

11400-V
11400-W

2-090A033

SERIES 1

RECORDATION NO. 11400-V
FILE NO.

MAR 30 1992 - 12 25 PM
INTERSTATE COMMERCE COMMISSION

TRINITY INDUSTRIES LEASING COMPANY
2705 State Street
Chicago Heights, Illinois 60411

MAR 30 12 15 PM '92

RECORDATION NO. 11400-W
FILE NO.

MOTOR OPERATING UNIT

MAR 30 1992 - 12 25 PM

March 25, 1992

INTERSTATE COMMERCE COMMISSION

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

RECORDATION NO. 11400-V
MAR 30 1992 - 12 25 PM
INTERSTATE COMMERCE COMMISSION
- W
- X

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 are (a) three (3) executed originals of an Assignment dated as of March 25, 1992 (to the Equipment Trust Agreement dated as of January 15, 1980 (the "Trust Agreement") between Trinity Industries Leasing Company (the "Company") and Bankers Trust Company (as successor trustee to Deposit Insurance Bridge Bank, N.A., assignee of the Federal Deposit Insurance Corporation, as receiver for MBank Dallas, N.A., formerly named Mercantile National Bank at Dallas), as successor Trustee (the "Trustee")) between the Company and the Trustee, (the "Assignment"), a primary document as defined in the foregoing Rules and Regulations, (b) three (3) executed originals of a Third Supplement to Equipment Trust Agreement dated as of March 25, 1992 between the Company and the Trustee supplementing the Trust Agreement (the "Third Supplement"), a secondary document as defined in the foregoing Rules and Regulations and (c) three (3) executed originals of a Bill of Sale dated as of March 25, 1992 under the Trust Agreement between the Company and the Trustee (the "Bill of Sale"), a secondary document as defined in the foregoing Rules and Regulations.

The enclosed Assignment, Third Supplement and Bill of Sale relate to the Trust Agreement, which was filed and recorded under Recordation Number 11400 on January 22, 1980, and subsequently supplemented by assignments, bills of sale and supplements under Recordation Numbers 11400-A through 11400-U.

Betty J. [Signature]
Christy [Signature]

Mrs. Mildred Lee
Interstate Commerce Commission
March 25, 1992
Page 2

The addresses of the parties to the enclosed document are:

Company: Trinity Industries Leasing Company
22505 State Street
Chicago Heights, Illinois 60411
Attention: Treasurer

Trustee: Bankers Trust Company
123 Washington Street, 1st Floor
New York, New York 10006

A description of the railroad equipment covered by each of the Assignment, the Third Supplement and the Bill of Sale 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 ²⁹⁸ \$45.00 to cover the required recordation fees.

You are hereby authorized to deliver stamped copies of the Assignment, Third Supplement and Bill of Sale not needed for your files to the representative of Alvord and Alvord who is delivering this letter and said enclosures to you.

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

Primary Document.

Assignment dated as of March 25, 1992, between Trinity Industries Leasing Company and Bankers Trust Company, as successor Trustee, covering various railroad cars.

Secondary Documents.

Third Supplement to Equipment Trust Agreement dated as of March 25, 1992 between Trinity Industries Leasing Company and Bankers Trust Company, as successor Trustee (relating to the Equipment Trust Agreement dated as of January 15, 1980, between Trinity Industries Leasing Company and Bankers Trust Company, successor Trustee to Deposit Insurance Bridge Bank, N.A., Assignee of the Federal Deposit Insurance Corporation, as

Mrs. Mildred Lee
Interstate Commerce Commission
March 25, 1992
Page 3

Receiver for MBank Dallas, N.A. (formerly named
Mercantile National Bank at Dallas), as Trustee)
covering various railroad cars.

Bill of Sale dated as of March 25, 1992, between
Trinity Industries Leasing Company and Bankers
Trust Company, as successor Trustee, covering
various railroad cars.

TRINITY INDUSTRIES LEASING COMPANY

By: Neil O. Shoop
Neil O. Shoop
Treasurer

RECORDED BY 11400-70 FILED MRS

TRINITY INDUSTRIES LEASING COMPANY MAR 30 1992 -12 25 PM
Equipment Trust, Series 1 INTERSTATE COMMERCE COMMISSION

Bill of Sale

THIS AGREEMENT, DATED as of the 25th day of March, 1992, between TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation (hereinafter called "Seller"), and BANKERS TRUST COMPANY, a New York banking corporation, as successor Trustee (hereinafter called "Buyer"), pursuant to Section 5.06(b)(3) of the Equipment Trust Agreement dated as of January 15, 1980, as from time to time supplemented or amended (as from time to time supplemented or amended, the "Equipment Trust Agreement"), between Seller and Buyer,

W I T N E S S E T H:

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 rail 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 rail cars and that Seller's title to the described rail cars is free from all liens and encumbrances (including any leasehold interests therein) other than the Existing Leases described in the attached Exhibit B, subleases 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 rail cars described in Exhibit A hereto 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 O. Shoop
Neil O. Shoop
Assistant Secretary

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

On this 25th day of March, 1992, 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, 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.



