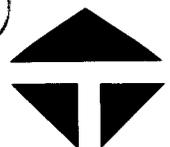


TRINITY INDUSTRIES LEASING COMPANY

A Subsidiary of Trinity Industries, Inc.

4



14515-

RECORDATION NO. U, V, W, X FILED 1404

OCT 27 1995 1 00 PM

October 25, 1995

Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue N.W.
Washington, D.C. 20423
Attention: Recordation, Room 2311

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

LIENSING BRANCH
OCT 27 1 29 PM '95

Dear Ladies and Gentlemen:

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:

Counterparts - Michael Peterson

U-

1. Two (2) executed originals of Seventh Supplement to Equipment Trust Agreement, a primary document, dated as of October 25, 1995, between Trinity Industries Leasing Company (the "Company") and NationsBank of Texas, N.A. (formerly NCNB Texas National Bank), as Trustee (the "Bank");

V-

2. Two (2) executed originals of an Assignment, a primary document, dated October 25, 1995, between the Company ("Assignor") and the Bank, as Trustee ("Assignee");

W

3. Two (2) executed originals of a Bill of Sale, a secondary document, dated October 25, 1995, between the Company ("Seller") and the Bank, as Trustee ("Buyer"); and

Z

4. Two (2) executed originals of a Bill of Sale, a secondary document, dated October 25, 1995, between the Bank, as Trustee ("Seller") and the Company ("Buyer").

The enclosed Seventh 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; the Third Supplement to Equipment Trust Agreement dated as of August 30, 1994, between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 14545-E on August 30, 1994, along with an Assignment and Bill of Sale under Recordation Nos. 14545-F and 14545-G; the Fourth Supplement to Equipment Trust Agreement dated as of September 23, 1994, between the Company and the Bank, as Successor Trustee, which was filed and recorded under Recordation No. 14545-I on September 28, 1994, along with Assignment and Bill of Sale under Recordation Nos. 14545-J & 14545-K; the Fifth Supplement to Equipment Trust Agreement dated as of March 17, 1995, between the Company and the Bank, as Successor Trustee, which was filed and recorded under Recordation No. 14515-M on March 21, 1995, along with Assignment and Bill of Sale under Recordation Nos. 14515-N & 14515-O; and the Sixth Supplement to Equipment Trust Agreement dated as of September 25, 1995, between the Company and the Bank, as Successor Trustee, which was filed and recorded under Recordation No. 14515-Q on September 25, 1995, along with Assignment and Bill of Sale under Recordation Nos. 14515-R & 14515-T; respectively. ✓

The enclosed Bill of Sale referenced in paragraph 4, above, relates to 2 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 2000 Gardner Expressway, Quincy, Illinois 62306-0867, and the address of the Bank, the Trustee is 901 Main Street, Dallas, Texas 75202.

The railroad equipment covered by the Seventh 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 \$84.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Seventh Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Seventh 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) Seventh Supplement to Equipment Trust Agreement, a primary document, dated as of October 25, 1995, between the Company (as vendor and lessee), and the Bank, as Trustee, and covering One (1) railroad car, and (ii) Assignment, a primary document, dated October 25, 1995, between the Company (as Assignor), and the Bank, as Trustee, and covering One (1) railroad car.

- (b) Secondary Documents. Bill of Sale, a secondary document, dated October 25, 1995, between the Company (as Seller), and the Bank, as Trustee (as Buyer), and covering various railroad cars, and connected to the Seventh Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated October 25, 1995, 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

RAF:ps

Enclosures



Interstate Commerce Commission
Washington, D.C. 20423-0001

10/27/95

Office Of The Secretary

Alice D. Buchanan
Trinity Industries Leasing Company
2705 S. State Street
P. O. Box 548
Chicago, Illinois (Heights, IL. 60411

Madam:

Dear

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/27/95 at 1:30PM , and assigned recordation number(s). 14515-U, V, W, X, 14864-R, S, T, U, 15195-Y, Z, AA, BB, 16017-DDD, EEE, FFF, GGG, 17848-N and 18075-T.

Sincerely yours.

Vernon A. Williams
Secretary

Enclosure(s)

\$ 378.00 The amount indicated at the left has been received in payment of a fee in connection with document filed on the date shown. This receipt is issued for the amount paid and in no way indicate acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

TRINITY INDUSTRIES LEASING COMPANY

(Series 3-7)

Equipment Trust, Series 3

Bill of Sale

RECORDATION NO. 14515-11
OCT 27 1995 - 1 00 PM

THIS AGREEMENT, dated the 25th day of October, 1995, between Trinity Industries Leasing Company, a Delaware Corporation, (hereinafter called "Seller"), and NationsBank of Texas, N.A. (formerly known as NCNB Texas National Bank), a national banking association, as successor Trustee (hereinafter called "Buyer"), as contemplated by the Seventh Supplement to Equipment Trust Agreement dated as of October 25, 1995, supplementing and amending the Equipment Trust Agreement dated as of December 15, 1984 (the "Equipment Trust Agreement"), between Seller and Buyer.

WITNESSETH

That 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, its successors and assigns, the following described equipment:

The One (1) railroad car described in Exhibit A and more particularly identified in Exhibit B and incorporated by reference herein (the "Equipment").

Seller hereby warrants that Seller has good and marketable title to the Equipment, that Seller's title to the Equipment is free from all liens and encumbrances (including any leasehold interests therein) other than the Existing Leases described in the attached Exhibit A, the Assignment of even date herewith between the 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 Equipment 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]

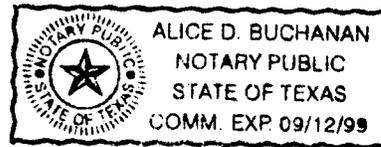
ATTEST:

Neil O. Shoop
Assistant Secretary

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

On this ~~27~~ day of October, 1995 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, the 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.

Alice D. Buchanan
Signature of Notary Public



My Commission expires:

EXHIBIT A

1. Railroad Car Lease Agreement, dated August 3, 1995, between Trinity Industries Leasing Company and Arcadian Fertilizer L.P. covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	18,372 Gal. 111A60W7 Tank Cars	TILX 200118

EXHIBIT B
DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
1 Tank Car	111A60W7	18,372 Gal.	TILX 200118	10/95