

McGLINCHEY STAFFORD
LAW OFFICES
A PROFESSIONAL LIMITED LIABILITY COMPANY

APR 1 '99

1-55 PM

NEW ORLEANS
HOUSTON
BATON ROUGE
JACKSON
LAKE PROVIDENCE
MONROE

2777 STEMMONS FREEWAY
SUITE 925
DALLAS, TX 75207
<http://www.mcglinchey.com>

TELEPHONE (214) 860-9700
FAX (214) 860-9750
DIRECT DIAL:

March 31, 1999

Secretary
Surface Transportation Board
1925 K Street, Room 704
Washington, D.C. 20036
Attention: Recordation

RE: Documents for Recordation
Trinity Industries Leasing Company - Equipment Trust (Series 5)

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 Surface Transportation Board ("STB") thereunder, enclosed herewith for filing and recordation are the following documents:

1. Two (2) executed originals of Termination and Release Agreement, a primary document, dated as of March 31, 1999, between Trinity Industries Leasing Company (the "Company") and The Bank of New York, as successor Trustee;
2. Two (2) executed originals of a Bill of Sale, a secondary document, dated March 31, 1999 between the Bank, as Trustee ("Seller") and the Company ("Buyer").

The enclosed Termination and Release Agreement and Bill of Sale referenced in paragraphs 1 and 2, above, relate to the Equipment Trust Agreement dated as of March 15, 1987 between the Company and the Bank, as Successor Trustee, which was filed and recorded under Recordation No. 15195 on March 31, 1987, along with an Assignment and Bill of Sale under Recordation Nos. 15195-A and 15195-B, respectively; the First Supplement to Equipment Trust Agreement dated as of November 20, 1989 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 15195-I on November 29, 1989, along with an Assignment and Bill of Sale under Recordation Nos. 15195-H and 15195-J; the Second Supplement to Equipment Trust Agreement as of February 16, 1994, between the Company and the Bank, as Trustee, which was recorded under Recordation No. 15195-M on February 23, 1994, along with an Assignment and Bill of Sale under Recordation Nos. 15195-N and 15195-O; the Third Supplement to the Equipment Trust Agreement as of March 17, 1995, between the Company and the Bank, as Trustee, which was recorded under Recordation No 15195-Q on March 21, 1995, along with an

Document Part
May 1999 Roberts

March 31, 1999

Page 2

Assignment and Bill of Sale under Recordation Nos. 15195-R and 15195-S; the Fourth Supplement to Equipment Trust Agreement dated as of September 25, 1995, between the Company and the Bank, as Successor Trustee, which was filed and recorded under Recordation No. 15195-U on September 25, 1995, along with the Assignment and Bill of Sales under Recordation Nos. 15195-V and 15195-W; the Fifth Supplement to Equipment Trust Agreement dated as of October 25, 1995, between the Company and the Bank, as Successor Trustee, which was filed and recorded under Recordation No. 15195-Y on October 27, 1995, along with the Assignment and Bills of Sale under Recordation Nos. 15195-Z, 15195-AA and 15195-BB; the Sixth Supplement to Equipment Trust Agreement dated as of December 21, 1995, between the Company and the Bank, as Successor Trustee, which was filed and recorded under Recordation No. 15195-CC on December 26, 1995, along with the Assignment and Bills of Sale under Recordation Nos. 15195-DD, 15195-EE and 15195-FF; and the Seventh Supplement to Equipment Trust Agreement dated as of February 16, 1996, between the Company and the Bank, as Successor Trustee, which was filed and recorded under Recordation No. 15195-GG on February 23, 1996, along with the Assignment and Bills of Sale under Recordation Nos. 15195-HH, 15195-II and 15195-JJ; and the Eighth Supplement to Equipment Trust Agreement dated as of December 5, 1996, between the Company and the Bank, as Successor Trustee, which was filed and recorded under Recordation No. 15195-KK on December 19, 1996, along with the Assignment and Bills of Sale under Recordation Nos. 15195-LL, 15195-MM and 15195-NN; and the Ninth Supplement to Equipment Trust Agreement dated as of December 19, 1997, between the Company and the Bank, as Successor Trustee, which was filed and recorded under Recordation No. 15195-OO on December 31, 1997, along with the Assignment and Bill of Sale from the Company to the Bank, as Successor Trustee, under Recordation Nos. 15195-PP and 15195-QQ and the Bill of Sale from the Bank, as Successor Trustee, to the Company, which was filed and recorded under Recordation No. 15195-RR; and the Tenth Supplement to Equipment Trust Agreement dated as of May 22, 1998, between the Company and the Bank, as Successor Trustee, which was filed and recorded under Recordation No. 15195-SS on May 28, 1998, along with the Assignment and Bill of Sale from the Company to the Bank, as Successor Trustee, under Recordation Nos. 15195-TT and 15195-UU and the Bill of Sale from the Bank, as Successor Trustee, to the Company, which was filed and recorded under Recordation No. 15195-VV.