Notary Public

My Commission Expires:

[SEAL]



EXHIBIT A

DESCRIPTION OF TRUST EQUIPMENT

| <u>Quantity and Type</u> | <u>Class</u> | <u>Capacity</u> | <u>Initialed Car Nos.</u> |
|--------------------------|--------------|-----------------|--|
| 83 Hopper Cars | LO | 5,851 Cu. Ft. | TILX 058026-058108 |
| 20 Tank Cars | 111A100W1 | 23,635 Gal. | IBPX 24054-24073 |
| 31 Tank Cars | 105J400W | 33,565 Gal. | TILX 400165-400195 |
| 61 Hopper Cars | LO | 4,750 Cu. Ft. | TILX500101, 500105 500144, 500146 500148, 500156 500161, 500169 500190, 500198 500211, 500221 500222, 500226 500246, 500254 500276, 500291 500294, 500297 500301, 500305 500308, 500309 500316, 500333 500340, 500343 500357, 500373 500375, 500376 500400, 500402 500403, 500411 500429, 500447 500480, 500482 500483, 500485 500497, 500502 500504, 500515 500521, 500523 500525, 500531 500535, 500540 500548, 500553 500559, 500565 500573, 500592 500654, 500669 500684 |

| <u>Quantity and Type</u> | <u>Class</u> | <u>Capacity</u> | <u>Initialed Car Nos.</u> |
|------------------------------|--------------|-----------------|---|
| 21 Hopper Cars | LO | 4,750 Cu. Ft. | TILX 500162, 500173 500184, 500336 500372, 500391 500455, 500478 500498, 500503 500506, 500562 500583, 500589 500594, 500621 500627, 500636 500645, 500668 500675 |
| 3 Hopper Cars | LO | 4,750 Cu. Ft. | TILX 500132, 500493 500660 |

EXHIBIT B

Description of Existing Leases

1. Railroad Car Full Service Lease Agreement, dated June 4, 1984, between Trinity Industries Leasing Company and Novacor Chemicals Investments, Inc. covering the following described railroad cars (Partial Rider 4):

| <u>Number of Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|------------------------------------|--------------------|
| 83 | 5,851 Cu. Ft. LO Hopper Cars | TILX 058026-058108 |

2. Railroad Car Net Lease Agreement, dated March 7, 1983, between Trinity Industries Leasing Company and IBP, Inc. covering the following described railroad cars (Rider 4):

| <u>Number of Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|---------------------------------------|--------------------|
| 20 | 23,635 Gal. 111A100W1 Tank Cars | IBPX 24054-24073 |

3. Railroad Car Net Lease Agreement, dated September 18, 1989, between Trinity Industries Leasing Company and Novacor Chemicals Ltd., successor in name to The Alberta Gas Ethylene Company, Ltd. covering the following described railroad cars (Rider 3):

| <u>Number of Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|--------------------------------------|--------------------|
| 31 | 33,565 Gal. 105J400W Tank Cars | TILX 400165-400195 |

4. Railroad Car Net Lease Agreement, dated August 20, 1990, between Trinity Railcar Leasing Corporation (merged into Trinity Industries Leasing Company) and A.E. Staley Manufacturing Company covering the following described railroad cars (Partial Rider 1):

| <u>Number of Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|------------------------------------|---|
| 61 | 4,750 Cu. Ft. LO Hopper Cars | TILX 500101, 500105 500144, 500146 500148, 500156 500161, 500169 500190, 500198 500211, 500221 500222, 500226 500246, 500254 500276, 500291 500294, 500297 500301, 500305 500308, 500309 500316, 500333 500340, 500343 500357, 500373 500375, 500376 500400, 500402 500403, 500411 500429, 500447 500480, 500482 500483, 500485 500497, 500502 500504, 500515 500521, 500523 500525, 500531 500535, 500540 500548, 500553 500559, 500565 500573, 500592 500654, 500669 500684 |

5. Railroad Car Net Lease Agreement, dated November 16, 1990, between Trinity Railcar Leasing Corporation (merged into Trinity Industries Leasing Company) and Conoco, Inc. covering the following described railroad cars (Partial Rider 1):

| <u>Number of Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|------------------------------------|---|
| 21 | 4,750 Cu. Ft. LO Hopper Cars | TILX 500162, 500173 500184, 500336 500372, 500391 500455, 500478 500498, 500503 500506, 500562 500583, 500589 500594, 500621 500627, 500636 500645, 500668 500675 |

6. Railroad Car Net Lease Agreement, dated November 19, 1990, between Trinity Railcar Leasing Corporation (merged into Trinity Industries Leasing Company) and United States Borax and Chemical covering the following described railroad cars (Rider 1):

| <u>Number of Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|------------------------------------|-------------------------------|
| 3 | 4,750 Cu. Ft. LO Hopper Cars | TILX 500132, 500493 500660 |

REGISTRATION NO. 1140-KK
AUG 30 1994 -- 02 PM
FILED 1925
INTERSTATE COMMERCE COMMISSION

TERMINATION AND RELEASE AGREEMENT

TERMINATION AND RELEASE AGREEMENT dated as of August 26, 1994, between Bankers Trust Company, as successor trustee (the "Trustee") under an Equipment Trust Agreement, dated as of January 15, 1980 (as amended or restated, the "Trust Agreement"), and Trinity Industries Leasing Company, a Delaware corporation) (the "Company").

PRELIMINARY STATEMENT

Pursuant to the Trust Agreement, the documents described on Schedule 1 attached hereto (the "Trust Documents") were executed and delivered, and recorded as described therein.

Pursuant to Section 3.03 and Section 5.05 of the Trust Agreement, the Company has requested that the Trustee transfer and assign the railroad cars described in Exhibit A attached hereto and made a part hereof to the Company (the "Released Equipment").

In accordance with Section 5.05 of the Trust Agreement, the Company desires that the Trustee terminate and release its rights in and to the Released Equipment and the Railroad Car Lease Agreements described in Exhibit B attached hereto (the "Leases"), insofar as the Leases cover the Released Equipment.

