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LAW OFFICES
McGLINCHEY STAFFORD LANG
A PROFESSIONAL LIMITED LIABILITY COMPANY

NEW ORLEANS
HOUSTON
BATON ROUGE
LITTLE ROCK
JACKSON
FORT SMITH
LAKE PROVIDENCE

2777 STEMMONS FREEWAY
SUITE 925
DALLAS, TEXAS 75207

TELEPHONE (214) 634-3939
FAX (214) 634-3971
DIRECT DIAL:

14515-
P Y + Z

December 21, 1995

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

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

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 Termination and Release Agreement, a primary document, dated as of December 21, 1995, between Trinity Industries Leasing Company (the "Company") and The Bank of New York, as successor Trustee to Nationsbank of Texas, N.A. (together with its Trustee predecessors herein sometimes referred to as the "Bank");
2. Two (2) executed originals of a Bill of Sale, a secondary document, dated December 21, 1995 between the Bank, as Trustee ("Seller") and the Company ("Buyer").

The enclosed Termination and Release Agreement and Bill of Sale referenced in paragraphs 1 and 2, above, relate to the Equipment Trust Agreement dated as of December 15, 1984 between the Company and the Bank, as Successor 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. 14515-A and 14515-B, respectively; the First Supplement to Equipment Trust Agreement dated as of November 20, 1989 between the Company and the Bank, as Successor 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

Counterpart - Mervin P. ...

LAW OFFICES
McGLINCHEY STAFFORD LANG
A PROFESSIONAL LIMITED LIABILITY COMPANY

Secretary
December 21, 1995
Page 2

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 an Assignment and Bill of Sale under Recordation Nos. 14545-J and 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 an Assignment and Bill of Sale under Recordation Nos. 14515-N and 14515-O; 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 an Assignment and Bill of Sale under Recordation Nos. 14515-R and 14515-T; and the Seventh Supplement to Equipment Trust Agreement dated as of October 25, 1995 between the Company and the Bank, as Successor Trustee, which was filed and recorded under Recordation No. 14515-U on October 27, 1995, along with an Assignment and Bill of Sale under Recordation Nos. 14515-V and 14515-W; **PROVIDED, HOWEVER,** in connection with the enclosed Termination and Release Agreement, you should be aware of the recordation errors made in the filings referenced above in connection with the Third and Fourth Supplements under Recordation Nos. 14545-E, F, G, I, J and K, which were the subject of my letter to the ICC of March 23, 1995 (copy attached).

The enclosed Bill of Sale referenced in paragraph 2, above, relates to the 850 railcars and the leases thereof subject to the said Equipment Trust Agreement that were released from the Equipment Trust and assigned by the said Trustee to the Company in complete termination of the leases of said railcars to the Company pursuant to the said Equipment Trust Agreement.

The address of Trinity Industries Leasing Company is 2000 Gardner Expressway, Quincy, Illinois 62306-0867, and the address of the Bank, the Successor Trustee, is 101 Barclay Street (21W), New York, New York 10286.

Enclosed is our firm's check in the amount of \$42.00 to cover the recordation fee.

McGLINCHEY STAFFORD LANG
A PROFESSIONAL LIMITED LIABILITY COMPANY

Secretary
December 21, 1995
Page 3

You are hereby authorized to deliver any unneeded copies of the Termination and Release Agreement and the Bill 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 Document. (i) Termination and Release Agreement, a primary document, dated as of December 21, 1995, between the Company and the Bank, as Trustee, and covering 850 railroad cars.
- (b) Secondary Document. Bill of Sale, a secondary document, dated December 21, 1995, between the Bank, as Trustee (as Seller) and the Company (as Buyer), and covering 850 railroad cars, and connected to the Equipment Trust Agreement dated as of December 15, 1984, and the Termination and Release Agreement dated as of December 21, 1995, referred to in paragraph (a) above.

