

McGLINCHEY STAFFORD LANG

A LAW CORPORATION

NEW ORLEANS
LITTLE ROCK
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RECORDATION NO. 17520-² FILED 1425

FEB 16 1993 1:45 PM

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INTERSTATE COMMERCE COMMISSION

FEB 16 1993 1:45 PM

INTERSTATE COMMERCE COMMISSION February 11, 1993

RECORDATION NO. 17520-¹ FILED 1425

FEB 16 1993 1:45 PM

INTERSTATE COMMERCE COMMISSION

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

RECORDATION NO. 17520-^F FILED 1425

FEB 16 1993 1:45 PM

INTERSTATE COMMERCE COMMISSION

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 ("ICC") thereunder, enclosed herewith for filing and recordation are the following documents:

1. Two (2) executed originals of Second Supplement to Equipment Trust Agreement, a primary document, dated as of February 11, 1993, between Trinity Industries Leasing Company and The Bank of New York, as Trustee;
2. Two (2) executed originals of an Assignment, a primary document, dated February 11, 1993, between Trinity Industries Leasing company ("Assignor") and The Bank of New York, as Trustee ("Assignee");
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated February 11, 1993, between Trinity Industries Leasing Company ("Seller") and The Bank of New York, as Trustee ("Buyer"); and
4. Two (2) executed originals of a Bill of Sale, a secondary document, dated January 28, 1993 between The Bank of New York, as Trustee ("Seller") and Trinity Industries Leasing Company ("Buyer").

The enclosed Second Supplement, Assignment and Bill of Sale referenced in paragraphs 1, 2 and 3, above, relate to the Equipment Trust Agreement dated as of September 9, 1991 between Trinity Industries Leasing Company and The Bank of New York, as Trustee, which was filed and recorded under Recordation No. 17520 on September 10, 1991, along with an Assignment and Bill of Sale under Recordation Nos. 17520-A and 17520-B, respectively; and the First Supplement to Equipment Trust Agreement dated as of December 10,

(i) Michael A. Pears

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1991 between Trinity Industries Leasing Company and The Bank of New York, as Trustee, which was filed and recorded under Recordation No. 17520-E on December 11, 1991, along with an Assignment and Bill of Sale under Recordation Nos. 17520-C and 17520-D, respectively.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to 50 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 Trinity Industries Leasing 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 of New York, the Trustee is 101 Barclay Street, 21st Floor, New York, New York 10007.

The railroad equipment covered by the Second 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 \$64.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Second Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Second 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) Second Supplement to Equipment Trust Agreement, a primary document, dated as of February 11, 1993, between Trinity Industries Leasing Company (as vendor and lessee), and The Bank of New York, as Trustee, and covering 99 railroad hopper cars, and (ii) Assignment, a primary document, dated February 11, 1993, between Trinity Industries Leasing Company (as Assignor), and The Bank of New York, as Trustee, and covering 99 railroad hopper cars.

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- (b) Secondary Documents. Bill of Sale, a secondary document, dated February 11, 1993, between Trinity Industries Leasing Company (as Seller), and The Bank of New York, as Trustee (as Buyer), and covering various railroad cars, and connected to the Second Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated January 28, 1993, between The Bank of New York, as Trustee (Seller) and Trinity Industries Leasing Company (Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement dated as of September 9, 1991 referred to above.

Very truly yours,



Richard A. Fogel

RAF:ps
Enclosures

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TRINITY INDUSTRIES LEASING COMPANY

Equipment Trust, Series 8 INTERSTATE COMMERCE COMMISSION

Bill of Sale

THIS AGREEMENT, dated the 11th day of February, 1993, between Trinity Industries Leasing Company, a Delaware Corporation, (hereinafter called "Seller"), and The Bank of New York, a New York banking corporation, as Trustee (hereinafter called "Buyer"), as contemplated by the Second Supplement to Equipment Trust Agreement dated as of February 10, 1993, supplementing and amending 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 following described equipment:

The Ninety-Nine (99) 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 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:

Neil Q. Shoyz
Assistant Secretary

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

On this 11th day of February, 1993 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, 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.