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

1. The Company has tendered to the Trustee cash in an amount equal to the principal balance and accrued interest remaining to be paid on the Trust Certificates issued pursuant to the Trust Agreement; and
2. By virtue of the termination of the lease of the Trust Equipment to the Trustee, 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 (i) the Released Equipment and (ii) the Leases, insofar and only insofar as the Leases cover the Released 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.

TRINITY INDUSTRIES LEASING
COMPANY

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

Attest:

Neil O. Shoop
Neil O. Shoop
Assistant Secretary



STATE OF TEXAS §
 §
COUNTY OF DALLAS §

On this 26th day of August, 1994, before me personally appeared F. Dean Phelps, to me personally known, who, being by me duly sworn, says that he is a Vice President of Trinity Industries Leasing Company, a Delaware corporation, 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 acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

[Seal]
Janet L. Snyder
Signature of Notary Public



My Commission Expires: 3-19-97

DDD05BBC

**SCHEDULE 1
RECORDING SCHEDULE
(Series 1)**

| | <u>Document Name</u> | <u>Jurisdiction & File No.</u> | <u>Recording Date</u> |
|----|--|--|--|
| 1. | Equipment Trust Agreement dated as of January 15, 1980, between Trinity Industries Leasing Company (the "Company") and Mercantile National Bank Dallas, as Trustee (the "Original Trustee"). | ICC 11400 | 1/22/80 |
| 2. | Assignment dated as of January 15, 1980, between the Company and the Original Trustee. | ICC 11400-A | 1/22/80 |
| 3. | Bill of Sale dated as of January 15, 1980, from the Company to the Original Trustee. | ICC 11400-B | 1/22/80 |
| 4. | UCC-1 Financing Statement naming the Company as Debtor and the Original Trustee as Secured Party. | Texas Secretary of State 010067 | 1/21/80 continuation statement filed 10/15/84; assignment filed 4/25/89; continuation statement filed 10/12/89) |
| 5. | Assignment dated as of February 8, 1980, between the Company and the Original Trustee. | ICC 11400-C | 2/13/80 |

| <u>Document Name</u> | <u>Jurisdiction & File No.</u> | <u>Recording Date</u> |
|---|--|--|
| 6. Bill of Sale dated as of February 8, 1980, from the Company to the Original Trustee. | ICC 11400-D | 2/13/80 |
| 7. UCC-1 Financing Statement naming the Company as Debtor and the Original Trustee as Secured Party. | Texas Secretary of State 024219 | 2/15/80 (continuation statement filed 10/15/84; assignment filed 4/25/89; continuation statement filed 10/12/89; partial termination statement filed 12/31/91 |
| 8. Assignment dated as of March 28, 1980, between the Company and the Original Trustee. | ICC 11400-E | 4/01/80 |
| 9. Bill of Sale dated as of March 28, 1980, from the Company to the Original Trustee. | ICC 11400-F | 4/01/80 |
| 10. UCC-1 Financing Statement naming the Company as Debtor and the Original Trustee as Secured Party. | Texas Secretary of State 050797 | 4/02/80 (continuation statement filed 10/15/84; assignment filed 4/25/89; continuation statement filed 10/12/89; partial termination statement filed 12/31/91 |

| | <u>Document Name</u> | <u>Jurisdiction & File No.</u> | <u>Recording Date</u> |
|-----|---|------------------------------------|---|
| 11. | Assignment dated as of August 15, 1985, between the Company and the Original Trustee. | ICC 14400-G | 9/09/85 |
| 12. | UCC-1 Financing Statement naming the Company as Debtor and the Original Trustee as Secured Party. | Texas Secretary of State 215412 | 8/27/85 (assignment filed 4/25/89; continuation statement filed 7/10/90) |
| 13. | Instrument of Resignation Appointment and Acceptance dated as of April 17, 1989, by and among the Company, the Trustee and the Bankers Trust Company, as Successor Trustee ("the Successor Trustee"). | ICC 11400-H | 5/09/89 |
| 14. | Assignment dated as of April 21, 1989, between the Company and the Successor Trustee. | ICC 11400-I | 5/09/89 |

| | <u>Document Name</u> | <u>Jurisdiction & File No.</u> | <u>Recording Date</u> |
|-----|---|--|---|
| 15. | Correction Agreement dated as of April 21, 1989, between the Company and the Successor Trustee. | ICC 11400-J | 5/09/89 |
| 16. | UCC-1 Financing Statement naming the Company as Debtor and the Successor Trustee as Secured Party. | Texas Secretary of State 091305 | 4/25/89 (partial termination statement filed 12/31/91; continuation statement filed 4/20/94) |
| 17. | Assignment dated as of July 19, 1989, between the Company and the Successor Trustee. | ICC 14400-K | 7/25/89 |
| 18. | UCC-1 Financing Statement naming the Company as Debtor and Successor Trustee as Secured Party. | Texas Secretary of State 163883 | 7/21/89 (continuation statement filed 6/24/94) |
| 19. | Assignment dated as of November 20, 1989, between the Company and the Successor Trustee. | ICC 11400-L | 11/30/89 |
| 20. | First Supplement to Equipment Trust Agreement dated as of November 20, 1989, between the Company and Successor Trustee. | ICC 11400-M | 11/30/89 |