The enclosed Bill of Sale referenced in paragraph 2, above, relates to the various 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 in complete termination of the leases of said railcars to the Company pursuant to the said Equipment Trust Agreement.

The address of Trinity Industries Leasing Company is 2000 Gardner Expressway, Quincy, Illinois 62306-0867, and the address of the Bank, the Successor Trustee, is 101 Barclay Street (21W), New York, New York 10286.

March 31, 1999

Page 3

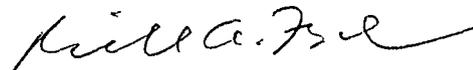
Enclosed is our firm's check in the amount of \$52.00 to cover the recordation fee.

You are hereby authorized to deliver any unneeded copies of the Termination and Release Agreement 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 Document. (i) Termination and Release Agreement, a primary document, dated as of March 31, 1999, between the Company and the Bank, as Trustee, and covering various railroad cars.
- (b) Secondary Document. Bill of Sale, a secondary document, dated March 31, 1999, between the Bank, as Trustee (as Seller) and the Company (as Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement dated as of March 15, 1987, and the Termination and Release Agreement dated as of March 31, 1999, referred to in paragraph (a) above.

Very truly yours,



Richard A. Fogel

RAF/sg
Enclosures

APR 1 '99

1-55 PM

BILL OF SALE

(Series 5)

**THE BANK OF NEW YORK,
AS TRUSTEE
TO**

TRINITY INDUSTRIES LEASING COMPANY

The Bank of New York, as Successor 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 5.04 of that certain Equipment Trust Agreement dated as of March 15, 1987 (the "Agreement") by and between the Trustee and the Company and the Request delivered to the Trustee by the Company dated March 31, 1999, all the right, title and interest of the Trustee, as Trustee under the Agreement, in and to the railroad cars (the "Trust Equipment") covered by the Railroad Car Lease Agreements described on Exhibits A and B hereto, 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 (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. EXCEPT AS EXPRESSLY SET FORTH ABOVE, TRUSTEE MAKES NO REPRESENTATION OR WARRANTY, EXPRESS OR IMPLIED, AS TO THE VALUE, TITLE, FREEDOM FROM LIENS, CONDITION, DESIGN, OPERATION, MERCHANTABILITY OR FITNESS FOR USE OF THE EQUIPMENT OR ANY OTHER REPRESENTATION OR WARRANTY WHATSOEVER.

IN WITNESS WHEREOF, the 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 26 day of MAR, 1999.

THE BANK OF NEW YORK

By: 
Assistant Vice President

Attest:

Assistant Vice President

STATE OF NEW YORK

§
§
§

COUNTY OF NEW YORK

On this 26 day of MAR, 1999, before me personally appeared REMO J. REALE, to me personally known, who being by me duly sworn, says that he is the Assistant 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.