Richard A. Fogel
Signature of Notary Public

My Commission expires:

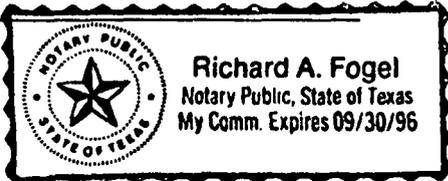


EXHIBIT A

1. Railroad Car Net Lease Agreement, dated April 13, 1983, between Trinity Industries Leasing Company and AE Staley Manufacturing Company covering the following described railroad cars (Partial Rider 9):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
63	4,750 Cu. Ft. LO Covered Hopper Cars	TILX 500101, 500105 500144, 500146 500148, 500156 500161, 500169 500190, 500198 500211, 500221 500222, 500226 500246, 500254 500276, 500291 500294, 500297 500301, 500308 500308, 500309 500316, 500333 500340, 500343 500357, 500373 500375, 500376 500400, 500402 500403, 500411 500429, 500447 500450, 500451 500480, 500482 500483, 500485 500497, 500502 500504, 500515 500521, 500523 500525, 500531 500535, 500540 500548, 500553 500559, 500565 500573, 500592 500654, 500669 500684

2. Railroad Car Lease Agreement, dated August 4, 1989, between Trinity Industries Leasing Company and Conoco, Inc. covering the following described railroad cars (Rider 9):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
22	4,750 Cu. Ft. LO Covered Hopper Cars	TILX 500162, 500173 500184, 500336 500372, 500391 500455, 500478 500498, 500503 500506, 500529 500562, 500583 500589, 500594 500621, 500627 500636, 500645 500668, 500675

3. Railroad Car Lease Agreement, dated August 4, 1989, between Trinity Industries Leasing Company and Conoco, Inc. covering the following described railroad cars (Partial Rider 7):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
4	4,750 Cu. Ft. LO Covered Hopper Cars	TILX 511566, 511570 511642, 511652

4. Railroad Car Lease Agreement, dated November 19, 1990, between Trinity Industries Leasing Company and United States Borax & Chemical Corporation covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
3	4,750 Cu. Ft. LO Covered Hopper Cars	TILX 500132, 500493 500660

5. 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 (Partial Rider 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
7	5,851 Cu. Ft. LO Covered Hopper Cars	TILX 059003-059005 059007 059011-059013

EXHIBIT B

QUANTITY & TYPE	CLASS	CAPACITY	INITIALED CAR NUMBERS	DATE OF EARLIEST SERVICE
2 HOPPER	LO	4,750 CU FT	TILX 500450, 500451	JUN 79
16 HOPPER	LO	4,750 CU FT	TILX 500101, 500105, 500198, 500221 500222, 500226, 500480, 500482 500483, 500485, 500497, 500502 500504, 500515, 500521, 500525	JUL 79
29 HOPPER	LO	4,750 CU FT	TILX 500144, 500146, 500148, 500156 500161, 500169, 500190, 500246 500254, 500276, 500294, 500297 500301, 500305, 500308, 500309 500316, 500333, 500343, 500523 500531, 500535, 500540, 500548 500553, 500559, 500565, 500573 500592	AUG 79
14 HOPPER	LO	4,750 CU FT	TILX 500211, 500291, 500340, 500357 500373, 500375, 500376, 500400 500402, 500403, 500411, 500429 500447, 500654	SEP 79
2 HOPPER	LO	4,750 CU FT	TILX 500669, 500684	OCT 79
2 HOPPER	LO	4,750 CU FT	TILX 500455, 500529	JUN 79
5 HOPPER	LO	4,750 CU FT	TILX 500184, 500478, 500498, 500503 500506	JUL 79
7 HOPPER	LO	4,750 CU FT	TILX 500162, 500173, 500336, 500562 500583, 500589, 500594	AUG 79
6 HOPPER	LO	4,750 CU FT	TILX 500372, 500391, 500621, 500627 500636, 500645	SEP 79
2 HOPPER	LO	4,750 CU FT	TILX 500668, 500675	OCT 79
2 HOPPER	LO	4,750 CU FT	TILX 511566, 511570	MAR 80
2 HOPPER	LO	4,750 CU FT	TILX 511642, 511652	APR 80
1 HOPPER	LO	4,750 CU FT	TILX 500493	JUL 79
1 HOPPER	LO	4,750 CU FT	TILX 500132	AUG 79
1 HOPPER	LO	4,750 CU FT	TILX 500660	SEP 79
7 HOPPER	LO	5,851 CU FT	TILX 059003-059005, 059007	DEC 92