

**McGlinchey, Stafford,
Cellini & Lang**

(A PROFESSIONAL CORPORATION)

NEW ORLEANS, LA
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LITTLE ROCK, AR
HOUSTON, TX
FORT SMITH, AR
LAKE PROVIDENCE, LA

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(214) 634-3939
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SEP 21 1992 1 55 PM

17848-A
SEP 21 1992 1 55 PM
INTERSTATE COMMERCE COMMISSION

2-265A053

INTERSTATE COMMERCE COMMISSION

September 18, 1992

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

17848-F
SEP 21 1992 1 55 PM
INTERSTATE COMMERCE COMMISSION

SEP 21 1 49 PM '92
MOVING OPERATING UNIT

RE: Documents for Recordation

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 thereunder, enclosed herewith for filing and recordation are the following documents:

1. Two (2) executed originals of a Supplement to the Equipment Trust Agreement, a primary document, dated as of September 16, 1992, between Trinity Industries Leasing Company and NationsBank of Texas, N.A., as Trustee;
2. Two (2) executed originals of an Assignment, a primary document, dated as of September 16, 1992, between Trinity Industries Leasing Company and NationsBank of Texas, N.A., as Trustee; and
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated as of September 16, 1992, between Trinity Industries Leasing Company and NationsBank of Texas, N.A., as Trustee.

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 NationsBank of Texas, N.A., the Trustee is 901 Main Street, 16th Floor, Dallas, Texas 75202.

The railroad equipment covered by the Supplement to Equipment Trust Agreement, the Assignment and the Bill of Sale is described in Exhibit A and Exhibit B attached hereto. The foregoing railroad equipment consists solely of tank and hopper cars intended for use relating to interstate commerce.

Clear transcripts - Kevin & Butcher Jr.

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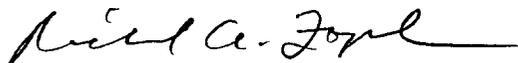
Enclosed is our firm's check in the amount of \$48.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Supplement to Equipment Trust Agreement, the Assignment 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 Documents. (i) Supplement to Equipment Trust Agreement, a primary document, dated as of September 16, 1992, between Trinity Industries Leasing Company (as vendor and lessee), and NationsBank of Texas, N.A., as Trustee, and covering 23 railroad cars, including tank and hopper cars, and (ii) Assignment, a primary document, dated as of September 16, 1992, between Trinity Industries Leasing Company (as Assignor), and NationsBank of Texas, N.A. (as Assignee), and covering 23 railroad cars, including tank and hopper cars.
- (b) Secondary Documents. Bill of Sale, a secondary document, dated as of September 16, 1992, between Trinity Industries Leasing Company (as Seller), and NationsBank of Texas, N.A., as Trustee (as Buyer), and covering 23 railroad cars, and connected to a Supplement to Equipment Trust Agreement referred to in paragraph (a) above.

Very truly yours,



Richard A. Fogel

RAF:ps

Enclosures

cc: Linda McNeil
Neil Shoop

EXHIBIT B

1. Railroad Car Lease Agreement, dated April 2, 1992, between Trinity Industries Leasing Company and AG Processing Inc. covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
4	25,498 Gal. 111A100W1 Tank Cars	TILX 250133-250136

2. Railroad Car Lease Agreement, dated March 3, 1992, between Trinity Industries Leasing Company and Buckman Laboratories, Inc. covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
9	17,368 Gal. 105J500W Tank Cars	TILX 400227-400235

3. Railroad Car Lease Agreement, dated May 7, 1990, between Trinity Industries Leasing Company and Minnesota Corn Processors, Inc. covering the following described railroad cars (Rider 8):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	5,125 Cu. Ft. LD Covered Hopper Cars	TILX 5171-5180

TRINITY INDUSTRIES LEASING COMPANY

178481

Equipment Trust, Series 9

SEP 21 1992 - 1 55 PM

Bill of Sale

INTERSTATE COMMERCE COMMISSION

THIS AGREEMENT, dated the 16th day of September, 1992, 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 Supplement to the Equipment Trust Agreement dated as of June 30, 1992 (the "Equipment Trust Agreement"), between Seller and Buyer, which Supplement is dated as of the date hereof.

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 twenty-three (23) railroad cars described in Exhibit A-1 and more particularly identified in Exhibit B-1 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-1, 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

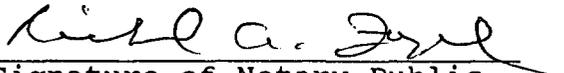
[SEAL]

ATTEST:

Neil D. Shoop
Assistant Secretary

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

On this 16 day of September, 1992 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.


Signature of Notary Public

My Commission expires:

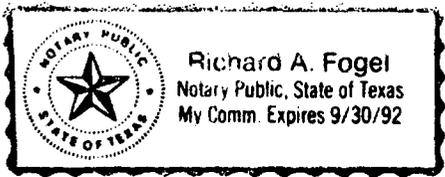


EXHIBIT B-1

1. Railroad Car Lease Agreement, dated April 2, 1992, between Trinity Industries Leasing Company and AG Processing Inc. covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
4	25,498 Gal. 111A100W1 Tank Cars	TILX 250133-250136

2. Railroad Car Lease Agreement, dated March 3, 1992, between Trinity Industries Leasing Company and Buckman Laboratories, Inc. covering the following described railroad cars (Partial Rider 1):

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