Signature of Notary Public

My Commission Expires: _____

WILLIAM J. CASSELS
Notary Public, State of New York
No. 01CA5027729
Qualified in Bronx County
Commission Expires May 16, 2000

EXHIBIT A

1. Railroad Car Lease Agreement, dated February 15, 1980, between Trinity Industries Leasing Company and Ashland Oil, Inc. covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
2	20,514 Gal. 111A100W3 Tank Cars	TILX 220015-220016

2. Railroad Car Lease Agreement, dated February 15, 1980, between Trinity Industries Leasing Company and Ashland Oil, Inc. covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
26	34,000 Gal. 112J340W Tank Cars	TILX 300730 TILX 300766-300790

3. Railroad Car Lease Agreement, dated February 15, 1980, between Trinity Industries Leasing Company and Ashland Oil, Inc. covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
22	25,680 Gal. 111A100W1 Tank Cars	TILX 250111-250132

4. Railroad Car Lease Agreement, dated April 24, 1979, between Trinity Industries Leasing Company and Bunge Corporation covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
26	23,600 Gal. 111A100W1 Tank Car	TILX 260100-260103 TILX 260105 TILX 260107-260112 TILX 260114-260125 TILX 260127-260129

5. Railroad Car Lease Agreement, dated February 1, 1985, between Trinity Industries Leasing Company and Can States Energy covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	33,885 Gal. 112J400W Tank Cars	TILX 300734, 300735 TILX 300745, 300747 TILX 300748, 300751 TILX 300753, 300758 TILX 300760, 300763

6. Railroad Car Net Lease Agreement, dated March 7, 1983, between Trinity Industries Leasing Company and IBP, Inc. covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
27	23,635 Gal. 111A100W1 Tank Cars	IBPX 24000-24026

7. Railroad Car Net Lease Agreement, dated March 7, 1983, between Trinity Industries Leasing Company and IBP, Inc. covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
89	25,320 Gal. 111A100W1 Tank Cars	IBPX 25000-25007 IBPX 25009-25083 IBPX 25085-25090

8. Railroad Car Full Service Lease Agreement, dated June 4, 1984, between Trinity Industries Leasing Company and NOVA Energy Systems, Inc. covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
24	33,885 Gal. 112J400W Tank Cars	TILX 300731-300733 TILX 300736-300744 TILX 300746, 300749 TILX 300750, 300752 TILX 300754-300757 TILX 300761, 300762 TILX 300764, 300765

9. Railroad Car Net Lease Agreement, dated April 13, 1983, between Trinity Industries Leasing Company and A. E. Staley Manufacturing Company covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
49	17,641 Gal. 111A100W3 Tank Cars	STMX 706-720 STMX 722-755

10. Railroad Car Lease Agreement, dated December 1, 1989, between Trinity Industries Leasing Company and Polysar Limited (now named Nova Petrochemicals Inc.) covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
25	33,885 Gal. 112J400W Tank Cars	TILX 81031-81055

11. Railroad Car Lease Agreement, dated July 25, 1988, between Trinity Industries Leasing Company and Mobay Corporation covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
14	20,421 Gal. 111A100W5 Tank Cars	TILX 110001-110014

12. Railroad Car Lease Agreement, dated September 14, 1987, between Trinity Industries Leasing Company and Stauffer Chemical Company (now named Rhone-Poulenc Basic Chemical Company), effective October 1, 1989 covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
13	13,946 Gal. 111A100W2 Tank Cars	TILX 100362-100374

13. Railroad Car Lease Agreement, dated May 17, 1979, between Trinity Industries Leasing Company and Cargill, Inc. covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
12	5,125 cu. ft. Lo Covered Hopper Cars	TILX 5214-5225

14. Railroad Car Lease Agreement, dated April 2, 1992, between Trinity Industries Leasing Company and AG Processing, Inc. covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	25,498 Gal. 111A100W1 Tank Car	TILX 250177

15. Railroad Car Net Lease Agreement, dated January 1, 1994, between Trinity Industries Leasing Company and Exxon Chemical Americas covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
16	5,851 cu. ft. Lo Covered Hopper Cars	ECUX 867078-867093

16. Railroad Car Lease Agreement, dated May 17, 1979, between Trinity Industries Leasing Company and Cargill, Inc. covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
25	20,110 Gal. 105A500W Tank Cars	TILX 400321-400345

17. Railroad Car Lease Agreement, dated December 1, 1989, between Trinity Industries Leasing Company and Novacor Chemicals (Canada) Ltd., successor in interest to Polysar Limited covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
7	29,947 Gal. 111A100W1 Tank Cars	TILX 190322-190328

