent Chemical & Research, Inc. covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
50	20,429 Gal. 111A100W5 Tank Cars	RCRX 1196-1204 RCRX 1211-1213 RCRX 1216-1217 RCRX 1219-1220 RCRX 1222-1255