| | <u>Document Name</u> | <u>Jurisdiction & File No.</u> | <u>Recording Date</u> |
|-----|--|--|---|
| 21. | Bill of Sale dated as of November 20, 1989, from the Company to the Successor Trustee. | ICC 11400-N | 11/30/89 |
| 22. | UCC-1 Financing Statement naming the Company as Debtor and Successor Trustee as Secured Party. | Texas Secretary of State 264454 | 11/30/89 (continuation statement filed 6/24/94) |
| 23. | Assignment dated as of July 17, 1990, between the Company as Debtor and the Successor Trustee. | ICC 11400-O | 8/13/90 |
| 24. | Correction Agreement dated as of July 17, 1990, between the Company and the Successor Trustee. | ICC 11400-P | 8/13/90 |
| 25. | UCC-1 Financing Statement naming the Company as Debtor and the Successor Trustee as Secured Party. | Texas Secretary of State 161555 | 7/27/90 (partial termination statement filed 12/31/91) |
| 26. | Assignment dated as of March 1, 1991, between the Company and the Successor Trustee. | ICC 11400-Q | 3/15/91 |

| <u>Document Name</u> | <u>Jurisdiction & File No.</u> | <u>Recording Date</u> |
|--|--|---|
| 27. Second Supplement to Equipment Trust Agreement dated as of March 1, 1991, between the Company and Successor Trustee. | ICC 11400-R | 3/15/91 |
| 28. Bill of Sale dated as of March 1, 1991, from the Company to the Successor Trustee. | ICC 11400-S | 3/15/91 |
| 29. UCC-1 Financing Statement naming the Company as Debtor and the Successor Trustee as Successor Trustee. | Texas Secretary of State 047227 | 3/18/91 (partial termination statement filed 12/31/91) |
| 30. UCC-1 Financing Statement naming the Company as Debtor and the Successor Trustee as Successor Trustee. | Illinois Secretary of State 2827993 | 3/14/91 (partial termination statement filed 1/24/92) |
| 31. UCC-1 Financing Statement naming the Company as Debtor and the Successor Trustee as Secured Party. | Illinois Secretary of State 2829140 | 3/18/91 (partial termination statement filed 1/24/92) |

| <u>Document Name</u> | <u>Jurisdiction & File No.</u> | <u>Recording Date</u> |
|--|--|---|
| 32. Partial Termination and Release dated as of December 27, 1991, between the Company and the Successor Trustee. | ICC 11400-T | 12/30/91 |
| 33. Bill of Sale dated as of December 27, 1991, from the Successor Trustee to the Company. | ICC 11400-U | 12/30/91 |
| 34. Third Supplement to Equipment Trust Agreement dated as of March 25, 1992, between the Company and the Successor Trustee. | ICC 11400-V | 3/30/92 |
| 35. Assignment dated as of March 25, 1992, between the Company and the Successor Trustee. | ICC 11400-W | 3/30/92 |
| 36. Bill of Sale dated as of March 25, 1992, from the Company to the Successor Trustee. | ICC 11400-X | 3/30/92 |
| 37. UCC-1 Financing Statement naming the Company as Debtor and the Successor Trustee as Secured Party. | Illinois Secretary of State, File No. 2966937 | 3/30/92 (partial termination statement filed 6/29/92) |

| <u>Document Name</u> | <u>Jurisdiction & File No.</u> | <u>Recording Date</u> |
|---|---|--|
| 38. UCC-1 Financing Statement naming the Company as Debtor and the Successor Trustee as Secured Party. | Texas Secretary of State, File No. 059626 | 3/30/92 (partial termination statement filed 6/29/92) |
| 39. Assignment dated as of June 26, 1992, between the Company and the Successor Trustee. | ICC 11400-Y | 6/29/92 |
| 40. Fourth Supplement to Equipment Trust Agreement dated as of June 26, 1992, Between the Company and the Successor Trustee | ICC 11400-Z | 6/29/92 |
| 41. Bill of Sale dated as of June 26, 1992, from the Company to the Successor Trustee. | ICC 11400-AA | 6/29/92 |
| 42. Partial Termination and Release dated as of June 26, 1992, between the Company and the Successor Trustee. | ICC 11400-BB | 6/29/92 |
| 43. Bill of Sale dated as of June 26, 1992, from the Successor Trustee to the Company. | ICC 11400-CC | 6/29/92 |

| <u>Document Name</u> | <u>Jurisdiction & File No.</u> | <u>Recording Date</u> |
|--|--|-----------------------|
| 44. UCC-1 Financing Statement naming the Company as Debtor and the Successor Trustee as Secured Party. | Illinois Secretary of State, File No. 3002683 | 6/29/92 |
| 45. UCC-1 Financing Statement naming the Company as Debtor and the Successor Trustee as Secured Party. | Texas Secretary of State, File No. 127466 | 6/29/92 |

| | <u>Document Name</u> | <u>Jurisdiction & File No.</u> | <u>Recording Date</u> |
|-----|---|--|-----------------------|
| 46. | Fifth Supplement to Equipment Trust Agreement dated as of August 13, 1992, between the Company and Successor Trustee. | ICC 11400-DD | 8/20/92 |
| 47. | Assignment dated as of August 13, 1992, between the Company and the Successor Trustee. | ICC 11400-EE | 8/20/92 |
| 48. | Bill of Sale dated as of August 13, 1992, from the Company to the Successor Trustee. | ICC 11400-FF | 8/20/92 |
| 49. | UCC-1 Financing Statement naming the Company as Debtor and the Successor Trustee as Secured Party. | Illinois Secretary of State File No. 3021019 | 8/18/92 |
| 50. | UCC-1 Financing Statement naming the Company as Debtor and the Successor Trustee as Secured Party. | Texas Secretary of State File No. 161610 | 8/18/92 |

