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McGLINCHEY STAFFORD LANG

A LAW CORPORATION

NEW ORLEANS
HOUSTON
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DALLAS, TEXAS 75207

TELEPHONE (214) 634-3939
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DIRECT DIAL:

RECORDATION NO. 18075 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)

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

Country Club

RECORDATION NO. 18075-K FILED 1425
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INTERSTATE COMMERCE COMMISSION

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McGLINCHEY STAFFORD LANG
A LAW CORPORATION

Secretary
March 25, 1994
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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
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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. 18075-3m FILED 1425

MAR 28 1994 - 2 05 PM

INTERSTATE COMMERCE COMMISSION

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

TRINITY INDUSTRIES LEASING COMPANY

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 Leasing Company, 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 March 25, 1994, all the right, title and interest of the Trustee, as Trustee under the Agreement, in and to the 84 railcars (the "Trust Equipment") described on Exhibit A hereto covered by the Railroad Car Lease Agreement, dated October 16, 1992 between the Company and Ace Cogeneration Company as described on Exhibit B, Item 1 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 25th day of March, 1994.

NATIONSBANK OF TEXAS, N.A.

By: *McNeil*
Vice President

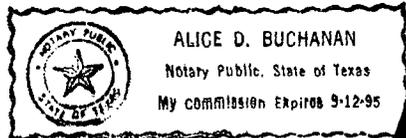
Attest:
Patricia R. Astor
Assistant Vice President

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

On this 25th day of March, 1994, before me personally appeared McNeil, to me personally known, who being by me duly sworn, say she is the Vice President of NationsBank of Texas, N.A.; that the affixed to the foregoing instrument is the corporate seal of corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, acknowledged that the execution of the foregoing instrument was the act and deed of said corporation.

Alice D. Buchanan
Signature of Notary Public

My Commission Expires:
9-12-95



RECORDATION NO. 18075-3M FILED 1425

MAR 28 1994 -2 05 PM

INTERSTATE COMMERCE COMMISSION

BILL OF SALE
NATIONSBANK OF TEXAS, N.A.,
AS TRUSTEE

TO
TRINITY INDUSTRIES LEASING COMPANY

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 Leasing Company, 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 March 25, 1994, all the right, title and interest of the Trustee, as Trustee under the Agreement, in and to the 84 railcars (the "Trust Equipment") described on Exhibit A hereto covered by the Railroad Car Lease Agreement, dated October 16, 1992 between the Company and Ace Cogeneration Company as described on Exhibit B, Item 1 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 25th day of March, 1994.

NATIONSBANK OF TEXAS, N.A.

By: [Signature]
Vice President

Attest:
[Signature]
Assistant Vice President

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

On this 25th day of March, 1994, 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:
9-12-95

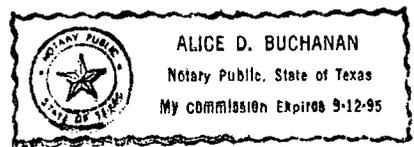


EXHIBIT ASeries 10(3)

1. Railroad Car Lease Agreement, dated October 16, 1992, between Trinity Industries Leasing Company and Ace Cogeneration Company, covering the following described railroad cars (Partial Rider 1):

Number of Cars	Type	Car Numbers
84	4,000 cu. ft. Lo Open Top Hopper Cars	ACEX 4100-4183

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

Quantity and Type	Class	Capacity	Initialed Car Numbers	Earliest Service
84	Lo Open Top	4,000 cu. ft.	ACEX 4100-4183 (inclusive)	11/92

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