

**TRAILER TRAIN
COMPANY**

101 NORTH WACKER DRIVE · CHICAGO, ILLINOIS 60606
(312) 853-3223

30.00

THOMAS D. MARION
TREASURER

July 31, 1990 DIRECT LINE (312) 984-3821

RECORDATION NO. 16832-A FILED 1425

VIA FEDERAL EXPRESS

AUG 1 1990 - 11 35 AM

Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
12th & Constitutional Avenue, N.W.
Room 2303
Washington, DC 20423

INTERSTATE COMMERCE COMMISSION 0-213A000

RECORDATION NO. 16832-B FILED 1425

AUG 1 1990 - 11 35 AM

INTERSTATE COMMERCE COMMISSION

Dear Mr. Strickland:

Submitted herewith for filing and recordation under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder are three (3) fully executed counterparts of the following two documents:

- A) Partial Release dated July 9, 1990 of the Manufacturing Agreement dated as of April 4, 1990. This Release is a secondary document.
- B) Partial Release dated July 9, 1990 of the Manufacturing Agreement dated as of April 4, 1990. This Release is a secondary document.

Parties to this transaction are as follows:

Trailer Train Company (Company)
101 North Wacker Drive-
Chicago, IL 60606

Trinity Industries, Inc. (Manufacturer)
2525 Stemmons Freeway
Dallas, TX 75207

The general description of the equipment is as follows:

<u>Type</u>	<u>AAR Mechanical Designation</u>	<u>No. of Units</u>	<u>Marked*</u>	<u>Numbered</u>
5-platform, Articulated All- Purpose Spine cars	FC	A) 15	TTAX	A) 76291-76297 76370-76377,
		B) 45		B) 76298-76322, 76379-76398

* All units will have marked on each side the following legend, "Ownership Subject to a Security Agreement Filed with the Interstate Commerce Commission".

Sidney L. Strickland, Jr.
July 31, 1990
Page Two

Enclosed are two checks in the amount of \$15.00 each to cover filing fees.

Prior recordations pertaining to these Releases being recorded are as follows:

- (1) Manufacturing Agreement dated as of April 4, 1990, recorded on April 12, 1990, recordation number 16832.

Short summaries of these documents to appear in the Index are as follows:

- A) Partial Release covering 15 5-platform articulated All-Purpose Spine Cars - TTAX, with the following car numbers: 76291-76297, 76370-76377.
- B) Partial Release covering 45 5-platform articulated All-Purpose Spine Cars - TTAX, with the following car numbers: 76298-76322, 76379-76398.

Once the filing has been made, please retain one copy and return the remaining stamped counterparts and transmittal letter copy to me via certified mail.

Very truly yours,



TDM/mak
Enclosures

P.S. Ms. Mildred Lee - As per your previous conversation, please call Jane Congram at 312-984-3841 as soon as these Releases are recorded advising her of the recordation numbers, dates and times. Thank you very much.

The equipment covered by the Confirmation Agreement is three hundred (300) covered hopper cars as identified in ANNEX I attached thereto (copy of ANNEX I attached hereto).

A short summary of the Confirmation Agreement to appear in the ICC Index is as follows:

“Covers 300 covered hopper car identified by ICG numbers.”

2. The second of the three documents is that certain Assignment of Lease and Conveyance which should be recorded under Recordation No. 16838-B.

The parties thereto are:

Pac Rail — ASSIGNOR
Suite 1655
Two Embarcadero Center
San Francisco, CA 94111

Pac Rail Trust I — ASSIGNEE
Rodney Square North
Wilmington, DE 19890

The Assignment of Lease and Conveyance, among other things, acts to convey all right, title and interest of the Assignor to the Assignee in the three hundred (300) covered hopper cars and assigns the lease thereof.

The equipment covered by the Assignment of Lease and Conveyance is three hundred (300) covered hopper cars as identified in ANNEX I to the above-mentioned Confirmation Agreement.