Very truly yours,



Richard A. Fogel

RAF/sg
Enclosures

LAW OFFICES
McGLINCHEY STAFFORD LANG
A PROFESSIONAL LIMITED LIABILITY COMPANY

NEW ORLEANS
HOUSTON
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2777 STEMMONS FREEWAY
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DALLAS, TEXAS 75207

TELEPHONE (214) 634-3939
FAX (214) 634-3971
DIRECT DIAL:

March 23, 1995

(214) 634-6563

Secretary
Interstate Commerce Commission
12th Street and Constitution Ave. N.W.
Room 2311, Recordation Desk
Washington, D.C. 20423

Re: Trinity Industries Leasing Company
Equipment Trust Agreement (Series 3)
ICC - Recordation No. 14515
Recordation Date 12/27/84

Dear Sir or Madam:

I am counsel to Trinity Industries Leasing Company (the "Company") and, in particular, handled the above referenced matter. Since the original filing at the ICC on December 27, 1984, the Company has filed a number of documents, including those associated with supplements to the original Equipment Trust Agreement. In that regard, I am enclosing a copy of your First Record Sheet for Recordations that our agent recently obtained for us.

As you will note, subsequent filings were made under Recordation Nos. 14515-A through L for the time period December 27, 1984 through September 1, 1993; however, our next filing, made on August 30, 1994, was assigned Recordation No. 14545-E and subsequent filings were made under Recordations Nos. 14545-F through L for the time periods through September 28, 1994.

Perhaps the change from No. 14515 to No. 14545 can be explained by a review of the enclosed copy of our transmittal letter, dated August 30, 1994, which relates to filings for the 3rd Supplement to the Equipment Trust Agreement. As you will note, the last paragraph of page 1 references the filings of the Equipment Trust Agreement under Recordation No. 14515, but, due to typographical error, shows the Assignment and Bill of Sale filings under Recordation Nos. 14545-A and 14545-B, even though the

McGLINCHEY STAFFORD LANG
A LAW CORPORATION

remaining filings are shown at the top of page 2 to have been filed under No. 14515.

We are concerned that the change of numbering may cause confusion in that Recordation Nos. 14545 and 14545-A through D relate to filings by Atchison, Topeka and Santa Fe Railway Co. and IteI Rail Corp. We would appreciate your direction or advice as to how these documents of the Company that bear Recordation Nos. 14545-E through L, as shown on the Record Sheet, can be reassigned letters under No. 14515. In this regard, we note that documents that were recently filed for the Company on March 21, 1995 have been assigned Recordation Nos. 14515-M through P.

Thank you for your assistance and cooperation in this matter.

Very truly yours,



Richard A. Fogel

RAF/slg
DDD0711D

McGLINCHEY STAFFORD LANG
A LAW CORPORATION

bcc: Alice Buchanan

DDD0711D

OFFICE OF THE SECRETARY
FIRST RECORD SHEET FOR RECORDATIONS

NUMBER	DATE AND TIME	ITEM	DOCUMENT RECORDED
14515 \$10	12/27/84 11:05am	Trinity Industries Leasing Company E.B. Breeding	Equipment Trust Agreement Dtd <i>12/15/84</i>
<i>14515 A</i> \$10	"	Gardener Carton & Douglas 1875 I Street N.W. Suite 1050 Washington, D.C. 20006	Assignment Dtd. <i>12/27/84</i>
14515 <i>B</i> \$10	"	"	Bill Of Sale Dtd. 12/27/84
14515-C \$10	9/9/85 10:25am	Richard A. Fogel Jenkins & Gilchrist 2200 Interfrist One Dallas, Texas 75202	Assignment Dtd. 8/15/85
14515-D \$13	7/25/89K. 1:00PM	W. Lewis	Assignment dtd. 7/19/89
14515-E \$ 15	11/29/89 11:40AM	F. Dean Phelps Trinity Industries Leasing Company 3910 Washington Avenue Houston, Texas 77007	Assignment. dtd. 11/20/89.
14515-F \$ 15	11/29/89 11:40AM	"	" First supplement to Equipment trust agreement. dtd. 11/20/89.
14515-G \$ 15	11/29/89 11:40AM	"	" Bill of Sale. dtd. 11/20/89.
14515-H \$15	7/27/90 1:05PM	"	" Assignment. dtd. 7/14/90.
14515-I \$16	9/1/93 2:05pm	Richard A Fogel McGlinchey Stafford & Lang 2777 Stemmons Freeway Dallas Texas 75207	Second Supple. to Equip. Trust Agree Dtd. 8/30/93
14515J \$16	"	"	Assignment Dtd. 8/30/93
14515-K \$16	"	"	Bill Of Sale Dtd 8/30/93