| | <u>Document Name</u> | <u>Jurisdiction & File No.</u> | <u>Recording Date</u> |
|-----|---|--|-----------------------|
| 51. | Sixth Supplement to Equipment Trust Agreement dated as of August 30, 1993, between the Company and Successor Trustee. | ICC 11400-GG | 9/1/93 |
| 52. | Assignment dated as of August 30, 1993, between the Company and the Successor Trustee. | ICC 11400-II | 9/1/93 |
| 53. | Bill of Sale dated as of August 30, 1993, from the Company to the Successor Trustee. | ICC 11400-HH | 9/1/93 |
| 54. | Bill of Sale dated as of August 30, 1993, from the Successor Trustee to the Company. | ICC 11400-JJ | 9/1/93 |
| 55. | UCC-1 Financing Statement naming the Company as Debtor and the Successor Trustee as Secured Party. | Illinois Secretary of State File No. 3162787 | 9/1/93 |
| 56. | UCC-1 Financing Statement naming the Company as Debtor and the Successor Trustee as Secured Party. | Texas Secretary of State File No. 170387 | 9/1/93 |

**EXHIBIT A
Description of Equipment**

(Series 1)

| Quantity and Type | Class | Capacity | Intialed Car Nos. |
|-------------------|------------------------|-----------------------|--|
| 55 | LO Covered Hopper Cars | 4,750 Cu. Ft | TILX 511462,511464,511465, 511467,511470,511472, 511473,511474,511479, 511481-511484 511486,511491,511493, 511494,511498,511501, 511511,511513,511523, 511525,511532,511543, 511638,511656,511675, 511678,511679, 511684-511708 |
| 1 | 111100W1 Tank Cars | 25,500 Gal. | TILX 250177 |
| 7 | 112J340W | 34,000 Gal. Tank Cars | TILX 300369,300370,300372, 300376,300385,300386, 300394 |
| 25 | 111A100W1 | 30,000 Gal. Tank Cars | TILX 190000-190024 |
| 48 | 111A100W1 | 23,600 Gal. Tank Cars | TILX 260050-260052 260054-260063 260065 260067-260073 260075,260078,260079, 260081,260093,260095, 260097,260099,260064, 260074,260076,260077, 260080 260082-260092 260094,260096,260098 |

| Quantity and Type | Class | Capacity | Initialed Car Nos. |
|-------------------|-----------|-----------------------|---|
| 64 | 112J340W | 34,000 Gal. Tank Cars | TILX 300205,300206,300210, 300211,300222,300226, 300229,300234,300236, 300244,300248,300252, 300253,300256,300261 300200-300204, 300207-300209, 300212-300219, 300221, 300223-300225, 300227,300228, 300230-300233, 300235, 300237-300243, 300245-300247, 300249-300251, 300254,300255, 300257-300260, 300262-300264 |
| 47 | 111A100W3 | 23,635 Gal. Tank Cars | TILX 260000,260007,260008, 260011,260019,260022, 260027,260030,260033, 260038,260042,260001, 260002,260013,260048, 260003,260005,260006, 260009,260010,260012, 260014- 260018,260020,260021, 260024-260026, 260028,260029,260032, 260035-260037, 260039,260040, 260043-260047, 260004,260031,260049 |

| Quantity and Type | Class | Capacity | Initialed Car Nos. |
|-------------------|------------------------|-----------------------|---|
| 30 | 112J340W | 34,000 Gal. Tank Cars | TILX 300346,300348,300352, 300354,300355, 300357-300361, 300365-300368, 300371, 300373- 300375,300378, 300380- 300382,300384, 300389-300391, 300393,300395,300399, 300400 |
| 99 | LO Covered Hopper Cars | 4,750 Cu. Ft. | TILX 510704-510708, 510710,510711, 510714-510717, 510720-510722, 510724,510726,510727, 510729,510730,510732, 510735, 510737-510740, 510742,510743,510745, 510746,510748,510751, 510800-510845, 510847-510850, 510851-510865, 511037,511025,511033 |
| 20 | 112J340W | 34,000 Gal. Tank Cars | TILX 300180-300199 |

| Quantity and Type | Class | Capacity | Intialed Car Nos. |
|-------------------|------------------------|-----------------------|---|
| 141 | LO Covered Hopper Cars | 4,750 Cu. Ft. | TILX 510622,510623,510626, 510627,510638,510639, 510654,510655, 510657-510669, 511359-511365, 511367-511373, 511375-511385, 511387,510620,510621, 510624, 510628-510637, 510641-510653, 511386, 511388-511428, 511430-511437, 511439-511447, 511449,511451-511458 |
| 5 | Covered Hopper Cars | 5,850 Cu. Ft. | TILX 58012-58016 |
| 8 | 112J340W | 34,090 Gal. Tank Cars | TILX 300347,300351,300362, 300364,300387,300388, 300392,300397 |
| 3 | 111A100W6 | 21,000 Gal. Tank Cars | TILX 200085,200087,200089 |
| 3 | Covered Hopper Cars | 5,850 Cu. Ft. | TILX 58022-58024 |
| 10 | LO Covered Hoppers | 5,850 Cu. Ft. | TILX 58002-58011 |
| 1 | LO Covered Hopper Car | 4,750 Cu. Ft. | TILX 511499 |

