

# McGLINCHEY STAFFORD LANG

A LAW CORPORATION

NEW ORLEANS  
HOUSTON  
BATON ROUGE  
LITTLE ROCK  
WASHINGTON, D.C.  
FORT SMITH  
LAKE PROVIDENCE

RECORDATION NO. 18275  
FILED 1993  
JUN 25 1993 11:56 AM

2777 STEMMONS FREEWAY  
SUITE 925  
DALLAS, TEXAS 75207

RECORDATION NO. 18275  
FILED 1485

TELEPHONE (214) 634-3939  
FAX (214) 634-3971  
DIRECT DIAL:

JUN 25 1993 11:55 AM

INTERSTATE COMMERCE COMMISSION

June 24, 1993

INTERSTATE COMMERCE COMMISSION

3-176A013

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

RECORDATION NO. 18275  
FILED 1993

JUN 25 1993 11:55 AM

MOTOR OPERATING UNIT  
JUN 25 11 48 AM 1993

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 an Equipment Trust Agreement, a primary document, dated as of June 24, 1993, between Trinity Industries Leasing Company and NationsBank of Texas, N.A., as Trustee:
2. Two (2) executed originals of an Assignment, a primary document, dated June 24, 1993, between Trinity Industries Leasing company ("Assignor") and NationsBank of Texas, N.A., as Trustee ("Assignee"); and
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated June 24, 1993, between Trinity Industries Leasing Company ("Seller") and NationsBank of Texas, N.A., 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, and the address of NationsBank of Texas, N.A., the Trustee is 901 Main Street, 16th Floor, Dallas, Texas 75202.

The railroad equipment covered by the Equipment Trust Agreement 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.

*Handwritten signatures:*  
C. Bratta  
C. Bratta

McGLINCHEY STAFFORD LANG  
A LAW CORPORATION

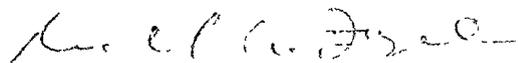
Enclosed is our firm's check in the amount of \$48.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Equipment Trust Agreement).

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 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) Equipment Trust Agreement, a primary document, dated as of June 24, 1993, between Trinity Industries Leasing Company (as vendor and lessee), and NationsBank of Texas, N.A., as Trustee, and covering 424 railroad cars, including tank and hopper cars, and (ii) Assignment, a primary document, dated June 24, 1993, between Trinity Industries Leasing Company (as Assignor), and NationsBank of Texas, N.A., as Trustee, and covering 424 railroad cars, including tank and hopper cars.
- (b) Secondary Documents. Bill of Sale, a secondary document, dated June 24, 1993, between Trinity Industries Leasing Company (as Seller), and NationsBank of Texas, N.A., as Trustee (as Buyer), and covering various railroad cars, and connected to an Equipment Trust Agreement referred to in paragraph (a) above.

Very truly yours,



Richard A. Fogel

RAF:ps

TRINITY INDUSTRIES LEASING COMPANY

Equipment Trust, Series 11

Bill of Sale

RECORDATION NO. 18275/B FILED 1425

JUN 25 1993 11:05 AM

INTERSTATE COMMERCE COMMISSION

THIS AGREEMENT, dated the 24th day of June, 1993, between Trinity Industries Leasing Company, a Delaware Corporation, (hereinafter called "Seller"), and NationsBank of Texas, N.A., a national banking association, as Trustee (hereinafter called "Buyer"), as contemplated by the Equipment Trust Agreement dated as of June 24, 1993 (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 Four Hundred Twenty-four (424) railroad cars described in Exhibit A-1 and more particularly identified in Exhibit B-1 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 B-1, 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

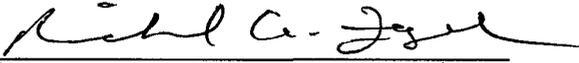
[SEAL]

ATTEST:

Neil O. Shover  
Assistant Secretary

STATE OF TEXAS           §  
  §  
COUNTY OF DALLAS       §

On this 23 day of June, 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.

