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16017-F

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

RECORDATION NO 16017-F FILED 1425

AUG 31 1989 - 10 50 AM

August 22, 1989

9-243A006

INTERSTATE COMMERCE COMMISSION

Aug 31 10 45 AM '89
MOTOR OPERATING UNIT

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

Re: Documents for Recordation

Dear Mrs. 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 (the "ICC") thereunder, enclosed herewith for filing and recordation is one (1) executed original and two (2) copies of a Partial Termination and Release dated as of August 16, 1989 (to the Equipment Trust Agreement, dated as of November 4, 1988) between Trinity Industries Leasing Company and NCNB Texas National Bank, as Trustee (the "Partial Termination"), a secondary document as defined in the foregoing Rules and Regulations.

The enclosed Partial Termination relates to the Equipment Trust Agreement dated as of November 4, 1988 between Trinity Industries Leasing Company and NCNB Texas National Bank, as Trustee, which was filed and recorded under Recordation Number 16017 on November 11, 1988, and supplemented by assignments, bills of sale and a correction agreement under Recordation Numbers 16017-A through 16017-D.

The addresses of the parties to the enclosed document are:

Company: Trinity Industries Leasing Company
3910 Washington Avenue
Houston, Texas 77007

Trustee: NCNB Texas National Bank
One Dallas Centre
350 North St. Paul, Ninth Floor
Dallas, Texas 75201
Attention: Corporate Trust Department

County of Harris - CT. Kappeler

Mrs. Mildred Lee
Interstate Commerce Commission
August 22, 1989
Page 2

A description of the railroad equipment covered by the enclosed document is set forth in Exhibit A hereto. The foregoing railroad equipment consists solely of rail cars intended for use relating to interstate commerce.

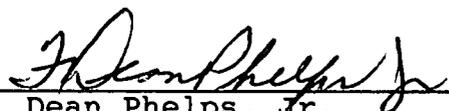
Also enclosed is a check in the amount of \$13.00 to cover the required recordation fee.

You are hereby authorized to deliver stamped copies of the Partial Termination not needed to your files to the representative of Alvord and Alvord who is delivering this letter and said enclosures to you.

A short summary of the primary document to appear in the Commission's Index follows:

Partial Termination and Release dated as of August 16, 1989, between Trinity Industries Leasing Company and NCNB Texas National Bank, as Trustee, covering various railroad cars.

TRINITY INDUSTRIES LEASING COMPANY

By: 
F. Dean Phelps, Jr.
Vice President

Enclosures

EXHIBIT A

Railroad Car Lease Agreement, dated March 26, 1979, between Trinity Industries Leasing Company and Amoco Oil Company covering the following described railroad cars: (Riders 7 & 8)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
61	6,150 Cu. Ft. Covered Hopper Cars	TILX 006201-006217,006251- 006271,006273-006295

AUG 31 1989 - 10 50 AM

INTERSTATE COMMERCE COMMISSION

PARTIAL TERMINATION AND RELEASE

PARTIAL TERMINATION AND RELEASE DATED AS OF August 16, 1989, between NCNB Texas National Bank, as trustee (the "Trustee") under an Equipment Trust Agreement, dated as of November 4, 1988 (the "Trust Agreement"), and Trinity Industries Leasing Company, a Delaware corporation (the "Company").

PRELIMINARY STATEMENT

Pursuant to the Trust Agreement the following documents (the "Trust Documents") were executed and delivered, and recorded as described below:

- (a) The Trust Agreement recorded with Interstate Commerce Commission (the "ICC") under record number 16017;
- (b) An Assignment dated November 4, 1988, between the Trustee and the Company (the "Assignment") recorded with the ICC under record number 16017-A;
- (c) A Bill of Sale dated November 4, 1988 (the "Bill of Sale"), between the Company and the Trustee recorded with the ICC under record number 16017-B;
- (d) A Financing Statement executed by the Company, as debtor, covering the property conveyed by the Assignment and filed with the Secretary of State of Texas on November 8, 1988 under file number 257182;
- (e) A Financing Statement executed by the Company, as debtor, covering the railroad cars subject to the Trust Agreement and filed with the Secretary of State of Texas on November 8, 1988 under file number 257181;
- (f) A Correction Agreement dated December 9, 1988 but effective on November 4, 1988, by and among the Company, Trinity Industries, Inc., The CIT Group/Equipment Financing, Inc., and the Trustee recorded with the ICC under record number 16017-C.

By the Bill of Sale, the Company conveyed to the Trustee the rail cars described in Exhibit A attached hereto and made a part hereof (the "Equipment") and by the Assignment, the Company assigned to the Trustee the Company's right, title and interest as lessor in and to the Railroad Car Lease Agreement described in Exhibit A attached hereto and made a part hereof (the "Lease"), insofar as the Lease covers the Equipment. Pursuant to Section 5.05 of the Trust Agreement, the Company has requested that the Trustee transfer and assign the Equipment to Amoco Oil Company ("Amoco").

In accordance with Section 5.05 of the Trust Agreement and paragraph 6(b) of the Assignment, the Company desires that the Trustee deliver a partial termination and release of its rights in and to the Equipment and the Lease, insofar as the Lease covers the Equipment.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto agree as follows:

1. The Company has paid to the Trustee cash in an amount no less than the fair value of the Equipment in exchange for the Trustee's assignment of the Equipment to Amoco, all in accordance with Section 5.05(a) of the Trust Agreement.
2. The Trustee does hereby release, quitclaim, surrender and discharge unto the Company, its successors and assigns, all of its right, title and interest in and to the Equipment and the Lease, insofar and only insofar as the Lease covers the Equipment (collectively, the "Released Property"), which the Trustee has or to which the Trustee may be entitled by virtue of the Trust Documents and hereby declares that the liens and security interests in the Released Property created by the Trust Documents are fully released and discharged. The Assignment, insofar and only insofar as it covers the Released Property, is hereby partially terminated.
3. Except for the partial release and termination specifically made hereby, the Trust Documents shall continue in full force and effect with respect to all leases, rail cars and other property described therein.

NCNB TEXAS NATIONAL BANK

By



Vice President

Attest:



~~Trust Officer~~
ASSISTANT VICE PRESIDENT

TRINITY INDUSTRIES LEASING
COMPANY

By *[Signature]*
Vice President

Attest:

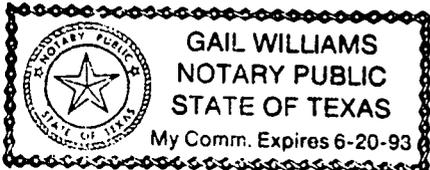
[Signature]
Assistant Secretary

STATE OF TEXAS)
)
COUNTY OF DALLAS)

On this 18th day of August, 1989 before me personally appeared, Linda McNeil, to me personally known, who being by me duly sworn, says that she is the Vice President of NCNB Texas National Bank, a national banking association, that the seal affixed to the foregoing instrument is the corporate seal of said association, that said instrument was signed and sealed on behalf of said association by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

[Seal]

[Signature]
Signature of notary public



My Commission Expires:

STATE OF TEXAS)
)
COUNTY OF DALLAS)

On this 16th day of August, 1989, before me personally appeared, F. Dean Phelps, Jr., 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.

[Seal]

Beverly Baldridge
Signature of notary public

My Commission Expires:

11/30/89

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between Trinity Industries Leasing Company and Amoco Oil Company
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