

1-253A008

TRINITY INDUSTRIES LEASING COMPANY
2705 State Street
Chicago Heights, Illinois 60411

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RECORDED BY FILED 1425

SEP 10 1991 -2 00 PM

September 9, 1991

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INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION

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

SEP 10 1 50 PM '91
NOTICE OPERATING UNIT

17520
RECORDED BY FILED 1425

Re: Documents for Recordation

SEP 10 1991 -2 00 PM

Dear Ms. Lee:

INTERSTATE COMMERCE COMMISSION

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. Three (3) executed originals of an Equipment Trust Agreement, a primary document, dated as of September 9, 1991, between Trinity Industries Leasing Company and The Bank of New York, as Trustee;
2. Three (3) executed originals of an Assignment, a primary document, dated September 9, 1991, between Trinity Industries Leasing Company ("Assignor") and The Bank of New York, as Trustee ("Assignee"); and
3. Three (3) executed originals of a Bill of Sale, a secondary document, dated September 9, 1991, between Trinity Industries Leasing Company ("Seller") and The Bank of New York, as Trustee ("Buyer").

We request that the Assignment be cross-indexed.

The address of Trinity Industries Leasing Company is 2705 State Street, Chicago Heights, Illinois 60411 and the address of The Bank of New York, the Trustee, is 101 Barclay Street, 21st Floor, New York, New York 10007.

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

Enclosed is a certified check in the amount of \$45 to cover the recordation fee.

file

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Secretary
Interstate Commerce Commission
September 9, 1991
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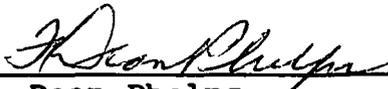
You are hereby authorized to deliver any unneeded copies of the Equipment Trust Agreement, the Assignment and the Bill of Sale, with the filing date noted thereon, following recordation thereof, to the representative of Gardner, Carton & Douglas, who is delivering this letter and said enclosures to you.

A short summary of the documents to appear in the index follows:

(a) Primary Documents. (i) Equipment Trust Agreement, a primary document, dated as of September 9, 1991, between Trinity Industries Leasing Company (as vendor and lessee), 2705 State Street, Chicago Heights, Illinois 60411 and The Bank of New York, as Trustee, 101 Barclay Street, 21st Floor, New York, New York 10007, and covering 999 railroad cars, including tank and hopper cars, and (ii) Assignment, a primary document, dated September 9, 1991, between Trinity Industries Leasing Company (as Assignor), 2705 State Street, Chicago Heights, Illinois 60411 and The Bank of New York, as Trustee, 101 Barclay Street, 21st Floor, New York, New York 10007, and covering leases of 999 railroad cars, including tank and hopper cars.

(b) Secondary Document. Bill of Sale, a secondary document, dated September 9, 1991, between Trinity Industries Leasing Company (as Seller) and The Bank of New York, as Trustee (Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement referred to in paragraph (a) above.

TRINITY INDUSTRIES LEASING COMPANY

By: 
F. Dean Phelps
Vice President

Enclosures

cj/gs

TRINITY INDUSTRIES LEASING COMPANY

17520/B
SEP 10 1991 - 2 03 PM
INTERSTATE COMMERCE COMMISSION

Equipment Trust, Series 8

Bill of Sale

THIS BILL OF SALE, dated the 9th day of September, 1991, from Trinity Industries Leasing Company, a Delaware Corporation, (hereinafter called "Seller"), to The Bank of New York, a New York banking corporation, as Trustee (hereinafter called "Buyer"), as contemplated by the Equipment Trust Agreement dated as of September 9, 1991 (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 railroad equipment described in Exhibit A hereto (the "Equipment") and all right, title and interest of Seller in and to warranties and indemnifications, including patent indemnifications, made with respect to the Equipment by the manufacturer of the Equipment, **WITHOUT ANY WARRANTY OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE AND WITHOUT ANY OTHER REPRESENTATION OR WARRANTY, EXPRESS OR IMPLIED, EXCEPT AS EXPRESSLY SET FORTH HEREIN.**

