

18075-F

McGLINCHEY STAFFORD LANG

A LAW CORPORATION

SEP 27 1993 2:21 PM

NEW ORLEANS
HOUSTON
BATON ROUGE
LITTLE ROCK
WASHINGTON, D.C.
FORT SMITH
LAKE PROVIDENCE

2777 STEMMONS FREEWAY
SUITE 925
DALLAS, TEXAS 75207

TELEPHONE (214) 634-3939
FAX (214) 634-3971
DIRECT DIAL

18075-d
SEP 27 1993 2:10 PM
INTERSTATE COMMERCE COMMISSION

18075-g
SEP 27 1993 2:15 PM
INTERSTATE COMMERCE COMMISSION

September 24, 1993

3-2781031

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

18075-H

SEP 27 2 07 PM '93
RECEIVED
FILING BRANCH

RE: Documents for Recordation
Trinity Industries Leasing Company
Equipment Trust (Series 10)

Dear Ms. Lee:

On behalf of Trinity Industries Leasing Company and 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. Two (2) executed originals of Second Supplement to Equipment Trust Agreement, a primary document, dated as of September 24, 1993, between Trinity Industries Leasing Company (the "Company") and NationsBank of Texas, N.A., as Trustee (the "Bank");
2. Two (2) executed originals of an Assignment, a primary document, dated September 24, 1993, between the Company ("Assignor") and the Bank, as Trustee ("Assignee");
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated September 24, 1993, between the Company ("Seller") and the Bank, as Trustee ("Buyer"); and
4. Two (2) executed originals of a Bill of Sale, a secondary document, dated September 24, 1993 between the Bank, as Trustee ("Seller") and Trinity Industries, Inc. ("Buyer").

The enclosed Second Supplement, Assignment and Bill of Sale referenced in paragraphs 1, 2 and 3, above, relate to the Equipment Trust Agreement dated as of December 30, 1992 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 18075 on December 31, 1992, along with an Assignment and Bill of Sale under Recordation Nos. 18075-A and 18075-B, respectively and a first Supplement to Equipment Trust

Handwritten notes:
18075-H
C. C. C. C. C.

McGLINCHEY STAFFORD LANG
A LAW CORPORATION

Secretary
September 24, 1993
Page 2

Agreement dated as of March 26, 1993 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 18075-C on March 29, 1993, along with an Assignment and Bill of Sale under Recordation Nos. 18075-D and 18075-E, respectively.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to 12 railcars and the lease thereof subject to the said Equipment Trust Agreement that were released from the Equipment Trust and assigned by the said Trustee to the Company.

We request that the Assignment be cross-indexed.

The address of Trinity Industries Leasing Company is 2705 State Street, Chicago Heights, Illinois, and the address of the Bank, the Trustee is 901 Main Street, Dallas, Texas 75202.

The railroad equipment covered by the Second Supplement to Equipment Trust Agreement is described in Exhibit A attached hereto. The foregoing railroad equipment consists solely of cars intended for use relating to interstate commerce.

Enclosed is our firm's check in the amount of \$64.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Second Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Second Supplement to Equipment Trust Agreement, the Assignment and the Bills of Sale, with the filing date noted thereon, following recordation thereof, to the representative of Washington Service Bureau who is delivering this letter and said enclosures to you.

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

- (a) Primary Documents. (i) Second Supplement to Equipment Trust Agreement, a primary document, dated as of September 24, 1993, between the Company (as vendor and lessee), and the Bank, as Trustee, and covering forty-two (42) railroad cars, and (ii) Assignment, a primary document, dated September 24, 1993, between the Company (as Assignor), and the Bank, as Trustee, and covering forty-two (42) railroad cars.
- (b) Secondary Documents. Bill of Sale, a secondary document, dated September 24, 1993, between the Company (as

McGLINCHEY STAFFORD LANG
A LAW CORPORATION

Secretary
September 24, 1993
Page 3

Seller), and the Bank, as Trustee (as Buyer), and covering various railroad cars, and connected to the Second Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated September 24, 1993, between the Bank, as Trustee (Seller) and the Company (Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement dated as of December 30, 1992 referred to above.

