

McGLINCHEY STAFFORD LANG

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INTERSTATE COMMERCE COMMISSION - 244A034
64.00

August 31, 1993

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

SEP 1 1993 -2 22 PM

INTERSTATE COMMERCE COMMISSION

RE: Documents for Recordation
Trinity Industries Leasing Company
Equipment Trust (Series 8)

SEP 1 1993 -2 22 PM

INTERSTATE COMMERCE COMMISSION

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 Third Supplement to Equipment Trust Agreement, a primary document, dated as of August 30, 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 August 30, 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 August 30, 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 August 30, 1993 between The Bank of New York, as Trustee ("Seller") and Trinity Industries Leasing Company ("Buyer").

The enclosed Third 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

L. Lee, (40)
(1) Recorded

MOTOR OPERATING UNIT

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McGLINCHEY STAFFORD LANG
A LAW CORPORATION

Secretary
August 31, 1993
Page 2

Recordation Nos. 17520-A and 17520-B, respectively; the First Supplement to Equipment Trust Agreement dated as of December 10, 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; and the Second Supplement to Equipment Trust Agreement dated as of February 11, 1993 between Trinity Industries Leasing Company and The Bank of New York, as Trustee, which was filed and recorded under Recordation No. 17520-F on February 16, 1993, along with an Assignment and Bill of Sale under Recordation Nos. 17520-G and 17520-H, respectively.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to 27 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 Third 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 Third Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Third 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:

McGLINCHEY STAFFORD LANG
A LAW CORPORATION

Secretary
August 31, 1993
Page 3

- (a) Primary Documents. (i) Third Supplement to Equipment Trust Agreement, a primary document, dated as of August 30, 1993, between Trinity Industries Leasing Company (as vendor and lessee), and The Bank of New York, as Trustee, and covering nine (9) railroad cars, and (ii) Assignment, a primary document, dated August 30, 1993, between Trinity Industries Leasing Company (as Assignor), and The Bank of New York, as Trustee, and covering nine (9) railroad cars.
- (b) Secondary Documents. Bill of Sale, a secondary document, dated September 1, 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 Third Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated August 30, 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

17520-41
FORM 10

BILL OF SALE

SEP 1 1993 -2 05 PM

THE BANK OF NEW YORK,
AS TRUSTEE
TO

INTERSTATE COMMERCE COMMISSION

TRINITY INDUSTRIES LEASING COMPANY

The Bank of New York, as Trustee (the "Trustee"), in consideration of the sum of Ten Dollars (\$10.00) in hand paid and other good and valuable consideration, the receipt of which is hereby acknowledged, has bargained, sold, assigned and transferred, 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 to the Trustee by the Company dated August 27, 1993, all the right, title and interest of the Trustee, as Trustee under the Agreement, in and to the 27 railcars (the "Trust Equipment") described on Exhibit A hereto covered by the Railroad Car Lease Agreement, dated August 4, 1989 (Riders 7 and 9) between the Company and Conoco, Inc. as described on Exhibit A, Item 2 and 3 to the Second Supplement to the Agreement dated as of February 11, 1993, and the Railroad Car Net Lease Agreement, dated November 1, 1989 (Rider 1) between the Company and MNVA Railroad, Inc. as described in Exhibit A, Item 27 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 the Trust Equipment as described on Exhibit B hereto (the "Existing Leases").

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 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 30th day of August, 1993.

THE BANK OF NEW YORK

By: [Signature]
Vice President

Attest: [Signature]
Assistant Vice President

STATE OF NEW YORK §
 §
COUNTY OF NEW YORK §

On this 30th day of August, 1993, before me personally appeared WALTER N. GITLIN, to me personally known, who being by me duly sworn, says that he is the Vice President of The Bank of New York, 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 acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Marion Papadogonas
Signature of Notary Public

My Commission Expires:

MARION PAPADOGONAS
Notary Public, State of New York
No. 31-4842989
Qualified in New York County
Commission Expires May 31, 1995

EXHIBIT A

<u>QUANTITY & TYPE</u>	<u>CLASS</u>	<u>CAPACITY</u>	<u>INITIALED CAR NUMBERS</u>	<u>DATE EARLIEST SERVICE</u>
2 HOPPER	LO	4,750 CU FT.	TILX 500455, 500529	JUN 79
5 HOPPER	LO	4,750 CU FT.	TILX 500184, 500478, 500498, 500583, 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 88
2 HOPPER	LO	4,750 CU FT.	TILX 511642, 511652	APR 88
1 HOPPER	LO	4,750 CU FT.	KYLE 1903	JAN 81

EXHIBIT B

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>
1	4,750 Cu. Ft.	KYLE 1903

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

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