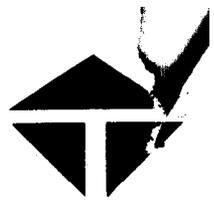


TRINITY INDUSTRIES LEASING COMPANY



A Subsidiary of Trinity Industries, Inc.

11400-B

No. ~~0-0821010~~ REGISTRATION NO. Filed 1425

Date JAN 22 1980 JAN 22 1980 - 9 22 AM January 22, 1980 REGISTRATION NO. Filed 1425

Fee \$ 70.00 INTERSTATE COMMERCE COMMISSION
ICC Washington, D. C.

11400-A
REGISTRATION NO. Filed 1425
JAN 22 1980 - 9 22 AM
INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Washington, D. C. 20423

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 Equipment Trust Agreement, 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 January 15, 1980, between Mercantile National Bank at Dallas, as Trustee, and Trinity Industries Leasing Company;

2. Three (3) executed counterparts of an Assignment dated as of January 15, 1980, between Trinity Industries Leasing Company and Mercantile National Bank at Dallas, as Trustee; and

3. Three (3) executed counterparts of a Bill of Sale dated as of January 15, 1980, between Trinity Industries Leasing Company and Mercantile National Bank at Dallas, as Trustee.

*30 counterparts
Joyce Murty*

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.

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

11400-B
RECORDATION NO. Filed 1425

JAN 22 1980 -9 22 AM

TRINITY INDUSTRIES LEASING COMPANY
INTERSTATE COMMERCE COMMISSION
Equipment Trust, Series 1

Bill of Sale

THIS AGREEMENT, dated as of the 15th day of January, 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 :

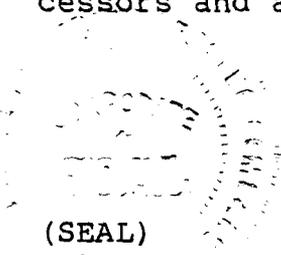
that in consideration of \$10.00 in hand paid and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Seller does hereby sell, grant and convey to the Buyer the railroad cars described in Exhibit A attached hereto and made a part hereof for all purposes.

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 *J. B. Breeding*
Vice President



(SEAL)

ATTEST:

Michael A. Fogel
Assistant Secretary

STATE OF NEW YORK)
 : SS.:
COUNTY OF NEW YORK)

On this 21st day of January, 1980, before me personally came E. B. Breeding, to me known, who, being by me duly sworn, did depose and say that he resides at 2022 Cloudcroft Circle, Dallas, TX 75224; that he is the Vice President of TRINITY INDUSTRIES LEASING COMPANY, one of the corporations described in and which executed the above instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

[Notarial Seal]



Notary Public

ROSEMARY A. ABBOTT
NOTARY PUBLIC, State of New York
No. 30-4528438
Qualified in Nassau County
Certificate filed in New York County
Commission Expires March 30, 1980

EXHIBIT A

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity in Gallons</u>	<u>Initialed Car Numbers</u>
31 tank cars	112J340W	34,000 gal.	TILX 300000-300030

EXHIBIT B

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

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
31	112J340W 34,000 GAL tank cars	TILX 300000- 300030