| Quantity and Type | Class | Capacity | Initialed Car Nos. |
|-------------------|------------------------|-----------------------|---|
| 119 | 112J340W | 34,000 Gal. Tank Cars | TILX 300000-300003, 300005, 300007-300009, 300011-300014, 300016-300019, 300021,300023,300026, 300028,300033,300034, 300038-300042, 300046-300052, 300054, 300056-300058, 300061-300063, 300065-300072, 300074, 300076-300079, 300082,300084,300086, 300087,300090,300092, 300096,300097,300099, 300101,300103- 300110, 300117-300119 300004,300006,300010, 300015,300020,300022, 300024,300025,300027, 300029-300032, 300035-300037, 300043-300045, 300053,300055,300059, 300060,300064,300073, 300075,300080,300081, 300083,300085,300088, 300089,300091,300094, 300095,300098,300100, 300102, 300111-300116 |
| 1 | LO Covered Hopper Cars | 4,750 Cu. Ft. | TILX 510608 |
| 1 | LO Covered Hopper Cars | 4,750 Cu. Ft. | TILX 511572 |

| Quantity and Type | Class | Capacity | Intialed Car Nos. |
|-------------------|---------------------------|--------------------------|---|
| 20 | 112J340W | 34,000 Gal. Tank Cars | TILX 300301, 300306-300310, 300312,300313,300315, 300317-300320, 300323,300324,300327, 300330-300332,300334 |
| 32 | 112J340W | 34,000 Gal. Tank Cars | TILX 300265-300271, 300273- 300289,300291, 300293-300299 |
| 55 | 112J340W | 34,000 Gal. Tank Cars | TILX 300120-300133, 300135-300141, 300143- 300147,300149- 300158, 300160-300173, 300175-300179 |
| 24 | 112J340W | 34,000 Gal. Tank Cars | TILX 300300, 300302-300305, 300311,300316,300321, 300322,300325,300326, 300328,300329,300333, 300335-300344 |
| 6 | 111A100W1 | 17,015 Gal. Tank Cars | TILX 160094-160099 |
| 1 | LO Covered Hopper Car | 4,750 Cu. Ft. | TILX 511477 |
| 5 | LO Covered Hopper Cars | 4,750 Cu. Ft. | TILX 511475,511476,511521, 511539,511574 |
| 5 | LO Covered Hopper Cars | 5,851 Cu. Ft. | TILX 59230-59234 |
| 5 | Covered Hopper Cars | 5,851 Cu. Ft. | TILX 58017-58021 |

| Quantity and Type | Class | Capacity | Intialed Car Nos. |
|-------------------|------------------------|-----------------------|-----------------------|
| 4 | 111A100W1 | 23,589 Gal. Tank Cars | TILX 260805-260808 |
| 1 | LO Covered Hopper Cars | 4,750 Cu. Ft. | TILX 511544 |

EXHBT-A.S-1

EXHIBIT B
DESCRIPTION OF LEASES

(Series 1)

1. Railroad Car Lease Agreement, dated April 13, 1983, between Trinity Industries Leasing Company and A. E. Staley Manufacturing Company covering the following described railroad cars (Rider 10 & Partial Rider 9):

| <u>Number of Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|---|--|
| 55 | 4,750 Cu. Ft. LO Covered Hopper Cars | TILX 511462,511464,511465, 511467,511470,511472, 511473,511474,511479, 511481-511484 511486,511491,511493, 511494,511498,511501, 511511,511513,511523, 511525,511532,511543, 511638,511656,511675, 511678,511679, 511684-511708 |

2. Railroad Car Lease Agreement, dated April 2, 1992 between Trinity Industries Leasing Company and AG Processing, Inc. covering the following described railroad cars (Rider 1):

| <u>Number of Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|-------------------------------------|--------------------|
| 1 | 25,500 Gallon 111100W1 Tank Cars | TILX 250177 |

3. Railroad Car Lease Agreement, dated October 1, 1988, between Trinity Industries Leasing Company and Air Products and Chemicals, Inc. covering the following described railroad cars (Partial Rider 2):

| <u>Number of Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|-----------------------------------|--|
| 7 | 112J340W 34,000 Gal. Tank Cars | TILX 300369,300370,300372, 300376,300385,300386, 300394 |

4. Railroad Car Lease Agreement, dated July 16, 1979, between Trinity Industries Leasing Company and Oxirane Chemical Company covering the following described railroad cars (Rider 1):

| <u>Number of Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|------------------------------------|-----------------------|
| 25 | 30,000 Gal. 111A100W1 Tank Cars | TILX 190000-190024 |

5. Railroad Car Lease Agreement, dated July 16, 1979, between Trinity Industries Leasing Company and Oxirane Chemical Company (Name changed to ARCO Chemical) covering the following described railroad cars (Riders 2 & 3):

| <u>Number of Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|------------------------------------|--|
| 48 | 111A100W1 23,600 Gal. Tank Cars | TILX 260050-260052 260054-260063 260065 260067-260073 260075,260078,260079, 260081,260093,260095, 260097,260099,260064, 260074,260076,260077, 260080 260082-260092 260094,260096,260098 |

6. Railroad Car Lease Agreement, dated May 25, 1979 between Trinity Industries Leasing Company and Arco Chemical Company (Partial assignment to Lyondell Petrochemical) covering the following described railroad cars (Rider 4):

| <u>Number of Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|-----------------------------------|---|
| 64 | 34,000 Gal. 112J340W Tank Cars | TILX 300205,300206,300210, 300211,300222,300226, 300229,300234,300236, 300244,300248,300252, 300253,300256,300261 300200-300204, 300207-300209, 300212-300219, 300221, 300223-300225, 300227,300228, 300230-300233, 300235, 300237-300243, 300245-300247, 300249-300251, 300254,300255, 300257-300260, 300262-300264 |