See next door

OFFICE OF THE SECRETARY

FIRST RECORD SHEET FOR RECORDATIONS

NUMBER	DATE AND TIME	ITEM	DOCUMENT RECORDED
14515- L \$16	9/1/93 2:05pm	Trinity Industries Leasing Co, Richard A Fogel McGlinchey Stafford & Lang 2777 Stemmons Freeway Dallas Texas 75207	Bill Of Sale Dtd 8/30/93

OFFICE OF THE SECRETARY

FIRST RECORD SHEET FOR RECORDATIONS

NUMBER	DATE AND TIME	ITEM	DOCUMENT RECORDED
14545 \$10	1/14/85 2:50pm	Atchison, Topeka & Santa Fe Railway Co. Denise M. Bottarini	Sublease Agreement Dtd. 11/1/84
14545-A \$10	8/5/85 1:15pm	Itel Rail Corp. 55 Francisco San Francisco, Calif. 94111	Assign. Of Sublease & Agreem. Dtd. 11/29/84
14545-B \$10	9/25/85 1:45pm	"	Assign. Of Sublease & Agreem. Dtd. 9/19/85
14545-C \$13	9/1/89 11:20AM	Patricia Schumacker Itel Rail Corporation 55 Francisco St. San Francisco, CA. (4133)	release and assign ment of collateral and termination of dtd. 8/30/89.
14545-D \$13	9/6/89 11:50AM	"	" Full release and termination of assignment agree ment. dtd. 8/11/89
14545-E \$18	8/30/94 4:00PM	ALICE D. BUCHANAN TRINITY INDUSTRIES LEASING COMPANY 2705 S. STATE STREET P O BOX 548 CHICAGO HEIGHTS IL 60411	3RD SUPPLEMENT TO EQUIPMENT TRUST AGREEMENT Dtd. 8/30/94.
14545-F \$18	8/30/94 4:00PM	"	" ASSIGNMENT DTD. 8/30/94
14545-G \$18	8/30/94 4:00PM	"	" BILL OF SALE DTD. 8/30/94.
14545-H \$18	8/30/94 4:00PM	"	" BILL OF SALE DTD. 8/30/94.
14545-I \$18	9/28/94 3:05PM	"	" Fourth Suppl- to Equip., Trust Agree ment. dtd. 9/23/94
14545-J \$18	9/28/94 3:05PM	"	" Assignment. dtd. 9/23/94.
14545-K \$18	9/28/94 3:05PM	"	" Equipment Trust Series 3, Bill of Sale. dtd. 9/23/94.
14545-L \$18	9/28/94 3:05PM	"	" Bill of Sale. dtd. 9/23/94. (National Bank of Texas, NA

TRINITY INDUSTRIES LEASING COMPANY

A Subsidiary of Trinity Industries, Inc.



August 30, 1994

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

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

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 Third Supplement to Equipment Trust Agreement, a primary document, dated as of August 30, 1994, between Trinity Industries Leasing Company (the "Company") and NationsBank of Texas, N.A. (formerly NCNB Texas National Bank), as Trustee (the "Bank");
2. Two (2) executed originals of an Assignment, a primary document, dated August 30, 1994, between the Company ("Assignor") and the Bank, as Trustee ("Assignee");
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated August 30, 1994, between the Company ("Seller") and the Bank, as Trustee ("Buyer"); and
4. Two (2) executed originals of a Bill of Sale, a secondary document, dated August 30, 1994, between the Bank, as Trustee ("Seller") and the Company ("Buyer").

The enclosed Third 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, respectively.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to 257 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 2705 State Street, Chicago Heights, Illinois, and the address of the Bank, the Trustee is 901 Main Street, Dallas, Texas 75202.

