

12226 A
RECORDATION NO. Filed 1425

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SEP 25 1980 - 10 40 AM

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INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION

No. C-269A034

Date SEP 25 1980

Fee \$ 70.00

ICC Washington, D. C.

September 25, 1980

12226 B

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INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Washington, D. C. 20423

Gentlemen:

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, there is submitted herewith for filing and recordation an Assignment and a Bill of Sale with regard to the railroad cars described therein, used or intended for use in connection with interstate commerce as follows:

1. Three (3) executed counterparts of an Equipment Trust Agreement dated as of June 15, 1980, between Republic National Bank of Dallas, as Trustee, and Trinity Industries Leasing Company;

2. Three (3) executed counterparts of an Assignment dated as of September 22, 1980, between Trinity Industries Leasing Company and Republic National Bank of Dallas, as Trustee;

3. Three (3) executed counterparts of a Bill of Sale dated as of September 22, 1980, between Trinity Industries Leasing Company and Republic National Bank of Dallas, as Trustee. The address of Trinity Industries Leasing Company is

Clara Dutton

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4001 Irving Boulevard, Dallas, Texas 75247, and the address of Republic National Bank of Dallas is One Dallas Centre, Dallas, Texas 75201, Attention: Corporate Trust Department.

The railroad equipment covered by the Equipment Trust Agreement is described in Exhibit A hereto, and the railroad equipment covered by the Assignment and the Bill of Sale is described in Exhibit B hereto.

Enclosed is a check to cover the recordation fee.

You are hereby authorized to deliver two executed 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 Messrs. Dewey, Ballantine, Bushby, Palmer & Wood, who is delivering this letter and said enclosures to you.

Very truly yours,

TRINITY INDUSTRIES LEASING COMPANY

By


Vice President

3770B

TRINITY INDUSTRIES LEASING COMPANY

Equipment Trust, Series 2

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Bill of Sale

INTERSTATE COMMERCE COMMISSION

THIS AGREEMENT, dated as of the 22nd day of September, 1980, between TRINITY INDUSTRIES LEASING COMPANY, a Texas corporation (hereinafter called "Seller"), and REPUBLIC NATIONAL BANK OF DALLAS, a national banking association, as Trustee (hereinafter called "Buyer"), pursuant to Section 4.03(d)(ii) of the Equipment Trust Agreement dated as of June 15, 1980 (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 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 B, 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.

TRINITY INDUSTRIES LEASING COMPANY

By *E. B. Breeding*
Vice President

(SEAL)

ATTEST:

Richard A. Zigel
Assistant Secretary

THE STATE OF TEXAS
COUNTY OF DALLAS

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BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared E. B. BREEDING, Vice President of Trinity Industries Leasing Company, known to me to be the person and officer whose name is subscribed to the foregoing instrument, and acknowledged to me that the same was the act of Trinity Industries Leasing Company, a corporation, and that he executed the same as the act of such corporation for the purposes and consideration therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this the 22nd day of September, 1980.



Jessie D. Bodiford
Notary Public in and for Dallas
County, Texas.

EXHIBIT A

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity in Gallons</u>	<u>Initialed Car Numbers</u>
35 tank cars	112J340W	34,000 gal.	TILX 300300-300334
240 covered hopper cars	LO	4,750 cu. ft.	TILX 511459-511591 511602-511708

3775B

EXHIBIT B

1. Railroad Car Lease Agreement, dated December 21, 1979, between Trinity Industries Leasing Company and Farmland Industries covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
240	4,750 Cu. Ft. Covered Hopper Cars	TILX 511459-511591 511602-511708

2. Railroad Car Lease Agreement, dated January, 2, 1980, between Trinity Industries Leasing Company and Stillings Canada Petroleum Company covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
35	34,000 Gal. 112J340W Tank Cars	TILX 300300-300334

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