

# McGLINCHEY STAFFORD LANG

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SEP 1 1993 2:22 PM

August 31, 1993 STATE COMMERCE COMMISSION

SEP 1 1993 2:22 PM

2-244A031

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INTERSTATE COMMERCE COMMISSION

SEP 1 1993 2:22 PM

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

SEP 1 1993 2:22 PM

INTERSTATE COMMERCE COMMISSION

RE: Documents for Recordation  
Trinity Industries Leasing Company  
Equipment Trust (Series 1)

SEP 1 1993 2:22 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 Sixth Supplement to Equipment Trust Agreement, a primary document, dated as of August 30, 1993, between Trinity Industries Leasing Company and Bankers Trust Company, as Trustee;
2. Two (2) executed originals of an Assignment, a primary document, dated August 30, 1993, between Trinity Industries Leasing Company ("Assignor") and Bankers Trust Company, as Trustee ("Assignee");
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated August 30, 1993, between Trinity Industries Leasing Company ("Seller") and Bankers Trust Company, as Trustee ("Buyer"); and
4. Two (2) executed originals of a Bill of Sale, a secondary document, dated August 30, 1993 between Bankers Trust Company, as Trustee ("Seller") and Trinity Industries Leasing Company ("Buyer").

The enclosed Sixth Supplement, Assignment and Bill of Sale referenced in paragraphs 1, 2 and 3, above, relate to the Equipment Trust Agreement dated as of January 15, 1980 between Trinity Industries Leasing Company and Bankers Trust Company, as Trustee, which was filed and recorded under Recordation No. 11400 on January 22, 1980, along with an Assignment and Bill of Sale under

*A. Bratta*  
*C. Overly*

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MOTOR OPERATING UNIT

McGLINCHEY STAFFORD LANG  
A LAW CORPORATION

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Recordation Nos. 11400-A and 11400-B, respectively; the First Supplement to Equipment Trust Agreement dated as of November 30, 1989 between Trinity Industries Leasing Company and Bankers Trust Company, as Trustee, which was filed and recorded under Recordation No. 11400-M on November 30, 1989, along with an Assignment and Bill of Sale under Recordation Nos. 11400-L and 11400-N, respectively; the Second Supplement to Equipment Trust Agreement dated as of March 15, 1991 between Trinity Industries Leasing Company and Bankers Trust Company, as Trustee, which was filed and recorded under Recordation No. 11400-R on March 15, 1991, along with an Assignment and Bill of Sale under Recordation Nos. 11400-Q and 11400-S, respectively; the Third Supplement to Equipment Trust Agreement dated as of March 25, 1992 between Trinity Industries Leasing Company and Bankers Trust Company, as Trustee, which was filed and recorded under Recordation No. 11400-V on March 30, 1992, along with an Assignment and Bill of Sale under Recordation Nos. 11400-W and 11400-X, respectively; and the Fourth Supplement to Equipment Trust Agreement dated as of June 26, 1992 between Trinity Industries Leasing Company and Bankers Trust Company, as Trustee, which was filed and recorded under Recordation No. 11400-Z on June 29, 1992, along with an Assignment and Bill of Sale under Recordation Nos. 11400-Y and 11400-AA, respectively; and the Fifth Supplement to Equipment Trust Agreement dated as of August 13, 1992 between Trinity Industries Leasing Company and Bankers Trust Company, as Trustee, which was filed and recorded under Recordation No. 11400-DD on August 20, 1992, along with an Assignment and Bill of Sale under Recordation Nos. 11400-EE and 11400-FF, respectively.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to 40 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 Trinity Industries Leasing 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 Bankers Trust Company, the Trustee is Four Albany Street, P.O. Box 318, Church Street Station, New York, New York 10015.

The railroad equipment covered by the Sixth 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.

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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 Sixth Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Sixth 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) Sixth Supplement to Equipment Trust Agreement, a primary document, dated as of August 30, 1993, between Trinity Industries Leasing Company (as vendor and lessee), and Bankers Trust Company, as Trustee, and covering thirteen (13) railroad cars, and (ii) Assignment, a primary document, dated August 30, 1993, between Trinity Industries Leasing Company (as Assignor), and Bankers Trust Company, as Trustee, and covering thirteen (13) railroad cars.
- (b) Secondary Documents. Bill of Sale, a secondary document, dated August 30, 1993, between Trinity Industries Leasing Company (as Seller), and Bankers Trust Company, as Trustee (as Buyer), and covering various railroad cars, and connected to the Sixth Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated August 30, 1993, between Bankers Trust Company, as Trustee (Seller) and Trinity Industries Leasing Company (Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement dated as of January 15, 1980 referred to above.