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 Exhibit A, 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: F. Dean Phelps
F. Dean Phelps
Vice President

(SEAL)

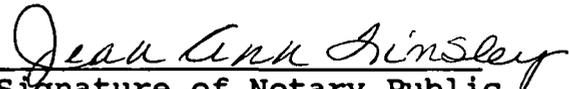
ATTEST:

By: Neil O. Shoop
Neil O. Shoop
Assistant Secretary

State of Texas)
) ss:
County of Dallas)

On this 9th day of September, 1991 before me, personally appeared F. Dean Phelps, to me personally known, who being by me duly sworn, says that he is the Vice President of Trinity Industries Leasing Company, a Delaware corporation, 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 he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

[SEAL]


Signature of Notary Public

My Commission Expires: Aug. 30, 1993

EXHIBIT A

1. Railroad Car Lease Agreement, dated August 16, 1988, between Trinity Industries Leasing Company and A.E. Staley Manufacturing Company covering the following described railroad cars (Rider 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
20	5,125 Cu. Ft. Covered Hopper Cars	TILX 5024-5043

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 (Rider 6):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
20	25,498 Gal. 111A100W1 Tank Cars	STRX 100-119

3. 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 (Rider 7):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
18	25,498 Gal. 111A100W1 Tank Cars	STRX 120-137

4. Railroad Car Net Lease Agreement, dated August 1, 1989, between Trinity Industries Leasing Company and Ameropan Oil Corporation covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
27	23,589 Gal. 111A100W1 Tank Cars	AMRX 102-128

5. Railroad Car Net Lease Agreement, dated May 20, 1985, between Trinity Industries Leasing Company and Cargill, Incorporated covering the following described railroad cars (Partial Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
169	5,551 Cu. Ft. Covered Hopper Cars	SAMX 11236, 11238-11405

6. Railroad Car Lease Agreement, dated March 19, 1984, between Trinity Industries Leasing Company and Gulf Oil Corporation (acquired by Chevron USA) covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	30,000 Gal. 111A100W1 Tank Cars	TILX 190090

7. Railroad Car Lease Agreement, dated October 17, 1989, between Trinity Industries Leasing Company and ConAgra, Inc. covering the following described railroad cars (Rider 4):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
5	5,125 Cu. Ft. Covered Hopper Cars	TILX 5098-5102

8. Railroad Car Lease Agreement, dated August 4, 1989, between Trinity Industries Leasing Company and Conoco, Inc. covering the following described railroad cars (Rider 5):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
33	23,589 Gal. 111A100W1 Tank Cars	TILX 260575-260607

9. Railroad Car Lease Agreement, dated August 3, 1990, between Trinity Industries Leasing Company and Dakota Gasification Company covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
25	23,589 Gal. 111A100W1 Tank Cars	TILX 260532-260556

10. Railroad Car Lease Agreement, dated August 3, 1990, between Trinity Industries Leasing Company and Dakota Gasification Company covering the following described railroad cars (Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	23,589 Gal. 111A100W1 Tank Cars	TILX 260557-260566

11. Railroad Car Lease Agreement, dated August 3, 1990, between Trinity Industries Leasing Company and Dakota Gasification Company covering the following described railroad cars (Rider 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
8	23,589 Gal. 111A100W1 Tank Cars	TILX 260567-260574

12. Railroad Car Lease Agreement, dated August 25, 1989, between Trinity Industries Leasing Company and D.D. Williamson & Company, Inc. covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	17,574 Gal. 111A100W3 Tank Cars	TILX 170046-170055

13. Railroad Car Net Lease Agreement, dated October 23, 1987, between Trinity Industries Leasing Company and The Dow Chemical Company covering the following described railroad cars (Rider 8):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
40	20,413 Gal. 111A100W1 Tank Cars	DOWX 70180-70219