The railroad equipment covered by the Third 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 \$64.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Third Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Third 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) Third Supplement to Equipment Trust Agreement, a primary document, dated as of August 30, 1994, between the Company (as vendor and lessee), and the Bank, as Trustee, and covering One Hundred and Ninety One (191) railroad cars, and (ii) Assignment, a primary document, dated August 30, 1994, between the Company (as Assignor), and the Bank, as Trustee, and covering One Hundred and Ninety One (191) railroad cars.
- (b) Secondary Documents. Bill of Sale, a secondary document, dated August 30, 1994, between the Company (as Seller), and the Bank, as Trustee (as Buyer), and covering various railroad cars, and connected to the Third Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated August 30, 1994, 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

ab
ICC-hr.3-3

Enclosures

ICC-hr.7-7



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

12/26/95

Office Of The Secretary

Richard A. Fogel
McGlinchey Stafford Lang
2777 Stemmons Freeway, Ste. 925
Dallas, Texas 75207

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/26/95 at 1:55PM. , and assigned recordation number(s). 14515-Y and Z., 15195-CC, DD, EE, FF., 14864-V, W, X and Y., 16017-HHH, III, JJJ and KKK., 17520-Z, AA, BB and CC., and 18275-H, I, J and K.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

(0100903019)
(0100903020)
(0100903021)
(0100902035)
(0100902036)
(0100902037)

\$ 462.00 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

14515-2
9

BILL OF SALE

THE BANK OF NEW YORK
AS SUCCESSOR TRUSTEE
TO
TRINITY INDUSTRIES LEASING COMPANY

The Bank of New York, 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 5.05 of that certain Equipment Trust Agreement dated as of December 15, 1984 (the "Agreement") by and between the Trustee and the Company and the Request delivered to the Trustee by the Company dated December 13, 1995, all the right, title and interest of the Trustee, as Trustee under the Agreement, in and to the 850 railcars (the "Trust Equipment") described on Exhibit A hereto covered by the Railroad Car Lease Agreements described on Exhibit B hereto, 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 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, The Bank of New York, 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 21st day of December, 1995.

THE BANK OF NEW YORK

By: *[Signature]*
Vice President

Attest:

[Signature]
Assistant Vice President

MARY LA GUMINA
ASSISTANT VICE PRESIDENT

STATE OF NEW YORK §
 §
COUNTY OF NEW YORK §

On this 21ST day of December, 1995, before me personally appeared WALTER N. GITLIN, to me personally known, who being by me duly sworn, says that she/he is the VICE PRESIDENT of The Bank of New York, 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.



Signature of Notary Public

My Commission Expires:

WILLIAM J. CASSELS
Notary Public, State of New York
No. 01CA5027729
Qualified in Bronx County
Certificate Filed in New York County
Commission Expires May 16,

DDD088EB

EXHIBIT A
DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
8 Tank Cars	111A100W1	23,635 Gal.	TILX 260134, 260138, 260139, 260142, 260154, 260156, 260158, 260162	01/81
97 Tank Cars	111A100W1	23,635 Gal.	TILX 260131-260133, 260135-260137, 260140-260141, 260143-260153, 260155, 260157, 260159-260161, 260163-260227, 260283-260290	10/80
10 Tank Cars	111A100W1	23,635 Gal.	TILX 260231, 260232, 260234, 260236-260242	01/81
3 Hopper Cars	Lo	4,750 cu. ft.	TILX 510992, 511233, 511356	09/80
4 Tank Cars	112J340W	34,000 Gal.	TILX 300407, 300422, 300424, 300426	07/80
25 Tank Cars	111A100W1	23,636 Gal.	MKT 100400-100424	08/81
35 Tank Cars	112J400W	33,500 Gal.	TILX 30001-30035	09/80
40 Tank Cars	111A100W2	13,500 Gal.	TILX 100000-100039	09/80
76 Hopper Cars	Lo	4,750 cu. ft.	TIMX 302004-302010, 302014, 302016, 302121, 302022, 302024-302028, 302030-302034, 302038, 302040, 302042, 302044-302048, 302050, 302051, 302053, 302055-302057, 302061, 302063, 302065, 302066, 302068, 302069, 302071, 302073, 302074, 302076, 302079, 302081, 302083, 302085-302087, 302090, 302093, 302096, 302097, 302103, 302105, 302106, 302108-302110, 302112, 302113, 302116-	03/81

(Continued)