A short summary of the Assignment of Lease and Conveyance to appear in the ICC Index is as follows:

“Conveyance of 300 covered hopper cars and assignment of related lease.”

3. The third of the three documents is that certain Assignment of Lease which should be recorded under Recordation No. 16838-C.

The parties thereto are:

Pac Rail Trust I — ASSIGNOR
Rodney Square North
Wilmington, DE 19890

IBJ Schroder Leasing Corporation — ASSIGNEE
One State Street
New York, NY 10004

The Assignment of Lease, among other things, acts to assign from the Assignor to the Assignee, as security for Assignor's obligations, all of Assignor's right, title and interest in the Lease covered by the Memorandum of Lease under Recordation No. 16838 as amended by the above-mentioned Confirmation Agreement.

The equipment covered by the Assignment of Lease is three hundred (300) covered hopper cars as identified in ANNEX I to the above-mentioned Confirmation Agreement.

A short summary of the Assignment of Lease to appear in the ICC Index is as follows:

“Assigns security interest in lease of
300 covered hopper cars and lease proceeds.”

Please index in the “Vendee” Index Book (“white pages”) the Assignment of Lease and Conveyance, (saying, “See Recordation No. 16838-B”), under the name of the Assignee therein, namely under:

Pac Rail Trust I

Please also index in the “Vendee” Index Book (“white pages”) the Assignment of Lease, (saying “See Recordation No. 16838-C”), under the name of the Assignee therein, namely under:

IBJ Schroder Leasing Corporation

Enclosed is a check in the amount of forty-eight dollars (\$48.00) in payment of the filing fees.

Once the filings have been made, please return to bearer the stamped counterpart(s) of the documents not required for filing purposes, together with the fee receipt, the letter from the ICC acknowledging the filings, and the two extra copies of this letter of transmittal.

Very truly yours,


Allen H. Harrison, Jr.
Attorney for IBJ Schroder
Leasing Corporation for the
purpose of this filing.

Honorable Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, DC 20423
Enclosures

BY HAND
8358-020

RECORDATION NO 16832-B FILED 1425

RELEASE

AUG 1 1990 -11 35 AM

INTERSTATE COMMERCE COMMISSION

TRINITY INDUSTRIES, INC., the manufacturer named in that certain Manufacturing Agreement dated as of April 4, 1990, with Trailer Train Company, which agreement has been filed and recorded with the Interstate Commerce Commission pursuant to section 11303 of Title 49 of the United States Code on April 12, 1990, and assigned recordation number 16832, does hereby acknowledge receipt of all amounts due under said agreement in respect of, and does hereby release all of its right, title, and interest in and to, the railroad equipment listed in Schedule A hereto.

TRINITY INDUSTRIES, INC.

by F. Dean Phelps
Vice President

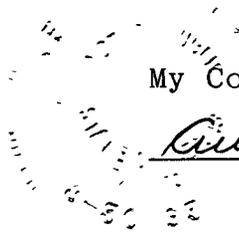
STATE OF TEXAS)
) SS.:
COUNTY OF DALLAS)

On this 9th day of July, 1990, before me personally appeared F. Dean Phelps, to me personally known, who, by me being duly sworn, says that he is a Vice President of Trinity Industries, Inc., that one of the seals affixed to the foregoing instrument is the corporate seal of said company, and that said instrument was signed and sealed on behalf of said company 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 company.

Jean Ann Gimsley
Notary Public

My Commission expires:

Aug. 30, 1993



SCHEDULE A

Builder: Trinity Industries, Inc.

Description: Five-platform articulated all-purpose spine flatcars with retractable hitches for carrying trailers or containers

Quantity: Forty-five (45)

Car No.: TTAX 76298 - 76322 (inclusive)
TTAX 76379 - 76398 (inclusive)

Delivery Period: May - June, 1990

Contract No.: T-5A89-P