18. Railroad Car Net Lease Agreement, dated April 13, 1983, between Trinity Industries Leasing Company and A. E. Staley Manufacturing Company covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
37	17,604 Gal. 111A100W3 Tank Cars	STMX 000213-000249

19. Railroad Car Lease Agreement, dated July 10, 1989, between Trinity Industries Leasing Company and ADM Transportation Company covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
31	5,127 cu. ft. Lo Covered Hopper Cars	ADMX 49070-49100

20. Railroad Car Net Lease Agreement, dated August 9, 1984, between Trinity Industries Leasing Company and Minnesota Corn Processors, Inc. covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
5	17,641 Gal. 111A100W3 Tank Cars	MNCX 1020-1024

(Exhibit A continued)

Series 5

21. Railroad Car Net Lease Agreement, dated August 9, 1984, between Trinity Industries Leasing Company and Minnesota Corn Processors, Inc. covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
20	17,641 Gal. 111A100W3 Tank Cars	MNCX 1025-1044

22. Railroad Car Lease Agreement, dated April 2, 1992, between Trinity Industries Leasing Company and AG Processing Inc. covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
116	5,160 cu. ft. Lo Covered Hopper Cars	TILX 515081-515164 TILX 515166-515197

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>
1.	2 Tank Cars	111A100W3	20,514 Gal.	TILX 220015-220016	12/86
2.	26 Tank Cars	112J340W	34,000 Gal.	TILX 300730 TILX 300766-300790	08/82
3.	22 Tank Cars	111A100W1	25,680 Gal.	TILX 250111-250132	12/86
4.	26 Tank Cars	111A100W1	23,600 Gal.	TILX 260100-260103 TILX 260105 TILX 260107-260112 TILX 260114-260125 TILX 260127-260129	08/80
5.	10 Tank Cars	112J400W	33,885 Gal.	TILX 300734, 300735 TILX 300745, 300747 TILX 300748, 300751 TILX 300753, 300758 TILX 300760, 300763	01/83
6.	27 Tank Cars	111A100W1	23,635 Gal.	IBPX 24000-24026	03/83
7.	89 Tank Cars	111A100W1	25,320 Gal.	IBPX 25000-25007 IBPX 25009-25083 IBPX 25085-25090	10/86
8.	24 Tank Cars	112J400W	33,885 Gal.	TILX 300731-300733 TILX 300736-300744 TILX 300746, 300749 TILX 300750, 300752 TILX 300754-300757 TILX 300761, 300762 TILX 300764, 300765	01/83
9.	49 Tank Cars	111A100W3	17,641 Gal.	STMX 706-720 STMX 722-755	02/87

(Exhibit B continued)

Series 5

	<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
10.	25 Tank Cars	112J400W	33,885 Gal.	TILX 81031-81055	08/82
11.	14 Tank Cars	111A100W5	20,421 Gal.	TILX 110001-110014	02/89
12.	13 Tank Cars	111A100W2	13,946 Gal.	TILX 100362-100374	03/89
13.	12 Hopper Cars	Lo	5,125 cu ft.	TILX 5214-5225	10/93
14.	1 Tank Car	111A100W1	25,498 Gal.	TILX 250177	06/93
15.	16 Hopper Cars	Lo	5,851 cu. ft.	ECUX 867078-867093	03/94
16.	25 Tank Cars	105A500W	20,110 Gal.	TILX 400321-400345	12/94
17.	7 Tank Cars	111A100W1	29,947 Gal.	TILX 190322-190328	07/96
18.	37 Tank Cars	111A100W3	17,604 Gal.	STMX 000213-000249	12/83
19.	31 Hopper Cars	Lo	5,127 cu. ft.	ADMX 49070-49100	09/96
20.	5 Tank Cars	111A100W3	17,641 Gal.	MNCX 1020-1024	09/84
21.	20 Tank Cars	111A100W3	17,641 Gal.	MNCX 1025-1044	04/85
22.	116 Hopper Cars	Lo	5,160 cu. ft.	TILX 515081-515164 TILX 515166-515197	10/96