

0100788032

TRINITY INDUSTRIES LEASING COMPANY

A Subsidiary of Trinity Industries, Inc.



RECORDED 18275-11
FILED 1495

September 25, 1995

SEP 25 1995 11 20 AM

INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue N.W.
Washington, D.C. 20423
Attention: Recordation, Room 2311

RECEIVED
OFFICE OF THE
SECRETARY
SEP 25 11 44 AM '95
LICENSING BRANCH

RE: Documents for Recordation
Trinity Industries Leasing Company
Equipment Trust (Series 11-LC)

Dear Ladies and Gentlemen:

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 is the following document:

Two (2) executed originals of a Bill of Sale, a secondary document, dated September 25, 1995, between NationsBank of Texas, N.A., as Trustee ("Bank") and Trinity Industries Leasing Company ("Company").

The enclosed Bill of Sale referenced above, relates to the Equipment Trust Agreement dated as of June 24, 1993 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 18275 on June 25, 1993, along with an Assignment and Bill of Sale under Recordation Nos. 18275-A and 18275-B, respectively, and the First Supplement to Equipment Trust Agreement dated as of March 17, 1995, between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 18275-C on March 21, 1995, along with Assignment and Bill of Sale under Recordation Nos. 18275-D & 18275-E, respectfully.

The enclosed Bill of Sale referenced above, relates to One Hundred and Twenty Three (123) railcars and the leases thereof subject to the said Equipment Trust Agreement that were released from the Equipment Trust and assigned by the said Trustee to the Company.

The address of Trinity Industries Leasing Company is 2000 Gardner Expressway, Quincy, Illinois 62306-0867, and the address of the Trustee is 901 Main Street, Dallas, Texas 75202.

Adventerparts - Michael Peters

Enclosed is our Company's check in the amount of \$21.00 to cover the recordation fee.

You are hereby authorized to deliver any unneeded copies of 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) Secondary Document. Bill of Sale, a secondary document, dated September 25, 1995, between the Bank, as Trustee and the Company, and covering various railroad cars, and connected to the Equipment Trust Agreement dated as of June 24, 1993 referred to above.

Thank you for your assistance in this matter.

Very truly yours,



Alice D. Buchanan
Paralegal

Enclosures

BILL OF SALE

(Series 11-LC)

NATIONSBANK OF TEXAS, N.A., AS TRUSTEE
TO

18275-A
FILED 142F

SEP 27 1995 - 11 20 AM

TRINITY INDUSTRIES LEASING COMPANY

NationsBank of Texas, N.A , 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 June 24, 1993 (the "Agreement") by and between the Trustee and the Company and the Request delivered to the Trustee by the Company dated September 25, 1995, all the right, title and interest of the Trustee, as Trustee under the Agreement, in and to the One Hundred and Twenty Three (123) railcars (the "Trust Equipment") described on Exhibit A hereto covered by the following Railroad Car Lease Agreements. Seven (7) railcars covered by the Existing Lease dated March 3, 1992, between the Company and Buckman Laboratories, Inc.; Eighty-Six (86) railcars covered by the Existing Lease dated February 18, 1991, between the Company and Tennessee Eastman Company, Division of Eastman Kodak Company (Partial Rider 4); and Thirty (30) railcars covered by the Existing Lease dated February 18, 1991 between the Company and Tennessee Eastman Company, Division of Eastman Kodak Company (Partial Rider 3), as described on Exhibit A 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")

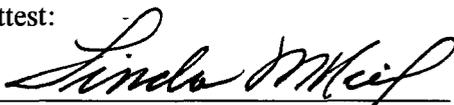
The Trustee hereby warrants that it has not caused any liens or encumbrances to have been placed on the Trust Equipment, other than the Existing Leases and the rights of the Company under the Agreement

IN WITNESS WHEREOF, NationsBank of Texas, N.A. 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 25th day of September, 1995.

NATIONSBANK OF TEXAS, N.A.

By: 
Vice President

Attest:


Assistant Vice President

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

On this 25th day of September, 1995, before me personally appeared Robert Patterson, to me personally known, who being by me duly sworn, says that he is the Vice President of NationsBank of Texas, N.A.; 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.

Alice D. Buchanan
Signature of Notary Public

My Commission Expires:

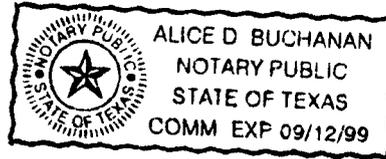


EXHIBIT A

1. 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 gallon 105J500W Tank Cars	TILX400314-400320

2. 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>
54	5,851 cu. ft LO Covered Hopper Cars	TILX059003-059005,059007 059011-059014 059016-059020,059022 059026,059029 059032-059034 059041-059049,059052 059053,059058,059064 059067-059069 059085-059104

3. 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>
32	5,851 cu ft LO Covered Hopper Cars	TILX059025,059066 059070,059081 059105-059109 059112-059123 059125-059127 059129,059130 059132-059136 059270

4. 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	TILX059009,059010,059021 059023,059024,059027 059030,059031 059035-059038 059048,059050,059054 059056,059057 059059-059062 059071-059079

**EXHIBIT B
DESCRIPTION OF TRUST EQUIPMENT**

<u>QUANTITY AND TYPE</u>	<u>CLASS</u>	<u>CAPACITY</u>	<u>INITIALED CAR NUMBERS</u>	<u>EARLIEST SERVICE</u>
7 Tank Cars	105J500W	17,368 gallon	TILX400314-400320	04/93
54 Hopper Cars	LO	5,851 cu.ft.	TILX059003-059005,059007 059011-059014 059016-059020,059022 059026,059029 059032-059034 059041-059049,059052 059053,059058,059064 059067-059069 059085-059104	12/92
32 Hopper Cars	LO	5,851 cu.ft.	TILX059025,059066 059070,059081 059105-059109 059112-059123 059125-059127 059129,059130 059132-059136 059270	12/92
30 Hopper Cars	LO	5,851 cu ft.	TILX059009,059010,059021 059023,059024,059027 059030,059031 059035-059038 059048,059050,059054 059056,059057 059059-059062 059071-059079	12/92

**EXHIBIT C
DESCRIPTION OF TRUST EQUIPMENT**

<u>QUANTITY AND TYPE</u>	<u>CLASS</u>	<u>CAPACITY</u>	<u>INITIALED CAR NUMBERS</u>	<u>EARLIEST SERVICE</u>
7 Tank Cars	105J500W	17,368 gallon	TILX400314-400320	04/93
54 Hopper Cars	LO	5,851 cu.ft.	TILX059003-059005,059007 059011-059014 059016-059020,059022 059026,059029 059032-059034 059041-059049,059052 059053,059058,059064 059067-059069 059085-059104	12/92
32 Hopper Cars	LO	5,851 cu ft.	TILX059025,059066 059070,059081 059105-059109 059112-059123 059125-059127 059129,059130 059132-059136 059270	12/92
30 Hopper Cars	LO	5,851 cu ft.	TILX059009,059010,059021 059023,059024,059027 059030,059031 059035-059038 059048,059050,059054 059056,059057 059059-059062 059071-059079	12/92