

0100156085

0100156000

McGLINCHEY STAFFORD LANG

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:

RECORDATION NO. 18075-K FILED 1425

MAR 28 1994 -2 05 PM

INTERSTATE COMMERCE COMMISSION

March 25, 1994 RECORDATION NO. 18075-K FILED 1425

MAR 28 1994 -2 05 PM

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

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 18075-K FILED 1425

MAR 28 1994 -2 05 PM

RE: Documents for Recordation
Trinity Industries Leasing Company
Equipment Trust (Series 10 - 3rd Supplement)

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 Third Supplement to Equipment Trust Agreement, a primary document, dated as of March 25, 1994, 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 March 25, 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 March 25, 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 March 25, 1994 between the Bank, as Trustee ("Seller") and Trinity Industries Leasing 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 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; the First Supplement to Equipment Trust

Michael Peters

C. Countryman

RECORDATION NO. 18075-K FILED 1425
MAR 28 1994 -2 05 PM
INTERSTATE COMMERCE COMMISSION

RECEIVED
OFFICE OF THE
SECRETARY
MAR 28 1994

J
K
L
M

McGLINCHEY STAFFORD LANG
A LAW CORPORATION

Secretary
March 25, 1994
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; and the Second Supplement to Equipment Trust Agreement dated as of September 24, 1993 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 18075-F on September 27, 1993, along with an Assignment and Bill of Sale under Recordation Nos. 18075-G and 18075-H, respectively.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to 84 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 \$72.00 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 March 25, 1994, between the Company (as vendor and lessee), and the Bank, as Trustee, and covering seventy-two (72) railroad cars, and (ii) Assignment, a primary document, dated March 25, 1994, between the Company (as Assignor),

McGLINCHEY STAFFORD LANG
A LAW CORPORATION

Secretary
March 25, 1994
Page 3

and the Bank, as Trustee, and covering seventy-two (72) railroad cars.

- (b) Secondary Documents. Bill of Sale, a secondary document, dated March 25, 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 March 25, 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 30, 1992 referred to above.

Very truly yours,

Richard A. Fogel /RAF
Richard A. Fogel

RAF:ps
Enclosures

DDD050BE

EXHIBIT A

1. Railroad Car Net Lease Agreement, dated January 1, 1994, between Trinity Industries Leasing Company and Exxon Chemical Americas, covering the following described railroad cars (Partial Rider 5):

| <u>Number of Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|---|---|
| 45 | 5,851 cu.ft. Lo Covered Hopper Cars | ECUX 867025,867028,867030 867032-867035(inclusive) 867037-867041(inclusive) 867043-867053(inclusive) 867055-867059(inclusive) 867061-867077(inclusive) |

2. 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 (Partial Rider 12):

| <u>Number of Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|---|--|
| 13 | 5,125 cu.ft. Lo Covered Hopper Cars | TILX 5243,5247,5253,5257 5261-5268(inclusive) 5270 |

3. Railroad Car Lease Agreement, dated September 11, 1986, between Trinity Industries Leasing Company and Occidental Chemical Corporation covering the following described railroad cars (Partial Rider 6):

| <u>Number of Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|---|---|
| 14 | 14,298 Gal. 111A100W1 Hopper Cars | TILX 150041-150050(inclusive) 150053,150054 150060,150062 |

Interstate Commerce Commission
Washington, D.C. 20423

3/38/94

OFFICE OF THE SECRETARY

Richard A Fogel

Mc Glinchey Stafford & Lang

2777 Stemmons Freeway, Suite 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 3/28/94 at 2:05pm, and assigned
recording number(s). 18075-J, 18075-K 18075-L 18075-M

Sincerely yours,

Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

RECORDATION NO. 18075-425 FILED 1425

MAR 28 1994 - 2 05 PM

INTERSTATE COMMERCE COMMISSION

Equipment Trust, Series 10

Bill of Sale

THIS AGREEMENT, dated the 25th day of March, 1994, between Trinity Industries Leasing Company, a Delaware Corporation, (hereinafter called "Seller"), and NationsBank of Texas, a national banking association, as Trustee (hereinafter called "Buyer"), as contemplated by the Equipment Trust Agreement dated as of December 30, 1992 (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 seventy-two (72) railroad cars 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 B, 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: Ken W. Lewis
Ken W. Lewis
Senior Vice President

[SEAL]

ATTEST:

Neil Q. Shoen
Assistant Secretary

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

On this 25~~th~~ day of March, 1994 before me, personally appeared Ken 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:
9-12-95

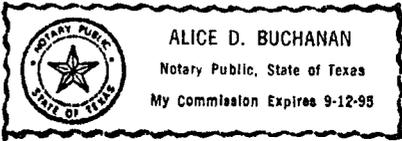


EXHIBIT A

1. Railroad Car Net Lease Agreement, dated January 1, 1994, between Trinity Industries Leasing Company and Exxon Chemical Americas, covering the following described railroad cars (Partial Rider 5):

| <u>Number of Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|---|---|
| 45 | 5,851 cu.ft. Lo Covered Hopper Cars | ECUX 867025,867028,867030 867032-867035(inclusive) 867037-867041(inclusive) 867043-867053(inclusive) 867055-867059(inclusive) 867061-867077(inclusive) |

2. 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 (Partial Rider 12):

| <u>Number of Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|---|--|
| 13 | 5,125 cu.ft. Lo Covered Hopper Cars | TILX 5243,5247,5253,5257 5261-5268(inclusive) 5270 |

3. Railroad Car Lease Agreement, dated September 11, 1986, between Trinity Industries Leasing Company and Occidental Chemical Corporation covering the following described railroad cars (Partial Rider 6):

| <u>Number of Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|---|---|
| 14 | 14,298 Gal. 111A100W1 Hopper Cars | TILX 150041-150050(inclusive) 150053,150054 150060,150062 |

EXHIBIT B**Series 10(3)****DESCRIPTION OF TRUST EQUIPMENT**

| Quantity and Type | Class | Capacity | Initialed Car Numbers | Earliest Service |
|-------------------|-----------|---------------|---|------------------|
| 45 Hopper Cars | Lo | 5,851 cu. ft. | ECUX 867025,867028,867030 867032-867035 (inclusive) 867037-867041 (inclusive) 867043-867053 (inclusive) 867055-867059 (inclusive) 867061-867077 (inclusive) | 3/94 |
| 13 Hopper Cars | Lo | 5,125 cu. ft. | TILX 5243,5247 5253,5257 5261-5268 (inclusive) 5270 | 2/94 |
| 14 Tank Cars | 111A100W1 | 14,298 Gal. | TILX 150041-150050 (inclusive) 150053,150054 150060,150062 | 2/94 |