14. Railroad Car Net Lease Agreement, dated October 23, 1987, between Trinity Industries Leasing Company and The Dow Chemical Company covering the following described railroad cars (Rider 9):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
40	20,413 Gal. 111A100W1 Tank Cars	DOWX 70220-70259

15. Railroad Car Lease Agreement, dated September 28, 1979, between Trinity Industries Leasing Company and Conoco, Inc. (assigned to E.I. DuPont de Nemours & Co., Inc.) covering the following described railroad cars (Rider 4):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
22	23,589 Gal. 111A100W1 Tank Cars	TILX 260420-260441

16. Railroad Car Net Lease Agreement, dated May 9, 1990, between Trinity Industries Leasing Company and Exxon Chemical Americas, a division of Exxon Chemical Company covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
50	5,851 Cu. Ft. Covered Hopper Cars	ECUX 860051-860100

17. Railroad Car Lease Agreement, dated May 21, 1984, between Trinity Industries Leasing Company and Hubinger Company, a subsidiary of H.J. Heinz covering the following described railroad cars (Partial Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	5,125 Cu. Ft. Covered Hopper Cars	TILX 5084

18. Railroad Car Lease Agreement, dated May 21, 1984, between Trinity Industries Leasing Company and Hubinger Company, a subsidiary of H.J. Heinz covering the following described railroad cars (Rider 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
3	5,125 Cu. Ft. Covered Hopper Cars	TILX 5085-5087

19. Railroad Car Net Lease Agreement, dated November 5, 1990, between Trinity Industries Leasing Company and The Kansas City Southern Railway Company covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
26	4,750 Cu. Ft. Covered Hopper Cars	KCS 310174-310199

20. Railroad Car Net Lease Agreement, dated February 8, 1991, between Trinity Industries Leasing Company and Liquid Carbonic Carbon Dioxide Company covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
15	20,110 Gal. 105A500W Tank Cars	LCIX 2700-2712, 2714,2715

21. Railroad Car Lease Agreement, dated February 23, 1990, between Trinity Industries Leasing Company and MAPCO Alaska Petroleum Inc. covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
70	23,589 Gal. 111A100W3 Tank Cars	TILX 260442-260511

22. Railroad Car Net Lease Agreement, dated December 3, 1990, between Trinity Industries Leasing Company and Maryland Midland Railway, Inc. covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
30	3,000 Cu. Ft. Covered Hopper Cars	MMID 3601-3630

23. 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 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
3	17,574 Gal. 111A100W1 Tank Cars	TILX 170056-170058

24. 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 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
17	17,574 Gal. 111A100W1 Tank Cars	TILX 170059-170075

25. 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 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	5,125 Cu. Ft. Covered Hopper Cars	TILX 5088-5097

26. 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 4):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
4	5,125 Cu. Ft. Covered Hopper Cars	TILX 5144-5147

27. Railroad Car Net Lease Agreement, dated November 1, 1989, between Trinity Industries Leasing Company and MNVA Railroad, Inc. covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
5	4,750 Cu. Ft. Covered Hopper Cars	KYLE 1903,1948, 1950,1992,2003

28. Railroad Car Lease Agreement, dated December 9, 1987, between Trinity Industries Leasing Company and National Starch & Chemical Corporation covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	5,125 Cu. Ft. Covered Hopper Car	TILX 005000

29. Railroad Car Full Service Lease Agreement, dated September 18, 1989, between Trinity Industries Leasing Company and The Alberta Gas Ethylene Company, Ltd. (name changed to NovaCor Chemicals, Ltd.) covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
11	29,947 Gal. 111A100W1 Tank Cars	TILX 190091-190101

30. Railroad Car Full Service Lease Agreement, dated September 18, 1989, between Trinity Industries Leasing Company and The Alberta Gas Ethylene Company, Ltd. (name changed to NovaCor Chemicals, Ltd.) covering the following described railroad cars (Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
2	33,687 Gal. 105J400W Tank Cars	TILX 400119 & 400123

