

18075-F

McGLINCHEY STAFFORD LANG

SEP 27 1993 2:00 PM

A LAW CORPORATION

NEW ORLEANS
HOUSTON
BATON ROUGE
LITTLE ROCK
WASHINGTON, D.C.
FORT SMITH
LAKE PROVIDENCE

2777 STEMMONS FREEWAY
SUITE 925
DALLAS, TEXAS 75207

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

18075-4
SEP 27 1993 2:00 PM
INTERSTATE COMMERCE COMMISSION

18075-6
SEP 27 1993 2:00 PM
INTERSTATE COMMERCE COMMISSION

September 24, 1993

3-210003

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

18075-H

SEP 27 1993 2:00 PM
LEADING BRANCH
SEP 27 1993

RE: Documents for Recordation
Trinity Industries Leasing Company
Equipment Trust (Series 10)

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 Second Supplement to Equipment Trust Agreement, a primary document, dated as of September 24, 1993, between Trinity Industries Leasing Company (the "Company") and NationsBank of Texas, N.A., as Trustee (the "Bank");
2. Two (2) executed originals of an Assignment, a primary document, dated September 24, 1993, between the Company ("Assignor") and the Bank, as Trustee ("Assignee");
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated September 24, 1993, 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 September 24, 1993 between the Bank, as Trustee ("Seller") and Trinity Industries, Inc. ("Buyer").

The enclosed Second Supplement, Assignment and Bill of Sale referenced in paragraphs 1, 2 and 3, above, relate to the Equipment Trust Agreement dated as of December 30, 1992 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 18075 on December 31, 1992, along with an Assignment and Bill of Sale under Recordation Nos. 18075-A and 18075-B, respectively and a first Supplement to Equipment Trust

Handwritten notes:
18075
C. C. Lang

McGLINCHEY STAFFORD LANG
A LAW CORPORATION

Secretary
September 24, 1993
Page 2

Agreement dated as of March 26, 1993 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 18075-C on March 29, 1993, along with an Assignment and Bill of Sale under Recordation Nos. 18075-D and 18075-E, respectively.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to 12 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 Second 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 Second Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Second 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) Second Supplement to Equipment Trust Agreement, a primary document, dated as of September 24, 1993, between the Company (as vendor and lessee), and the Bank, as Trustee, and covering forty-two (42) railroad cars, and (ii) Assignment, a primary document, dated September 24, 1993, between the Company (as Assignor), and the Bank, as Trustee, and covering forty-two (42) railroad cars.

- (b) Secondary Documents. Bill of Sale, a secondary document, dated September 24, 1993, between the Company (as

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Secretary
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Seller), and the Bank, as Trustee (as Buyer), and covering various railroad cars, and connected to the Second Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated September 24, 1993, 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 30, 1992 referred to above.

Very truly yours,



Richard A. Fogel

RAF:ps
Enclosures

DDD041C

Interstate Commerce Commission

Washington, D.C. 20423

9/27/93

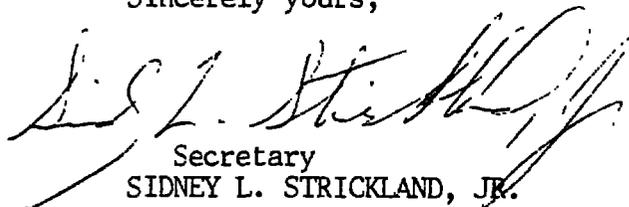
OFFICE OF THE SECRETARY

Richard A Fogel
McGlinchey, Stafford & Lang
2777 Stemmons Freeway
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 9/27/93 at 2:15pm, and assigned recordation number(s). 18075-F, 18075-G, 18075-H & 18075-I

Sincerely yours,



Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

18075-2

**BILL OF SALE
NATIONSBANK OF TEXAS, N.A.,
AS TRUSTEE
TO
TRINITY INDUSTRIES, INC.**

NationsBank of Texas, N.A., as 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, Inc., a Delaware corporation, pursuant to Section 5.05(a) of that certain Equipment Trust Agreement dated as of December 30, 1992 (the "Agreement") by and between the Trustee and Trinity Industries Leasing Company (the "Company") and the Request delivered to the Trustee by the Company dated September 24, 1993, all the right, title and interest of the Trustee, as Trustee under the Agreement, in and to the 12 railcars (the "Trust Equipment") described on Exhibit A hereto covered by the Railroad Car Lease Agreement, dated June 5, 1992 between the Company and TTX Company as described on Exhibit B, Item 15 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.

IN WITNESS WHEREOF, NationsBank of Texas, N.A. as such 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 27th day of September, 1993.

NATIONSBANK OF TEXAS, N.A.

By: [Signature]
Vice President

Attest:

[Signature]
Assistant Vice President

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

On this 27th day of September, 1993, before me personally appeared Linda McNeil, to me personally known, who being by me duly sworn, says that she is the Vice President of NationsBank of Texas, N.A.; 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 she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Signature]
Signature of Notary Public

My Commission Expires:
09-27-95



DDD04401

EXHIBIT A

(Series 10)

Quantity Type	Class	Capacity	Initialed Car Numbers
12	Intermodal	125 Ton	DTTX 74226- 74237

DDD04412

EXHIBIT B

(Series 10)

Lease Agreement, dated June 5, 1992, between Trinity Industries Leasing Company and TTX Company, covering the following described railroad cars:

Number of Cars	Type	Car Numbers
12	125 Ton Intermodal Well Cars	DTTX 74226-74237

DDD0440F