

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

RECORDATION NO. 11400 Z  
FILED 1425

RECORDATION NO. 11400 AA  
FILED 1425

JUN 29 1992 - 2:00 PM

INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION

June 29, 1992

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

RECORDATION NO. 11400 Y  
FILED 1425

JUN 29 1992 - 2:00 PM

INTERSTATE COMMERCE COMMISSION

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 June 26, 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 Fourth Supplement to Equipment Trust Agreement dated as of June 26, 1992 between the Company and the Trustee supplementing the Trust Agreement (the "Fourth 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 June 26, 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, Fourth 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-X.

*[Handwritten signatures and initials on the left margin]*

Mrs. Mildred Lee  
Interstate Commerce Commission  
June 29, 1992  
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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 Fourth 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 \$45.00 to cover the required recordation fees.

You are hereby authorized to deliver stamped copies of the Assignment, Fourth 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 June 26, 1992, between Trinity Industries Leasing Company and Bankers Trust Company, as successor Trustee, covering various railroad cars.

Secondary Documents.

Fourth Supplement to Equipment Trust Agreement dated as of June 26, 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

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Interstate Commerce Commission  
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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 June 26, 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

TRINITY INDUSTRIES LEASING COMPANY

Equipment Trust, Series 1

Bill of Sale

RECORDED NO. 11400-<sup>AA</sup> FILED 145

JUN 29 1992 2:22 PM

INTERSTATE COMMERCE COMMISSION

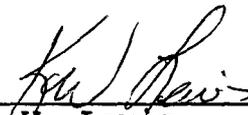
THIS AGREEMENT, DATED as of the 26th day of June, 1992, between TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation (hereinafter called "Seller"), and BANKERS TRUST COMPANY, a New York banking corporation, as successor Trustee (hereinafter called "Buyer"), pursuant to Section 5.06(b)(3) of the 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.

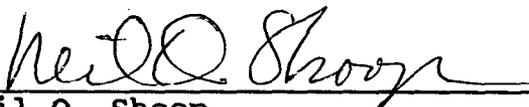
Seller hereby warrants that it has good and marketable title to the described rail cars and that Seller's title to the described rail cars is free from all liens and encumbrances (including any leasehold interests therein) other than the Existing Leases described in the attached Exhibit B, subleases 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   
K. W. Lewis  
Senior Vice President

(SEAL)

ATTEST:

  
Neil O. Shoop  
Assistant Secretary

STATE OF TEXAS           §  
                                  §  
COUNTY OF DALLAS       §

On this 26th day of June, 1992, before me personally appeared K. W. Lewis to me personally known, who being by me duly sworn, says that he is the Senior 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.

*Karen K. Gough*  
\_\_\_\_\_  
Notary Public

My Commission Expires:

\_\_\_\_\_

[SEAL]

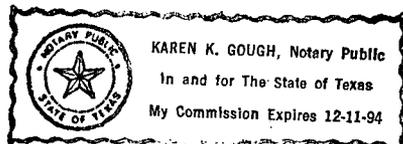


EXHIBIT A  
DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Nos.</u>
55 Hopper Cars	LO	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
49 Tank Cars	111A100W1	23,600 Gal.	TILX 260050-260065 260067-260099
1 Hopper Car	LO	4,750 Cu. Ft.	TILX 511499
36 Hopper Cars	LO	4,750 Cu. Ft.	TILX 1899 511459,511461 511463,511469 511471,511485 511487,511490 511495,511500 511502,511504 511506,511507 511512,511514 511515,511522 511535,511560 511562,511568 511573,511587 511591,511608 511614,511616 511629,511646 511654,511657 511661,511674 511682
8 Tank Cars	112J340W	34,090 Gal.	TILX 300347,300351 300362,300364 300387,300388 300392,300397

30 Tank Cars	112J340W	34,000 Gal.	TILX	300346,300348 300352,300354 300355 300357-300361 300365-300368 300371 300373-300375 300378 300380-300382 300384 300389-300391 300393,300395 300399,300400
10 Hopper Cars LO		5,850 Cu. Ft.	TILX	58002-58011
25 Tank Cars	112J340W	34,000 Gal.	TILX	300300 300302-300305 300311,300314 300316,300321 300322,300325 300326,300328 300329,300333 300335-300344
20 Tank Cars	112J340W	34,000 Gal.	TILX	300301 300306-300310 300312,300313 300315 300317-300320 300323,300324 300327 300330-300332 300334
7 Hopper Cars LO		4,750 Cu. Ft.	TILX	511475,511476 511521,511539 511544,511572 511574

EXHIBIT B

Description of Existing Leases

1. Railroad Car Net 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 July 16, 1979, between Trinity Industries Leasing Company and Oxirane Chemical Company (Name changed to ARCO Chemical) covering the following described railroad cars (Rider 2 & 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
49	111A100W1 23,600 Gal. Tank Cars	TILX 260050-260065 260067-260099

3. Railroad Car Lease Agreement, dated August 14, 1985, between Trinity Industries Leasing Company and Bartlett and Company, Grain covering the following described railroad cars (Partial Rider 3):

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

4. Railroad Car Lease Agreement, dated August 4, 1989, between Trinity Industries Leasing Company and Conoco Inc. covering the following described railroad cars (Partial Riders 1, 2 & 7):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
36	4,750 Cu. Ft. LO Covered Hopper Cars	TILX 1899 511459,511461 511463,511469 511471,511485 511487,511490 511495,511500 511502,511504 511506,511507 511512,511514 511515,511522 511535,511560 511562,511568 511573,511587 511591,511608 511614,511616 511629,511646 511654,511657 511661,511674 511682

5. 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 (Partial 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

6. 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):

<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

7. 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 cards (Rider 4):

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

8. 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>
25	112J340W 34,000 Gal. Tank Cars	TILX 300300 300302-300305 300311,300314 300316,300321 300322,300325 300326,300328 300329,300333 300335-300344

9. Railroad Car Lease Agreement, dated February 15, 1989, between Trinity Industries Leasing Company and Shell Canada Limited 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

10. Railroad Car Lease Agreement, dated July 23, 1991, between Trinity Industries Leasing Company and Sunrise Cooperative, Inc. covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
7	4,750 Cu. Ft. LO Covered Hopper Cars	TILX 511475,511476 511521,511539 511544,511572 511574