EXHIBIT A

Series 3

			302119, 302125, 302130, 302136, 302137, 302142- 302144, 302154, 302158	
10 Tank Cars	111A100W1	21,000 Gal.	TILX 220003-220012	10/80
48 Tank Cars	111A100W1	23,600 Gal.	TILX 260050-260052 260054-260065, 260067- 260099	03/80
14 Tank Cars	112J340W	34,000 Gal.	TILX 300205, 300206, 300210, 300211, 300222, 300226, 300229, 300234, 300236, 300244, 300248, 300252, 300253, 300261	01/80
7 Tank Cars	112J340W	34,000 Gal.	TILX 300369, 300370, 300372, 300376, 300385, 300386, 300394	07/80
6 Tank Cars	112J340W	34,000 Gal.	TILX 300405, 300406, 300416, 300418, 300425, 300427	07/80
11 Tank Cars	111A100W1	23,500 Gal.	TILX 260000, 260007 260008, 260011, 260019, 260022, 260027, 260030, 260033, 260038, 260042	01/80
6 Tank Cars	111A100W3	17,641 Gal.	STMX 000600-000605	08/84
44 Hopper Cars	Lo	4,750 cu. ft.	TILX 511164-511201 TILX 511203-511208	01/80
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	01/80
1 Tank Car	111A60W7	18,372 Gal.	TILX 200118	10/95
3 Tank Cars	111A100W1	21,004 Gal.	TILX 220000-220002	10/80
8 Tank Cars	112J340W	34,000 Gal.	TILX 300791-300798	12/82
45 Tank Cars	111A100W3	17,604 Gal.	TILX 170000-170011 TILX 170013-170045	05/81
25 Tank Cars	105A500W	20,110 Gal.	TILX 400321-400345	12/94

(Continued)

EXHIBIT A

Series 3

26 Tank Cars	111A100W1	29,947 Gal.	TILX 190252, 190257-190259, 190261-190282	02/95
32 Tank Cars	105A500W	20,110 Gal.	TILX 400361-400392	05/95
5 Tank Cars	111A100W1	23,635 Gal.	TILX 260228-260230	01/81
			TILX 260233, 260235	
87 Tank Cars	111A100W1	23,635 Gal.	TILX 260291-260315	12/82
			TILX 260317-260342	
			TILX 260344-260352	
			TILX 260354-260380	
20 Hopper Cars	Lo	4,750 cu. ft.	TILX 511714-511733	03/84
25 Tank Cars	111A100W3	17,641 Gal.	MNCX 001000-001024	09/84
24 Tank Cars	111A100W1	30,000 Gal.	TILX 190000-190007	01/80
			TILX 190009-190024	
32 Tank Cars	112J340W	34,000 Gal.	TILX 300265-300271	01/80
			TILX 300273-300289	
			TILX 300291, 300293-300299	
2 Tank Cars	111A100W1	16,664 Gal.	TILX 160018, 160054	10/88
1 Tank Car	112J340W	34,000 Gal.	TILX 300256	03/80
2 Tank Cars	111A100W1	17,015 Gal.	TILX 160056, 160057	06/89
3 Tank Cars	111A100W2	13,946 Gal.	TILX 100359-100361	03/89
10 Spine Cars	Lo	70-Ton	SO 1000-1009	12/94

**EXHIBIT B
DESCRIPTION OF LEASES**

1. Railroad Car Lease Agreement, dated January 21, 1981, between Trinity Industries Leasing Company and Clinton Corn Processing Company (acquired by ADM Transportation Company) covering the following described railroad cars:

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
8	23,635 Gal. 111A100W1 Tank Cars	TILX 260134, 260138 260139, 260142, 260154, 260156, 260158, 260162

2. Railroad Car Lease Agreement, dated September 2, 1980, between Trinity Industries Leasing Company and Bunge Edible Oil Corporation covering the following described railroad cars:

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
97	23,635 Gal. 111A100W1 Tank Cars	TILX 260131-260133, 260135-260137, 260140- 260141, 260143-260153, 260155, 260157, 260159- 260161, 260163-260227, 260283-260290

3. Railroad Car Lease Agreement, dated October 20, 1980, between Trinity Industries Leasing Company and American Hoechst Corporation, covering the following described railroad cars:

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	23,635 Gal. 111A100W1 Tank Cars	TILX 260231, 260232, 260234, 260236-260242

(Continued)

EXHIBIT B

Series 3

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

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
3	4750 cu. ft. Lo Covered Hopper Cars	TILX 510992, 511233 511356