  
\_\_\_\_\_  
Signature of Notary Public

My Commission expires:

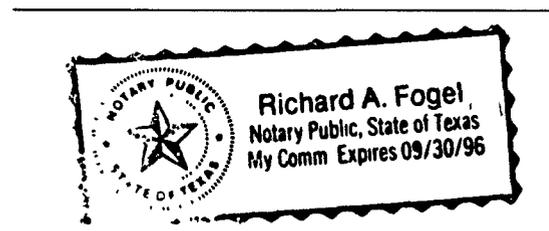


EXHIBIT A-1

QUANTITY & TYPE	CLASS	CAPACITY	INITIALED CAR NUMBERS	DATE OF EARLIEST SERVICE	TERM OF LEASE	MONTHLY RENTAL
5 TANK CARS	111A100W1	23 500 GAL	TIMX 002575 002578 002582 002585 002586	DEC 88	5 YRS	2 250
4 TANK CARS	111A100W1	23 500 GAL	TIMX 002579 - 002581 012116	DEC 88	1 YR	1 900
7 TANK CARS	105J500W	17368 GAL	TILX 400314 - 400320	APR 93	5 YRS	5 663
5 TANK CARS	111A100W1	13 000 GAL	TILX 120006 - 120010	MAR 93	10 YRS	3 200
50 TANK CARS	111A100W5	20 500 GAL	TILX 110015 - 110064	FEB 93	10 YRS	20 550
26 TANK CARS	111A100W6	21 000 GAL	TILX 200060 - 200084 200086	APR 93	15 YRS	28 366
20 TANK CARS	111A100W1	13 500 GAL	TILX 135320 - 135339	FEB 93	5 YRS	11 340
5 TANK CARS	111A100W1	29,900 GAL	TILX 190163 - 190167	MAR 93	5 YRS	2 620
3 TANK CARS	111A100W1	23 500 GAL	TIMX 002577 002589 012118	DEC 88	1 YR	1,425
10 TANK CARS	111A100W1	25,680 GAL	TILX 250167 - 250176	JAN 93	10 YRS	5,570
4 HOPPER CARS	LO	5851 CU FT	TILX 059080 059082 - 059084	MAR 93	49 MOS	2,180
55 HOPPER CARS	LO	4301 CU FT	OLNX 055517 - 055519, 055523 055524, 055528 055537, 055542 055544 - 055590	JAN 93	15 YRS	36 647
12 TANK CARS	111A100W1	23,500 GAL	TIMX 002572 - 002574, 002576 002583, 002587, 002588, 002590 002593, 012113 012115, 012117	DEC 88	1 YR	11,275
1 TANK CAR	105J400W	33,565 GAL	TILX 400289	FEB 93	5 YRS	685
10 TANK CARS	111A100W3	13,800 GAL	TILX 135340 - 135349	MAR 93	10 YRS	6,170
54 HOPPER CARS	LO	5851 CU FT	TILX 059003 - 059005, 059007 059011 - 059014, 059016 - 059020 059022, 059026, 059029, 059032 - 059034, 059041 - 059047, 059049 059052, 059053, 059058, 059064 059067 - 059069, 059085 - 059104	JAN 93	5 YRS	27 000
30 HOPPER CARS	LO	5851 CU FT	TILX 059009, 059010, 059021, 059023 059024, 059027, 059030, 059031 059035 - 059038, 059048, 059050 059054 059056, 059057, 059059 - 059062, 059071 - 059079	JAN 93	5 YRS	15,150
90 TANK CARS	111A100W1	22,369 GAL	TILX 180000 - 180089	JAN 93	10 YRS	54,360
22 HOPPER CARS	LO	5851 CU FT	TILX 059025, 059066, 059081 059105 - 059109, 059112 - 059123 059125 059270	APR 93	5 YRS	11,110
11 HOPPER CARS	LO	5851 CU FT	TILX 059070, 059126, 059127, 059129 -	MAY 93	5 YRS	5,555
424						253 016

EXHIBIT B-1

1. Railroad Car Lease Agreement, dated April 18, 1991, between Trinity Industries Leasing Company and Arizona Chemical Company covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
5	23,500 Gal. 111A100W1 Tank Cars	TIMX 002575, 002578 002582, 002585 002586

2. Railroad Car Lease Agreement, dated April 1, 1993, between Trinity Industries Leasing Company and Ashland Chemical, Inc., subsidiary of Ashland Oil, Inc. covering the following described railroad cars (Partial Rider 8):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
4	23,500 Gal. 111A100W1 Tank Cars	TIMX 002579-002581 012116