Very truly yours,



Richard A. Fogel

RAF:ps
Enclosures

DDD041C

Interstate Commerce Commission

Washington, D.C. 20423

9/27/93

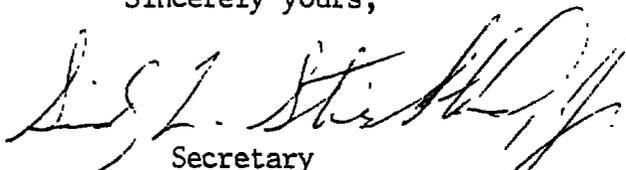
OFFICE OF THE SECRETARY

Richard A Fogel
McGlinchey, Stafford & Lang
2777 Stemmons Freeway
Dallas Texas 75207

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/27/93 at 2:15pm, and assigned recordation number(s). 18075-F, 18075-G, 18075-H & 18075-I

Sincerely yours,



Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

18075-H

Equipment Trust, Series 10

Bill of Sale

THIS AGREEMENT, dated the 24th day of September, 1993, between Trinity Industries Leasing Company, a Delaware Corporation, (hereinafter called "Seller"), and NationsBank of Texas, a national banking association, as Trustee (hereinafter called "Buyer"), as contemplated by the Equipment Trust Agreement dated as of December 30, 1992 (the "Equipment Trust Agreement"), between Seller and Buyer.

WITNESSETH

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, its successors and assigns, the following described equipment:

The Forty-two (42) railroad cars described in Exhibit A and more particularly identified in Exhibit B and incorporated by reference herein (the "Equipment").

Seller hereby warrants that Seller has good and marketable title to the Equipment, that Seller's title to the Equipment 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 the 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 Equipment unto Buyer, its successors and assigns, against all lawful claims.

TRINITY INDUSTRIES LEASING COMPANY

By: F. Dean Phelps
F. Dean Phelps
Vice President

[SEAL]

ATTEST:

Neil D. Hoop
Assistant Secretary

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

On this 24th day of September, 1993 before me, personally appeared F. Dean Phelps, 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, the 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.

Alice D. Buchanan
Signature of Notary Public

My Commission expires:
9/12/95

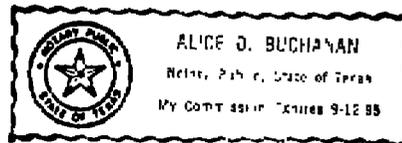


EXHIBIT A**Series 10****DESCRIPTION OF TRUST EQUIPMENT**

Quantity & Type	Class	Initialed Capacity	Car Numbers	Earliest Service
32 Hopper Cars	Lo	5,851 cu. ft.	TILX 59110,59124, 59175,59218, 59219 59243-59269	7/93
10 Hopper Cars	Lo	5,125 cu. ft.	TILX 5181-5184, 5186, 5189-5191, 5193-5194	8/93

DDD0440D

1. Railroad Car Lease Agreement, dated February 18, 1991, between Trinity Industries Leasing Company and Tennessee Eastman Company, Division of Eastman Kodak Company covering the following described railroad cars (Partial Rider 4):

Number of Cars	Type	Car Numbers
32	5,851 cu. ft. Lo Covered Hopper Cars	TILX 59110, 59124, 59175, 59218, 59219, 59243-59269 (inclusive)

2. Railroad Car Lease Agreement, dated may 17, 1979, between Trinity Industries Leasing Company and Cargill, Inc. covering the following described railroad cars (Partial Rider 12):

Number of Cars	Type	Car Numbers
10	5,125 cu. ft. Lo Covered Hopper Cars	TILX 5181-5184 (inclusive) 5186 5189-5191 (inclusive) 5193-5194 (inclusive)