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A LAW CORPORATION

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RECORDATION NO. 17520-2 FILED 1425

FEB 16 1993 1:45 PM

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FEB 16 1993 1:45 PM

INTERSTATE COMMERCE COMMISSION February 11, 1993

INTERSTATE COMMERCE COMMISSION  
RECORDATION NO. 17520-1 FILED 1425

FEB 16 1993 1:45 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. 17520-F FILED 1425

RE: Documents for Recordation

FEB 16 1993 1:45 PM

Dear Ms. Lee:

INTERSTATE COMMERCE COMMISSION

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,

*Michael A. Pears*

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Secretary  
February 11, 1993  
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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:

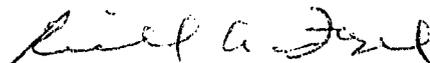
- (a) Primary Documents. (i) Second Supplement to Equipment Trust Agreement, a primary document, dated as of February 11, 1993, between Trinity Industries Leasing Company (as vendor and lessee), and The Bank of New York, as Trustee, and covering 99 railroad hopper cars, and (ii) Assignment, a primary 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

BILL OF SALE

RECORDATION NO. 17530-2 FILED 1428

THE BANK OF NEW YORK, AS TRUSTEE  
TO  
TRINITY INDUSTRIES LEASING COMPANY  
UNIVERSITY MICROFILMS INTERNATIONAL  
FEB 16 1993 1:45 PM  
INTERSTATE COMMERCE COMMISSION

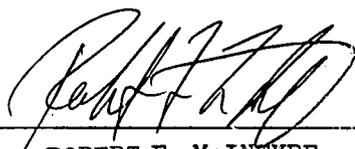
The Bank of New York, as Trustee (the "Trustee"), in consideration of the sum of \$2,500,000 (two million five hundred thousand dollars) and other considerations to it paid, the receipt of which is hereby acknowledged, has bargained, sold, assigned and transformed, and by these presents does hereby bargain, sell, assign, and transfer unto Trinity Industries Leasing Company (the "Company"), a Delaware corporation, pursuant to Section 5.05(a) of that certain Equipment Trust Agreement dated as of September 9, 1991 (the "Agreement") by and between the Trustee and the Company and the Request delivered by the Company dated January 26, 1993, all the right, title and interest of the Trustee, as Trustee under the Agreement, in and to the 50 railcars (the "Trust Equipment") covered by the Railroad Car Net Lease Agreement, dated May 9, 1990 between the Company and Exxon Chemical Americas as described in Exhibit A, Item 16 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 said Trust Equipment.

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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 described in Exhibit A to the Agreement and the rights of the Company under the Agreement.

IN WITNESS WHEREOF, The Bank of New York 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 28th day of January, 1993.

THE BANK OF NEW YORK

By:   
ROBERT F. McINTYRE  
ASSISTANT VICE PRESIDENT

Attest:

  
ASSISTANT VICE PRESIDENT