

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

March 22, 1988

RECORDATION NO. 157194-C FILED 1428

RECORDATION NO. 157194-D FILED 1428

MAR 22 1988 - 1 15 PM

BY FEDERAL EXPRESS

MAR 22 1988 - 1 15 PM

INTERSTATE COMMERCE COMMISSION

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

INTERSTATE COMMERCE COMMISSION

Date 3/23/88

File # 26-00

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:

1. Three (3) executed originals of an Assignment, a secondary document, dated March 22, 1988, between Trinity Industries Leasing Company ("Assignor") and MTrust Corp, National Association, a national banking association, as Trustee ("Assignee"); and

2. Three (3) executed originals of a Bill of Sale, a secondary document, dated March 22, 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 Assignment is described in Exhibit A attached hereto and (2) the Bill of Sale is described in Exhibit B attached hereto. The foregoing railroad equipment consists solely of tank cars.

*Handwritten signatures and initials on the left margin, including a large signature that appears to read 'Mildred Lee'.*

Enclosed is a certified check in the amount of \$26.00 to cover the recordation fee.

You are hereby authorized to deliver any unneeded copies of 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.

The Assignment and Bill of Sale relate to an Equipment Trust Agreement, a primary document, filed and recorded with the Secretary of the Interstate Commerce Commission on February 4, 1988, under recordation number 1 5494, dated as of January 15, 1988, between Trinity Industries Leasing Company (as Vendor and Lessee), and MTrust Corp, National Association (as Trustee).

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

Secondary Documents. (i) Assignment, a secondary document, dated March 22, 1988, between Trinity Industries Leasing Company (as Assignor), 3910 Washington Avenue, Houston, Texas 77007 and MTrust Corp, National Association, as Trustee, 1717 Main Street, Twelfth Floor, 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 5494, dated as of January 15, 1988, between Trinity Industries Leasing Company (as Vendor and Lessee), and MTrust Corp, National Association (as Trustee), and (ii) Bill of Sale, a secondary document, dated March 22, 1988, between Trinity Industries Leasing Company (as Seller) and MTrust Corp, National Association (as Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement referred to above.

Very truly yours,

TRINITY INDUSTRIES LEASING COMPANY

By:

  
F. Dean Phelps,  
Vice President  
(713) 861-2955

TRINITY INDUSTRIES LEASING COMPANY

Equipment Trust, Series 6

Bill of Sale

RECORDATION NO. 15494-2  
Filed 1425

MAR 22 1988-1 15 P.M.

INTERSTATE COMMERCE COMMISSION

THIS AGREEMENT is dated the 22nd day of March, 1988, between Trinity Industries Leasing Company, a Texas corporation (hereinafter called "Seller"), and MTrust Corp, National Association, as Trustee (hereinafter called "Buyer"), as contemplated by the Equipment Trust Agreement dated as of January 15, 1988 (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 and clear of 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



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>
32	17,368 Gal. 105A500W Tank Cars	DOWX 80026, 80031, 80036 DOWX 80051, 80059, 80061 DOWX 80065-80067, 80069 DOWX 80074, 80080-80081 DOWX 80084-80085 DOWX 80089-80099, 80103 DOWX 80107-80111

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>
7	20,514 Gal. 111A100W1 Tank Cars	DOWX 70112, 70117, 70119 DOWX 70143, 70145, 70157 DOWX 70168

3. 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>
3	26,671 Gal. 111A100W1 Tank Cars	DOWX 70080, 70085, 70104

4. Railroad Car Lease Agreement, dated September 14, 1987, between Trinity Industries Leasing Company and Stauffer Chemical Company covering the following described railroad cars:

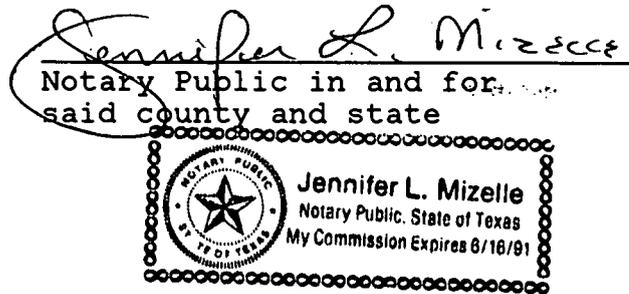
<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
20	13,946 Gal. 111A100W2 Tank Cars	TILX 100339-100358

STATE OF TEXAS §  
§§§.:  
COUNTY OF DALLAS §

On this 21st day of MARCH, 1988, before me personally appeared REBECCA C. MCCREARY, to me personally known, who being by me duly sworn, says that she is the ASSISTANT VICE PRESIDENT of MTRUST Corp, AA, 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]

My commission expires:  
\_\_\_\_\_



STATE OF TEXAS §  
§§§.:  
COUNTY OF DALLAS §

On this 21st day of MARCH, 1988, before me personally appeared FREDERICK PHELPS, to me personally known, who being by me duly sworn, says that he is the VICE PRESIDENT of TRINITY INDUSTRIES 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]

My commission expires:  
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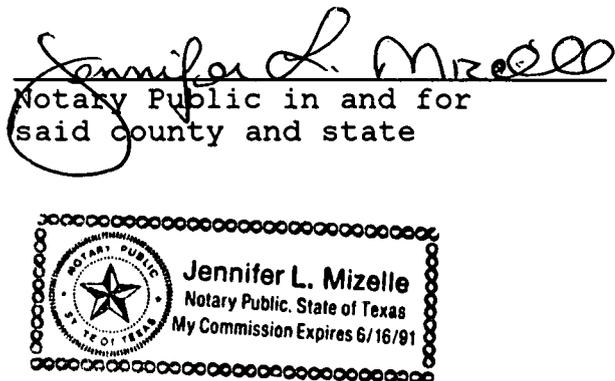


EXHIBIT A

Description of Leases

1. Railroad Car Net Lease Agreement, dated September 14, 1987, between Trinity Industries Leasing Company and Stauffer Chemical Company covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
20	13,946 Gal. 111A100W2 Tank Cars	TILX 100339-100358