3. Railroad Car Lease Agreement, dated March 3, 1992, between Trinity Industries Leasing Company and Buckman Laboratories, Inc. covering the following described railroad cars (Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
7	17,368 Gal. 105J500W Tank Cars	TILX 400314-400320

4. Railroad Car Lease Agreement, dated November 10, 1992, between Trinity Industries Leasing Company and Canadian Electrolytic Zinc Limited covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
5	13,000 Gal. 111A100W1 Tank Cars	TILX 120006-120010

5. Railroad Car Lease Agreement, dated September 28, 1979, between Trinity Industries Leasing Company and E. I. DuPont de Nemours & Company, Inc. covering the following described railroad cars (Rider 7):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
50	20,500 Gal. 111A100W5 Tank Cars	TILX 110015-110064

6. Railroad Car Lease Agreement, dated May 16, 1991, between Trinity Industries Leasing Company and Eka Nobel, Inc. covering the following described railroad cars (Partial Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
26	21,000 Gal. 111A100W6 Tank Cars	TILX 200060-200084 200086

7. Railroad Car Lease Agreement, dated March 29, 1985, between Trinity Industries Leasing Company and Exxon Chemicals Americas covering the following described railroad cars (Rider 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
20	13,500 Gal. 111A100W1 Tank Cars	TILX 135320-135339

8. Railroad Car Lease Agreement, dated December 7, 1992, between Trinity Industries Leasing Company and Frontier Oil and Refining Company covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
5	29,900 Gal. 111A100W1 Tank Cars	TILX 190163-190167

9. Railroad Car Lease Agreement, dated June 1, 1985, between Trinity Industries Leasing Company and Lyondell Petrochemical Company covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
3	23,500 Gal. 111A100W1 Tank Cars	TILX 002577, 002589 012118

10. Railroad Car Lease Agreement, dated May 15, 1988, between Trinity Industries Leasing Company and National Sun Industries, Inc. covering the following described railroad cars (Rider 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	25,680 Gal. 111A100W1 Tank Cars	TILX 250167-250176

11. Railroad Car Lease Agreement, dated June 4, 1984, between Trinity Industries Leasing Company and Novacor Chemicals, Inc. covering the following described railroad cars (Partial Rider 4):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
4	5,851 Cu. Ft. LO Covered Hopper Cars	TILX 059080 059082-059084

12. Railroad Car Net Lease Agreement, dated January 22, 1992, between Trinity Industries Leasing Company and Olin Corporation covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
55	4,301 Cu. Ft. LO Covered Hopper Cars	OLNX 055517-055519 055523, 055524 055528, 055537 055542 055544-055590

13. Railroad Car Lease Agreement, dated June 19, 1984, between Trinity Industries Leasing Company and The Procter & Gamble Distributing Company covering the following described railroad cars (Partial Rider 9):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
12	23,500 Gal. 111A100W Tank Cars	TILX 002572-002574 002576, 002583 002587, 002588 002590, 002593 012113, 012115 012117

14. Railroad Car Lease Agreement, dated March 28, 1989, between Trinity Industries Leasing Company and Petrovest Petroleum Ltd. covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	33,565 Gal. 105J400W Tank Cars	TILX 400289

15. Railroad Car Lease Agreement, dated November 12, 1992, between Trinity Industries Leasing Company and Sulconam, Inc. covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	13,800 Gal. 111A100W3 Tank Cars	TILX 135340-135349

16. 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 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
90	22,369 Gal. 111A100W1 Tank Cars	TILX 180000-180089

17. 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>
30	5,851 Cu. Ft. LO Covered Hopper Cars	TILX 059009,059010 059021,059023 059024,059027 059030,059031 059035-059038 059048,059050 059054,059056 059057 059059-059062 059071-059079

18. 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 4):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
87	5,851 Cu. Ft. LO Covered Hopper Cars	TILX 059003-059005 059007 059011-059014 059016-059020 059022, 059025 059026, 059029 059032-059034 059041-059047 059049, 059052 059053, 059058 059064 059066-059070 059081 059085-059109 059112-059123 059125-059127 059129-059136