5. Railroad Car Lease Agreement, dated September 28, 1979, between Trinity Industries Leasing Company and Conoco, Inc. covering the following described railroad cars:

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
4	34,000 Gal. 112J340W Tank Cars	TILX 300407, 300422 300424, 300426

6. Railroad Car Lease Agreement, dated March 10, 1981, between Trinity Industries Leasing Company and Missouri-Kansas-Texas Railroad Company covering the following described railroad cars:

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
25	23,636 Gal. 111A100W1 Tank Cars	MKT 100400-100424

7. Railroad Car Lease Agreement, dated May 7, 1980, between Trinity Industries Leasing Company and Shell Oil Company covering the following described railroad cars:

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
35	33,500 Gal. 112J400W Tank Cars	TILX 30001-30035

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8. Railroad Car Lease Agreement, dated May 29, 1980, between Trinity Industries Leasing Company and Tulsa Chemical Company covering the following described railroad cars:

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
40	13,500 Gal. 111A100W2 Tank Cars	TILX 100000-100039

9. Railroad Car Lease Agreement, dated March 30, 1982, between Trinity Industries Leasing Company and United States Borax & Chemical Company covering the following described railroad cars:

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
76	4,750 cu. ft. Lo Covered Hopper Cars	TIMX 302004-302010, 302014, 302016, 302021, 302022, 302024-302028, 302030-302034, 302038, 302040, 302042, 302044- 302048, 302050, 302051, 302053, 302055-302057, 302061, 302063, 302065, 302066, 302068, 302069, 302071, 302073, 302074, 302076, 302079, 302081, 302083, 302085-302087, 302090, 302093, 302096, 302097, 302103, 302105, 302106, 302108-302110, 302112, 302113, 302116- 302119, 302125, 302130, 302136, 302137, 302142- 302144, 302154, 302158

10. Railroad Car Lease Agreement, dated July 2, 1980, between Trinity Industries Leasing Company and Westvaco Corporation, covering the following described railroad cars:

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	21,000 Gal. 111A100W1 Tank Cars	TILX 220003-220012

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11. Railroad Car Lease Agreement, dated July 16, 1979, between Trinity Industries Leasing Company and Oxirane Chemical Company (acquired by ARCO Chemical) covering the following described railroad cars (Riders 2 and 3):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
48	23,600 Gal. 111A100W1 Tank Cars	TILX 260050-260052, 260054-260065, 260067- 260099

12. Railroad Car Lease Agreement, dated May 25, 1979, between Trinity Industries Leasing Company and ARCO Chemical Company covering the following described railroad cars (Partial Rider 4):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
14	34,000 Gal. 112J340W Tank Cars	TILX 300205, 300206, 300210, 300211, 300222, 300226, 300229, 300234, 300236, 300244, 300248, 300252, 300253, 300261

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

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

14. Railroad Car Lease Agreement, dated March 30, 1989, between Trinity Industries Leasing Company and Air Products & Chemicals, Inc. covering the following described railroad cars (Partial Rider 2)

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
6	34,000 Gal. 112J340W Tank Cars	TILX 300405, 300406, 300416, 300418, 300425, 300427

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15. Railroad Car Lease Agreement, dated February 15, 1980, between Trinity Industries Leasing Company and Ashland Oil, Inc. covering the following described railroad cars (Partial Rider 8):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
11	23,500 Gal. 111A100W1 Tank Cars	TILX 260000, 260007, 260008, 260011, 260019, 260022, 260027, 260030, 260033, 260038, 260042

16. 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:

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
6	17,641 Gal. 111A100W3 Tank Cars	STMX 000600-000605

17. Railroad Car Lease Agreement, dated October 17, 1979, between trinity Industries Leasing Company and Landmark, Inc. covering the following described railroad cars:

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
44	4,750 cu. ft. Lo Covered Hopper Cars	TILX 511164-511201 TILX 511203-511208

18. 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:

<u>Number or 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,

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511638, 511656, 511675,
511678, 511679, 511684-
511708

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

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

20. Railroad Car Lease Agreement, dated February 15, 1980, between Trinity Industries Leasing Company and Ashland Oil, Inc. covering the following described railroad cars:

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
3	21,004 Gal. 111A100W1 Tank Cars	TILX 220000-220002