7. Railroad Car Lease Agreement, dated September 20, 1979 between Trinity Industries Leasing Company and Industrial Fuel Oil, Inc. covering the following described railroad cars (Assigned to Ashland Chemical, Inc. - Rider 8) (Assigned to Calumet Lubricant Co. - Rider 1) (Assigned to IBP, Inc. - Rider 2) (Assigned to Rail-Lease, Inc. - Rider 1):

| <u>Number of Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|------------------------------------|--|
| 47 | 23,635 Gal. 111A100W3 Tank Cars | TILX 260000,260007,260008, 260011,260019,260022, 260027,260030,260033, 260038,260042,260001, 260002,260013,260048, 260003,260005,260006, 260009,260010,260012, 260014- 260018,260020,260021, 260024-260026, 260028,260029,260032, 260035-260037, 260039,260040, 260043-260047, 260004,260031,260049 |

8. Railroad Car Lease Agreement, dated February 15, 1980, between Trinity Industries Leasing Company and Ashland Petroleum Company, (a Division of Ashland Oil, Inc.) covering the following described railroad cars (Partial Rider 11 & Riders 12 & 13 & 17):

| <u>Number of Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|-----------------------------------|---|
| 30 | 112J340W 34,000 Gal. Tank Cars | TILX 300346,300348,300352, 300354,300355, 300357-300361, 300365-300368, 300371, 300373-300375,300378, 300380-300382,300384, 300389-300391, 300393,300395,300399, 300400 |

9. Railroad Car Lease Agreement, dated April 24, 1979, between Trinity Industries Leasing Company and Bunge Corporation covering the following described railroad cars Riders 1, 2 & 3) (Some cars having been assigned to Consolidated Grain and Perdue Farms, Inc.):

| <u>Number of Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|---|---|
| 99 | 4,750 Cu. Ft. LO Covered Hopper Cars | TILX 510704-510708, 510710,510711, 510714-510717, 510720-510722, 510724,510726,510727, 510729,510730,510732, 510735, 510737-510740, 510742,510743,510745, 510746,510748,510751, 510800-510845, 510847-510850, 510851-510865, 511037,511025,511033 |

10. Railroad Car Lease Agreement, dated August 21, 1979, between Trinity Industries Leasing Company and Coastal States Energy Company covering the following described railroad cars (Riders 1 & 3):

| <u>Number of Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|-----------------------------------|-----------------------|
| 20 | 34,000 Gal. 112J340W Tank Cars | TILX 300180-300199 |

11. Railroad Car Lease Agreement, dated November 21, 1979, between Trinity Industries Leasing Company and Continental Grain Company covering the following described railroad cars (Riders 1 & 2):

| <u>Number of Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|---|---|
| 141 | 4,750 Cu. Ft. LO Covered Hopper Cars | TILX 510622,510623,510626, 510627,510638,510639, 510654,510655, 510657-510669, 511359-511365, 511367-511373, 511375-511385, 511387,510620,510621, 510624, 510628-510637, 510641-510653, 511386, 511388-511428, 511430-511437, 511439-511447, 511449,511451-511458 |

12. Railroad Car Lease Agreement, dated April 15, 1988, between Trinity Industries Leasing Company and Dow Chemical Company covering the following described railroad cars (Rider 1):

| <u>Number of Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|--------------------------------------|---------------------|
| 5 | 5,850 Cu. Ft. Covered Hopper Cars | TILX 58012-58016 |

13. Railroad Car Lease Agreement, dated September 28, 1979, between Trinity Industries Leasing Company and Conoco, Inc. (assigned to E. I. DuPont de Nemours & Co., Inc.) covering the following described railroad cars (Rider 1):

| <u>Number of Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|-----------------------------------|---|
| 8 | 112J340W 34,090 Gal. Tank Cars | TILX 300347,300351,300362, 300364,300387,300388, 300392,300397 |

14. Railroad Car Lease Agreement, dated May 16, 1991, between Trinity Industries Leasing Company and EKA Nobel, Inc. covering the following described railroad cars (Partial Rider 2):

| <u>Number of Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|------------------------------------|------------------------------|
| 3 | 21,000 Gal. 111A100W6 Tank Cars | TILX 200085,200087,200089 |

15. Railroad Car Lease Agreement, dated March 29, 1985, between Trinity Industries Leasing Company and Exxon Chemical Americas covering the following described railroad cars (Rider 2):

| <u>Number of Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|--------------------------------------|---------------------|
| 3 | 5,850 Cu. Ft. covered hopper cars | TILX 58022-58024 |

16. Railroad Car Lease Agreement, dated July 16, 1980, between Trinity Industries Leasing Company and Cosden Oil & Chemical Company (merged into American Petrofina Company of Texas which changed its name to Fina Oil and Chemical Company) covering the following described railroad cars (Rider 4):

| <u>Number of Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|-------------------------------------|---------------------|
| 10 | 5,850 Cu. Ft. LO Covered Hoppers | TILX 58002-58011 |

17. Railroad Car Lease Agreement, dated August 14, 1985, between Trinity Industries Leasing Company and Bartlett and Company, covering the following described railroad cars (Rider 1):

| <u>Number of Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|--|--------------------|
| 1 | 4,750 Cu. Ft. LO Covered Hopper Car | TILX 511499 |

