

TRINITY INDUSTRIES LEASING COMPANY
2705 State Street
Chicago Heights, Illinois 60411

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INTERSTATE COMMERCE COMMISSION

1-074A028

INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Twelfth Street and Constitution Avenue
Washington, D.C. 20423
Attention: Mrs. Mildred Lee, Room 2303

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INTERSTATE COMMERCE COMMISSION

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OFFICE OF RECORDS UNIT

Re: Documents for Recordation

Dear Mrs. Lee:

In accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Interstate Commerce Commission (the "ICC") thereunder, enclosed herewith for filing and recordation are (i) three (3) executed originals of an Assignment dated as of March 1, 1991 (to the Equipment Trust Agreement, dated as of June 15, 1980 (the "Trust Agreement" between Trinity Industries Leasing Company (the "Company") and Republic National Bank of Dallas (subsequently named First Republic Bank Dallas, N.A., now named NCNB Texas National Bank (the "Trustee") (as assignee of the Federal Deposit Insurance Corporation, as receiver for First Republic Bank Dallas, N.A.)), as Trustee) between the Company and the Trustee (the "Assignment"), a primary document as defined in the foregoing Rules and Regulations, (ii) three (3) executed originals of a Third Supplement to Equipment Trust Agreement dated as of March 1, 1991 (to the Trust Agreement) between the Company and the Trustee (the "Third Supplement"), a secondary document as defined in the foregoing Rules and Regulations and (iii) three executed originals of a Bill of Sale dated as of March 1, 1991 (to the Trust Agreement) between the Company and the Trustee (the "Bill of Sale"), a secondary document as defined in the foregoing Rules and Regulations.

The enclosed Assignment relates to the Trust Agreement, which was filed and recorded under Recordation Number 12226 on

C. Kennedy
M. Lee

Mrs. Mildred Lee
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September 25, 1980, and subsequently supplemented by assignments and bills of sale under Recordation Numbers 12226-A through 12226-M.

We request that the Assignment be cross-indexed.

The addresses of the parties to the enclosed document are:

Company: Trinity Industries Leasing Company
2705 State Street
Chicago Heights, Illinois 60411
Attention: Treasurer

Trustee: NCNB Texas National Bank
901 Main Street
16th Floor
Dallas, Texas 75202

A description of the railroad equipment covered by (i) the Assignment is set forth in Exhibit A hereto, (ii) the Third Supplement is set forth in Exhibit B hereto, and (iii) the Bill of Sale is set forth in Exhibit C hereto. The foregoing railroad equipment consists solely of railroad cars intended for use relating to interstate commerce.

Also enclosed is a check in the amount of \$45.00 to cover the required recordation fees.

You are hereby authorized to deliver stamped copies of the Assignment, Third Supplement and Bill of Sale not needed for your files to the representative of Alvord and Alvord who is delivering this letter and said enclosures to you.

A short summary of the documents to appear in the Commission's Index follows:

1. Primary Document. Assignment dated as of March 1, 1991, between Trinity Industries Leasing Company and NCNB Texas National Bank, as Trustee, covering various railroad cars.
2. Secondary Document. Third Supplement to Equipment Trust Agreement dated as of March 1, 1991 between Trinity Industries Leasing Company and NCNB Texas National Bank, as Trustee, covering various railroad cars (relating to the Equipment Trust Agreement dated as of June 15, 1980 between Trinity Industries Leasing

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Company and Republic National Bank of Dallas, as
Trustee, covering various railroad cars.

3. Bill of Sale dated as of March 1, 1991, between Trinity
Industries Leasing Company and NCNB Texas National
Bank, as Trustee, covering various railroad cars.

TRINITY INDUSTRIES LEASING COMPANY

By: Neil O. Shoop
Neil O. Shoop
Treasurer

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INTERSTATE COMMERCE COMMISSION

TRINITY INDUSTRIES LEASING COMPANY
Equipment Trust, Series 2
Bill of Sale

THIS AGREEMENT, DATED as of the 1st day of March, 1991, between TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation (hereinafter called "Seller"), and NCNB TEXAS NATIONAL BANK, a national banking association, as Trustee (hereinafter called "Buyer"), pursuant to Section 5.06(b)(3) of the Equipment Trust Agreement dated as of June 15, 1980, as from time to time supplemented or amended (the "Equipment Trust Agreement"), between Seller and Buyer,

W I T N E S S E T H:

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 the rail cars described in Exhibit A attached hereto and made a part hereof for all purposes.

Seller hereby warrants that it has good and marketable title to the described rail cars and that Seller's title to the described rail cars is free from all liens and encumbrances (including any leasehold interests therein) other than the Existing Leases described in the attached Exhibit B, the Assignment of even date herewith between 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 rail cars described in Exhibit A unto Buyer, its successors and assigns, against all lawful claims.

TRINITY INDUSTRIES LEASING COMPANY

BY *K. W. Lewis*
K. W. Lewis
Senior Vice President

(SEAL)

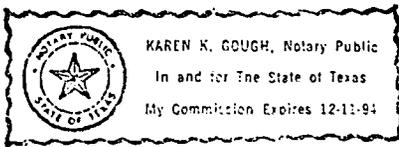
ATTEST:

Neil O. Shoop
Neil O. Shoop
Assistant Secretary

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STATE OF TEXAS §
 §
COUNTY OF DALLAS §

On this 1st day of March, 1991, before me personally appeared K. W. Lewis, to me personally known, who being by me duly sworn, says that he is the Seniro Vice President of TRINITY INDUSTRIES LEASING COMPANY, 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.



Karen K. Gough

Notary Public

My Commission Expires:

[SEAL]

EXHIBIT A
(Series 2)

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity in Gallons (cu.ft.)</u>	<u>Initialed Car Numbers</u>
5 covered hopper cars	LO	4,750 cu. ft.	MNVA 1825, 1855, 1866 MNVA 1889, 1900

EXHIBIT B
(Series 2)

Existing Leases

1. Railroad Car Net Lease Agreement, dated November 1, 1989 between Trinity Industries Leasing Company and MNVA Railroad, Inc. covering the following described railroad cars (Paritial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
5	4,750 cu. ft. covered hopper cars	MNVA 1825, 1855, 1866 MNVA 1889, 1900