

TRINITY INDUSTRIES LEASING COMPANY

A Subsidiary of Trinity Industries, Inc.



0100351060

August 30, 1994

RECORDATION NO. 14545E FILED 1425

AUG 30 1994 - 4 00 PM

INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue N.W.
Washington, D.C. 20423
Attention: Ms. Mildred Lee, Room 2305

RECORDATION NO. 14545H FILED 1425

AUG 31 1994 - 0 00 PM

INTERSTATE COMMERCE COMMISSION

RE: Documents for Recordation
Trinity Industries Leasing Company
Equipment Trust (Series 3)

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 14545G FILED 1425

AUG 30 1994 - 0 00 PM

INTERSTATE COMMERCE COMMISSION

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 Third Supplement to Equipment Trust Agreement, a primary document, dated as of August 30, 1994, between Trinity Industries Leasing Company (the "Company") and NationsBank of Texas, N.A. (formerly NCNB Texas National Bank), as Trustee (the "Bank");
2. Two (2) executed originals of an Assignment, a primary document, dated August 30, 1994, between the Company ("Assignor") and the Bank, as Trustee ("Assignee");
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated August 30, 1994, 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 August 30, 1994, between the Bank, as Trustee ("Seller") and the Company ("Buyer").

The enclosed Third Supplement, Assignment and Bill of Sale referenced in paragraphs 1, 2 and 3, above, relate to the Equipment Trust Agreement dated as of December 15, 1984 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 14515 on December 27, 1984, along with an Assignment and Bill of Sale under Recordation Nos. 14545-A and 14545-B, respectively; the First

Supplement to Equipment Trust Agreement dated as of November 20, 1989 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 14515-F on November 29, 1989, along with an Assignment and Bill of Sale under Recordation Nos. 14515-E and 14515-G, respectively; the Second Supplement to Equipment Trust Agreement dated as of August 30, 1993 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 14515-I on September 1, 1993 along with an Assignment and Bill of Sale under Recordation Nos. 14515-J and 14515-K, respectively.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to 257 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 Third 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 Third Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Third 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) Third Supplement to Equipment Trust Agreement, a primary document, dated as of August 30, 1994, between the Company (as vendor and lessee), and the Bank, as Trustee, and covering One Hundred and Ninety One (191) railroad cars, and (ii) Assignment, a primary document, dated August 30, 1994, between the Company (as Assignor), and the Bank, as Trustee, and covering One Hundred and Ninety One (191) railroad cars.
- (b) Secondary Documents. Bill of Sale, a secondary document, dated August 30, 1994, between the Company (as Seller), and the Bank, as Trustee (as Buyer), and covering various railroad cars, and connected to the Third Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated August 30, 1994, 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 15, 1984 referred to above.

Very truly yours,



Alice D. Buchanan
Paralegal

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ICC-ltr.3-3

Enclosures

ICC-ltr.7-7