18. Railroad Car Lease Agreement, dated March 26, 1979, between Trinity Industries Leasing Company and Amoco Oil Company (Assigned to ICAN Energy Company and Terra International Inc.) covering the following described railroad cars (Rider 1):

| <u>Number of Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|-----------------------------------|---|
| 119 | 34,000 Gal. 112J340W Tank Cars | TILX 300000-300003, 300005, 300007-300009, 300011-300014, 300016-300019, 300021,300023,300026, 300028,300033,300034, 300038-300042, 300046-300052, 300054, 300056-300058, 300061-300063, 300065-300072, 300074, 300076-300079, 300082,300084,300086, 300087,300090,300092, 300096,300097,300099, 300101,300103-300110, 300117-300119 300004,300006,300010, 300015,300020,300022, 300024,300025,300027, 300029-300032, 300035-300037, 300043-300045, 300053,300055,300059, 300060,300064,300073, 300075,300080,300081, 300083,300085,300088, 300089,300091,300094, 300095,300098,300100, 300102, 300111-300116 |

19. Railroad Car Lease Agreement, dated November 13, 1979, between Trinity Industries Leasing Company and South Soo Grain Company (Assigned to Italgrani Elevator Co.) covering the following described railroad cars (Rider 1):

| <u>Number of Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|---|--------------------|
| 1 | 4,750 Cu. Ft. LO Covered Hopper Cars | TILX 510608 |

20. Railroad Car Lease Agreement, dated July 23, 1991, between Trinity Industries Leasing Company and Sunrise Cooperative, Inc. (Assigned to Italgrani Elevator Co.) covering the following described railroad cars (Rider 1):

| <u>Number of Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|---|--------------------|
| 1 | 4,750 Cu. Ft. LO Covered Hopper Cars | TILX 511572 |

21. Railroad Car Lease Agreement, dated February 15, 1989, between Trinity Industries Leasing Company and Shell Canada (Koch Nitrogen Company) covering the following described railroad cars (Rider 1):

| <u>Number of Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|-----------------------------------|---|
| 20 | 112J340W 34,000 Gal. Tank Cars | TILX 300301, 300306-300310, 300312,300313,300315, 300317-300320, 300323,300324,300327, 300330-300332,300334 |

22. Railroad Car Lease Agreement, dated May 31, 1979, between Trinity Industries Leasing Company and Northern Petro Products, Ltd. (Assigned to Nova Energy) covering the following described railroad cars (Rider 1):

| <u>Number of Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|-----------------------------------|--|
| 32 | 34,000 Gal. 112J340W Tank Cars | TILX 300265-300271, 300273-300289,300291, 300293-300299 |

23. Railroad Car Lease Agreement, dated May 2, 1979, between Trinity Industries Leasing Company and El Paso Products Company covering the following described railroad cars (Rider 1):

| <u>Number of Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|-----------------------------------|---|
| 55 | 34,000 Gal. 112J340W Tank Cars | TILX 300120-300133, 300135-300141, 300143-300147, 300149-300158, 300160-300173, 300175-300179 |

24. Railroad Car Lease Agreement, dated March 28, 1989, between Trinity Industries Leasing Company and Petrowest Petroleum, Ltd. covering the following described railroad cars (Riders 1 & 3):

| <u>Number of Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|-----------------------------------|---|
| 24 | 112J340W 34,000 Gal. Tank Cars | TILX 300300,300302-300305, 300311,300316,300321, 300322,300325,300326, 300328,300329,300333, 300335-300344 |

25. Railroad Car Lease Agreement, dated March 12, 1982, between Trinity Industries Leasing Company and PPG Industries, Inc. covering the following described railroad cars (Rider 3):

| <u>Number of Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|------------------------------------|-----------------------|
| 6 | 17,015 Gal. 111A100W1 Tank Cars | TILX 160094-160099 |

26. Railroad Car Lease Agreement, dated November 8, 1990, between Trinity Industries Leasing Company and Canadian National Railways (Assigned to Southern Illinois Railcar) covering the following described railroad cars (Riders 1):

| <u>Number of Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|--|--------------------|
| 1 | 4,750 Cu. Ft. LO Covered Hopper Car | TILX 511477 |

27. Railroad Car Lease Agreement, dated July 23, 1991, between Trinity Industries Leasing Company and Sunrise Cooperative, Inc. (Assigned to Southern Illinois Railcar) covering the following described railroad cars (Rider 2):

| <u>Number of Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|---|--|
| 5 | 4,750 Cu. Ft. LO Covered Hopper Cars | TILX 511475,511476,511521, 511539,511574 |

28. 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 (Rider 4):

| <u>Number of Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|---|---------------------|
| 5 | 5,851 Cu. Ft. LO Covered Hopper Cars | TILX 59230-59234 |

29. Railroad Car Lease Agreement, dated July 1, 1987, between Trinity Industries Leasing Company and Union Carbide Corporation covering the following described railroad cars (Rider 3):

| <u>Number of Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|--------------------------------------|---------------------|
| 5 | 5,851 Cu. Ft. Covered Hopper Cars | TILX 58017-58021 |

30. Railroad Car Lease Agreement, dated June 24, 1992, between Trinity Industries Leasing Company and Windsor Chemicals, Inc. covering the following described railroad cars (Partial Rider 2):

| <u>Number of Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|------------------------------------|-----------------------|
| 4 | 23,589 Gal. 111A100W1 Tank Cars | TILX 260805-260808 |

31. Railroad Car Lease Agreement, dated July 23, 1991, between Trinity Industries Leasing Company and Sunrise Cooperative, Inc. (Assigned to Perdue Farms, Inc.) covering the following described railroad cars (Rider 2):

| <u>Number of Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|---|--------------------|
| 1 | 4,750 Cu. Ft. LO Covered Hopper Cars | TILX 511544 |