21. Railroad Car Lease Agreement, dated February 15, 1980, between Trinity Industries Leasing Company and Ashland Oil, Inc. covering the following described railroad cars:

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
8	34,000 Gal. 112J340W Tank Cars	TILX 300791-300798

22. Railroad Car Lease Agreement, dated May 17, 1979, between Trinity Industries Leasing Company and Cargill, Inc. covering the following described railroad cars:

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
45	17,604 Gal. 111A100W3 Tank Cars	TILX 170000-170011 TILX 170013-170045

(Continued)

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23. Railroad Car Net Lease Agreement, dated May 17, 1979, between Trinity Industries Leasing Company and Cargill, Inc. covering the following described railroad cars:

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
25	20,110 Gal. 105A500W Tank Cars	TILX 400321-400345

24. Railroad Car Lease Agreement, dated May 17, 1979, between Trinity Industries Leasing Company and Cargill, Inc. covering the following described railroad cars:

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
26	29,947 Gal. 111A100W1 Tank Cars	TILX 190252, 190257- 190259, 190261-190282

25. Railroad Car Lease Agreement, dated May 17, 1979, between Trinity Industries Leasing Company and Cargill, Inc. covering the following described railroad cars:

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
32	20,110 Gal. 105A500W Tank Cars	TILX 400361-400392

26. Railroad Car Lease Agreement, dated October 20, 1980, between Trinity Industries Leasing Company and American Hoechst Corporation covering the following described railroad cars:

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
5	23,635 Gal. 111A100W1 Tank Cars	TILX 260228-260230, TILX 260233, 260235

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27. Railroad Car Lease Agreement, dated March 6, 1981, between Trinity Industries Leasing Company and Swift Independent Packing Company covering the following described railroad cars:

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
87	23,635 Gal. 111A100W1 Tank Cars	TILX 260291-260315 TILX 260317-260342 TILX 260344-260352 TILX 260354-260380

28. Railroad Car Net Lease Agreement, dated March 22, 1984, between Trinity Industries Leasing Company and C-I-L, Inc. (name changed to ICI Canada Inc.) covering the following described railroad cars:

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
20	4,750 cu. ft. Lo Covered Hopper Cars	TILX 511714-511733

29. Railroad Car Net Lease Agreement, dated August 9, 1984, between Trinity Industries Leasing Company and Minnesota Corn Processors, Inc. covering the following described railroad cars:

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
25	17,641 Gal. 111A100W3 Tank Cars	MNCX 001000-001024

30. Railroad Car Lease Agreement, dated July 16, 1979, between Trinity Industries Leasing Company and Oxirane Chemical Company (acquired by ARCO Chemical) covering the following described railroad cars:

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
24	30,000 Gal. 111A100W1 Tank Cars	TILX 190000-190007 TILX 190009-190024

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31. Railroad Car Lease Agreement, dated June 4, 1984, between Trinity Industries Leasing Company and Nova Investments (U.S.) Inc. covering the following described railroad cars:

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

32. Railroad Car Lease Agreement, dated July 15, 1988, between Trinity Industries Leasing Company and Olin Corporation covering the following described railroad cars:

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
2	16,664 Gal. 111A100W1 Tank Cars	TILX 160018, 160054

33. Railroad Car Lease Agreement, dated May 25, 1979, between Trinity Industries Leasing Company and ARCO Chemical Company covering the following described railroad cars:

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	34,000 Gal. 112J340W Tank Cars	TILX 300256

34. Railroad Car Net Lease Agreement, dated March 15, 1982, between Trinity Industries Leasing Company and PPG Industries, Inc. covering the following described railroad cars:

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
2	17,015 Gal. 111A100W1 Tank Cars	TILX 160056, 160057

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35. Railroad Car Lease Agreement, dated September 14, 1987, between Trinity Industries Leasing Company and Stauffer Chemical Company (acquired by Rhone-Poulenc) covering the following described railroad cars:

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
3	13,946 Gal. 111A100W2 Tank Cars	TILX 100359-100361

36. Railroad Car Net Lease Agreement, dated December 13, 1994, between Trinity Industries Leasing Company and South Orient Railroad Company, Ltd. covering the following described railroad cars:

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	70 Ton Five-Unit Articulated Spine Cars	SO 1000-1009