

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

2-233A012

August 13, 1992

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

RECORDATION NO 11400 FILED 1423

AUG 20 1992 12 05 PM

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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 August 13, 1992 (relating 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 Fifth Supplement to Equipment Trust Agreement dated as of August 13, 1992 between the Company and the Trustee supplementing the Trust Agreement (the "Fifth 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 August 13, 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, Fifth 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-CC.

*Handwritten signatures and initials on the left margin.*

Mrs. Mildred Lee  
Interstate Commerce Commission  
August 13, 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  
Four Albany Street  
New York, New York 10015

A description of the railroad equipment covered by each of the Assignment, the Fifth 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, Fifth 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 August 13, between Trinity Industries Leasing Company and Bankers Trust Company, as successor Trustee, covering various railroad cars.

Secondary Documents.

Fifth Supplement to Equipment Trust Agreement dated as of August 13, 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  
August 13, 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 August 13, 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

REGISTRATION NO. 11000-FR  
AUG 20 1992 - 12 05 PM  
INTERSTATE COMMERCE COMMISSION

Bill of Sale

THIS AGREEMENT, DATED as of the 13th day of August, 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*  
K. W. Lewis  
Senior Vice President

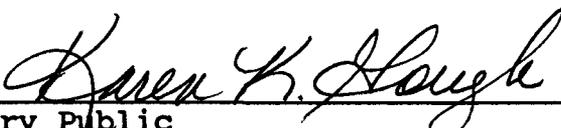
(SEAL)

ATTEST:

*Neil O. Shoop*  
Neil O. Shoop  
Assistant Secretary

STATE OF TEXAS       §  
                                  §  
COUNTY OF DALLAS   §

On this 13th day of August, 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.

  
\_\_\_\_\_  
Notary Public

My Commission Expires:

\_\_\_\_\_

[SEAL]

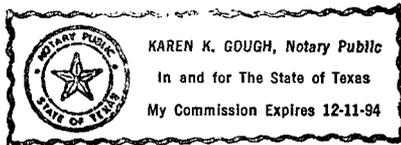


EXHIBIT A

DESCRIPTION OF TRUST EQUIPMENT

| <u>Quantity<br/>and Type</u> | <u>Class</u> | <u>Capacity</u> | <u>Initialed<br/>Car Nos.</u>                                     |
|------------------------------|--------------|-----------------|---|
| 7 Tank Cars                  | 112J340W     | 34,000 Gal.     | TILX 300369, 300370<br>300372, 300376<br>300385, 300386<br>300394 |
| 1 Hopper Car                 | LO           | 4,750 Cu. Ft.   | TILX 511477   |

EXHIBIT B

Description of Existing Leases

1. 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<br>34,000 Gal.<br>Tank Cars | TILX 300369, 300370<br>300372, 300376<br>300385, 300386<br>300394 |

2. Railroad Car Lease Agreement, dated November 8, 1990, between Trinity Industries Leasing Company and Canadian National Railways covering the following described railroad car (Partial Rider 1):

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