Very truly yours,



Richard A. Fogel

RAF:ps  
Enclosures

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BILL OF SALE

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BANKERS TRUST COMPANY,  
AS SUCCESSOR TRUSTEE

FEDERAL RESERVE COMMISSION

TO

TRINITY INDUSTRIES LEASING COMPANY

Bankers Trust Company, as successor Trustee (the "Trustee"), in consideration of the sum of Ten Dollars (\$10.00) in hand paid and other good and valuable consideration, the receipt of which is hereby acknowledged, has bargained, sold, assigned and transferred, and by these presents does hereby bargain, sell, assign, and transfer unto Trinity Industries Leasing Company (the "Company"), a Delaware corporation, pursuant to Section 5.06(a) of that certain Equipment Trust Agreement dated as of January 15, 1980 (the "Agreement") by and between the Trustee and the Company and the Request delivered to the Trustee by the Company dated August 27, 1993, all the right, title and interest of the Trustee, as Trustee under the Agreement, in and to the 40 railcars (the "Trust Equipment") described on Exhibit A hereto covered by the Railroad Car Lease Agreement, dated August 4, 1989 (Partial Riders 1, 2 and 7) between the Company and Conoco, Inc. as described on Exhibit B, Item 4 to the Fourth Supplement to the Agreement dated as of June 26, 1992, the Railroad Car Lease Agreement, dated November 13, 1979 between the Company and South Soo Grain Company as described in Exhibit B, Item 10 to the Agreement, and the Railroad Car Lease Agreement dated April 24, 1979 between the Company and Bunge Corporation as described in Exhibit B, Item 11 to the Agreement, together with all right, title and interest of the Trustee in and to any and all existing leases or subleases in respect of the Trust Equipment as described on Exhibit B hereto (the "Existing Leases").

The Trustee hereby warrants that it has not caused any liens or encumbrances to have been placed on the Trust Equipment, other than the Existing Leases and the rights of the Company under the Agreement. EXCEPT AS EXPRESSLY SET FORTH ABOVE, THE TRUSTEE MAKES NO REPRESENTATION OR WARRANTY, EXPRESS OR IMPLIED, AS TO THE VALUE, TITLE, FREEDOM FROM LIENS, CONDITION, DESIGN, OPERATION, MERCHANTABILITY OR FITNESS FOR USE OF THE EQUIPMENT OR ANY OTHER REPRESENTATION OR WARRANTY WHATSOEVER.

IN WITNESS WHEREOF, Bankers Trust Company as successor trustee has caused this Bill of Sale to be executed by its duly authorized officers and its corporate seal to be hereunto affixed, duly attested, this 30th day of August, 1993.

BANKERS TRUST COMPANY

By: Cara Buchanan  
Vice President

Attest:

Mary J. [Signature]  
Assistant Vice President



Series 1

EXHIBIT A

| <u>QUANTITY<br/>&amp; TYPE</u> | <u>CLASS</u> | <u>CAPACITY</u> | <u>INITIALED<br/>CAR NUMBERS</u>  |
|--------------------------------|--------------|-----------------|---|
| 3 HOPPER                       | LO           | 4,750 CU FT.    | TILX 511023,<br>511028, 511038  |
| 1 HOPPER                       | LO           | 4,750 CU FT.    | TILX 510601   |
| 36 HOPPER                      | LO           | 4,750 CU FT.    | TILX 1899, 511459<br>511461, 511463<br>511469, 511471<br>511485, 511487<br>511490, 511495<br>511500, 511502<br>511504, 511506<br>511507, 511512<br>511514, 511515<br>511522, 511535<br>511560, 511562<br>511568, 511573<br>511587, 511591<br>511608, 511614<br>511616, 511629<br>511646, 511654<br>511657, 511661<br>511674, 511682 |

**EXHIBIT B**

Railroad Car Lease Agreement, dated November 13, 1979, between Trinity Industries Leasing Company and South Soo Grain Company covering the following described railroad cars:

| <u>Number of Cars</u> | <u>Type</u>                                | <u>Car Numbers</u> |
|-----------------------|--|--------------------|
| 1                     | 4,750 Cu. Ft.<br>LO Covered<br>Hopper Cars | TILX 510601        |

Railroad Car Lease Agreement, dated April 24, 1979, between Trinity Industries Leasing Company and Bunge Corporation covering the following described railroad cars (Rider 9):

| <u>Number of Cars</u> | <u>Type</u>                                | <u>Car Numbers</u>            |
|-----------------------|--|-------------------------------|
| 3                     | 4,750 Cu. Ft.<br>LO Covered<br>Hopper Cars | TILX 511023, 511028<br>511038 |

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 and 7):

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