

TRINITY INDUSTRIES LEASING COMPANY

A Subsidiary of Trinity Industries, Inc.



No. **0-044A067**

Date **FEB 13 1980**

Fee \$ **20.00**

February 14, 1980

ICC Washington, D. C.

RECORDATION NO. **11400-C** Filed 1425

FEB 13 1980 - 3 30 PM

INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Washington, D. C. 20423

RECORDATION NO. **11400-A** Filed 1425

FEB 13 1980 - 3 30 PM

Gentlemen:

INTERSTATE COMMERCE COMMISSION

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 Assignment dated as of February 8, 1980, between Trinity Industries Leasing Company and Mercantile National Bank at Dallas, as Trustee;

2. Three (3) executed counterparts of a Bill of Sale dated as of February 8, 1980, between Trinity Industries Leasing Company and Mercantile National Bank at Dallas, as Trustee. The address of Trinity Industries Leasing Company is 4001 Irving Boulevard, Dallas, Texas 75247, and the address of Mercantile National Bank at Dallas is 1704 Main Street, Dallas, Texas 75201.

Joseph Murty
[Signature]

The railroad equipment covered by the Assignment and the Bills of Sale is described in Exhibit A hereto.

The Assignment and the Bill of Sale have been executed and delivered in connection with an Equipment Trust Agreement dated as of January 15, 1980, and filed with the ICC on January 22, 1980, and which has been assigned the following recordation number: 11400.

Enclosed is a check to cover the recordation fee.

You are hereby authorized to deliver two executed copies of the Assignment and the Bills 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

TRINITY INDUSTRIES LEASING COMPANY

REGISTRATION NO. 11400-12
FEB 13 1980

Equipment Trust, Series 1

FEB 13 1980 - 3:11 PM

INTERSTATE COMMERCE COMMISSION

Bill of Sale

THIS AGREEMENT, dated as of the 8th day of February, 1980, between TRINITY INDUSTRIES LEASING COMPANY, a Texas corporation (hereinafter called "Seller"), and MERCANTILE NATIONAL BANK AT 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 January 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, sub-

leases permitted by Section 5.09 of the Equipment Trust Agreement, 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. Juhl
Assistant Secretary

THE STATE OF TEXAS §
 §
COUNTY OF DALLAS §

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 17th day of February, 1980.

Margaret Dennis
Notary Public in and for Dallas
County, Texas.



EXHIBIT A

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity in Gal. or Cu. Ft.</u>	<u>Initialed Car Numbers</u>
89 tank cars	112J340W	34,000 gal.	TILX 300031-300019 <i>JM</i>
157 covered hopper cars	L0	4,750 cu. ft.	TILX 511000-511018 TILX 510100-510180 TILX 510532-510562 TILX 510211-510216 TILX 510219-510224 TILX 510226-510231 TILX 510033 TILX 510235-510236 TILX 510238-510242
60 tank cars	112J340W	34,000 gal.	TILX 300120-300179
46 tank cars	111A100WZ	23,635 gal.	TILX 260000-260022 TILX 260024-260025 TILX 260027-260037 TILX 260040-260049
18 tank cars	111A100W1	30,000 gal.	TILX 190001-190002 TILX 190004-190006 TILX 190009-190010 TILX 190013-190019 TILX 190021-190024
35 tank cars	112J340W	34,000 gal.	TILX 300265-300299
20 tank cars	112J340W	34,000 gal.	TILX 300180-300199
22 tank cars	112J340W	34,000 gal.	TILX 300200-300221
150 covered hopper cars	L0	4,750 cu. ft.	TILX 510620-510669 TILX 511359-511458
10 covered hopper cars	L0	4,750 cu. ft.	TILX 510601-510610
135 covered hopper cars	L0	4,750 cu. ft.	TILX 511019-511038 TILX 510704-510753 TILX 510800-510845 TILX 510847-510865

EXHIBIT B

Description of Existing Leases

1. Railroad Car Lease Agreement, dated March 26, 1979, between Trinity Industries Leasing Company and Amoco Oil Company covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
89	34,000 Gal. 112J340W Tank cars	TILX 300031-300119

2. Railroad Car Lease Agreement, dated May 17, 1979, between Trinity Industries Leasing Company and Cargill, Inc. covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
157	4,750 Cu. Ft. LO Covered Hopper Cars	TILX 511000-511018 TILX 510100-510180 TILX 510532-510562 TILX 510211-510216 TILX 510219-510224 TILX 510226-510231 TILX 510233 TILX 510235-510236 TILX 510238-510242

3. Railroad Car Lease Agreement, dated May 2, 1979, between Trinity Industries Leasing Company and El Paso Products Company covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
60	34,000 Gal. 112J340W Tank cars	TILX 300120-300179

4. Railroad Car Lease Agreement, dated September 20, 1979, between Trinity Industries Leasing Company and Industrial Fuel Oil, Inc. covering the following described cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
46	23,635 Gal. 111A100W3 Tank cars	TILX 260000-260022 TILX 260024-260025 TILX 260027-260037 TILX 260040-260049

5. Railroad Car Lease Agreement, dated July 16, 1979, between Trinity Industries Leasing Company and Oxirane Chemical Company covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
18	30,000 Gal. 111A100W1	TILX 190001-190002 TILX 190004-190006 TILX 190009-190010 TILX 190013-190019 TILX 190021-190024

6. Railroad Car Lease Agreement, dated May 31, 1979, between Trinity Industries Leasing Company and Northern Petro Products, Ltd. covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
35	34,00 Gal. 112J340W Tank cars	TILX 300265-300299

7. Railroad Car Lease Agreement, dated August 21, 1979, between Trinity Industries Leasing Company and Coastal States Energy Company covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
20	34,000 Gal. 112J340W Tank cars	TILX 300 2 80-300199 <i>J.M.</i>

8. Railroad Car Lease Agreement, dated May 25, 1979, between Trinity Industries Leasing Company and Arco Chemical Company covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
22	34,000 Gal. 112J340W Tank cars	TILX 300200-300221

9. Railroad Car Lease Agreement, dated November 21, 1979, between Trinity Industries Leasing Company and Continental Grain Company covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
150	4,750 Cu. Ft. LO Covered Hopper Cars	TILX 510620-510669 TILX 511359-511458

10. Railroad Car Lease Agreement, dated November 13, 1979, between Trinity Industries Leasing Company and South Soo Grain Company covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	4,750 Cu. Ft. LO Covered Hopper Cars	TILX 510601-510610

11. Railroad Car Lease Agreement, dated April 24, 1979, between Trinity Industries Leasing Company and Bunge Corporation covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
135	4,750 Cu. Ft. LO Covered Hopper Cars	TILX 511019-511038 TILX 510704-510753 TILX 510800-510845 TILX 510847-510865