31. Railroad Car Lease Agreement, dated September 11, 1986, between Trinity Industries Leasing Company and Occidental Chemical Corporation covering the following described railroad cars (Rider 4):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	6,151 Cu. Ft. Covered Hopper Car	TILX 61500

32. Railroad Car Lease Agreement, dated July 15, 1988, between Trinity Industries Leasing Company and Olin Corporation covering the following described railroad cars (Rider 4):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
18	23,589 Gal. 111A100W1 Tank Cars	TILX 260402-260419

33. Railroad Car Lease Agreement, dated April 14, 1988, between Trinity Industries Leasing Company and Cain Chemical Inc. (acquired by Oxy Petrochemicals, Inc.) covering the following described railroad cars (Rider 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
33	25,743 Gal. 105J300W Tank Cars	TILX 400127-400159

34. Railroad Car Lease Agreement, dated April 21, 1988, between Trinity Industries Leasing Company and Planters LifeSavers Company covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
45	5,850 Cu. Ft. Covered Hopper Cars	TILX 057040-057084

35. Railroad Car Lease Agreement, dated March 12, 1982, between Trinity Industries Leasing Company and PPG Industries, Inc. covering the following described railroad cars (Partial Rider 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
6	17,015 Gal. 111A100W1 Tank Cars	TILX 160100-160105

36. Railroad Car Lease Agreement, dated June 19, 1984, between Trinity Industries Leasing Company and Procter & Gamble Manufacturing Company covering the following described railroad cars (Rider 7):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
40	5,125 Cu. Ft. Covered Hopper Cars	TILX 5044-5083

37. Railroad Car Lease Agreement, dated June 19, 1984, between Trinity Industries Leasing Company and Procter & Gamble Manufacturing Company covering the following described railroad cars (Rider 8):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
13	5,125 Cu. Ft. Covered Hopper Cars	TILX 5103-5115

38. Railroad Car Lease Agreement, dated June 19, 1984, between Trinity Industries Leasing Company and Procter & Gamble Manufacturing Company covering the following described railroad cars (Rider 10):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
28	5,125 Cu. Ft. Covered Hopper Cars	TILX 5116-5143

39. Railroad Car Lease Agreement, dated February 18, 1991, between Trinity Industries Leasing Company and Rhone-Poulenc Ag Company covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
4	23,589 Gal. 111A100W1 Tank Cars	TILX 260608-260611

40. Railroad Car Lease Agreement, dated May 7, 1980, between Trinity Industries Leasing Company and Shell Oil Company covering the following described railroad cars (Partial Rider 5):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
3	23,589 Gal. 111A100W3 Tank Cars	TILX 260612, 260615,260616

41. Railroad Car Lease Agreement, dated May 7, 1980, between Trinity Industries Leasing Company and Shell Oil Company covering the following described railroad cars (Partial Rider 8):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
17	23,589 Gal. 111A100W1 Tank Cars	TILX 260636-260645, 260647-260649, 260651-260654

42. Railroad Car Lease Agreement, dated February 18, 1991, between Trinity Industries Leasing Company and Tennessee Eastman Company, Division of Eastman Kodak Company covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
60	30,018 Gal. 111A100W1 Tank Cars	TILX 190102-190161

43. Railroad Car Lease Agreement, dated August 14, 1989, between Trinity Industries Leasing Company and Texaco Refining and Marketing, Inc. covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
4	23,589 Gal. 111A100W1 Tank Cars	TILX 260398-260401

44. Railroad Car Lease Agreement, dated August 14, 1989, between Trinity Industries Leasing Company and Texaco Refining and Marketing, Inc. covering the following described railroad cars (Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
25	33,687 Gal. 105A400W Tank Cars	TILX 300799-300823

45. Railroad Car Lease Agreement, dated August 14, 1989, between Trinity Industries Leasing Company and Texaco Refining and Marketing, Inc. covering the following described railroad cars (Rider 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
6	33,687 Gal. 105A400W Tank Cars	TILX 400117,400121, 400122,400124- 400126

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