

12226-R
RECORDATION NO. FILED 1423

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

12226-6

DEC 30 1991 -11 25 AM
INTERSTATE COMMERCE COMMISSION

DEC 30 1991 -11 25 AM

December 27, 1991

INTERSTATE COMMERCE COMMISSION

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

#32
12226-Q
12226-R

Re: Documents for Recordation

Dear Ms. 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 ("ICC") thereunder ("Rules and Regulations"), enclosed herewith for filing and recordation are the following documents:

1. Three (3) executed originals of a Partial Release and Termination dated as of December 27, 1991 between Trinity Industries Leasing Company and NCNB Texas National Bank, as Trustee (the "Partial Release"), a secondary document as defined in the Rules and Regulations; and
2. Three (3) executed originals of a Bill of Sale dated December 27, 1991 between Trinity Industries Leasing Company and NCNB Texas National Bank, as Trustee (the "Bill of Sale"), a secondary document as defined in the Rules and Regulations.

The enclosed Partial Release and Bill of Sale relate to the Equipment Trust Agreement, which was filed and recorded under Recordation Number 12226 on September 25, 1980, and subsequently supplement by assignments, supplements and bills of sale under Recordation Numbers 12226-A - 12226-P.

The addresses of the parties to the enclosed documents are:

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

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

A description of the railroad equipment covered by the enclosed documents is set forth in Exhibit A hereto. The

DEC 30 11 16 AM '91
MOTOR OPERATING UNIT

Carver Paul J. Kayala

Secretary
Interstate Commerce Commission
December 21, 1991
Page 2

foregoing railroad equipment consists solely of rail cars intended for use relating to interstate commerce.

Also enclosed is a certified check in the amount of \$ 32 to cover the required recordation fee.

You are hereby authorized to deliver any stamped copies of the Partial Release and the Bill of Sale not needed for your files to the representative of Alvord & Alvord who is delivering this letter and said enclosures to you.

A short summary of the documents to appear in the Index maintained by the Interstate Commerce Commission follows:

Secondary Documents. (i) Partial Release and Termination dated as of December 21, 1991, between Trinity Industries Leasing Company, 2705 State Street, Chicago Heights, Illinois 60411 and NCNB Texas National Bank, 901 Main Street, 16th Floor, Dallas, Texas 75202, covering various railroad cars (relating to the Equipment Trust Agreement dated as of June 15, 1980 between Trinity Industries Leasing Company and NCNB Texas National Bank, Assignee of the Federal Deposit Insurance Corporation, as Receiver for First RepublicBank Dallas, N.A. (formerly named Republic National Bank of Dallas and First RepublicBank Dallas, N.A.), as Trustee), and (ii) Bill of Sale dated December 21, 1991, between Trinity Industries Leasing Company, 2705 State Street, Chicago Heights, Illinois 60411 and NCNB Texas National Bank, 901 Main Street, 16th Floor, Dallas, Texas 75202, covering various railroad cars (relating to the to Equipment Trust Agreement referred to in (i) above).

TRINITY INDUSTRIES LEASING COMPANY

By: Neil O. Shoop
Neil O. Shoop
Treasurer

Enclosures

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EXHIBIT A - EQUIPMENT

Series 2 (NCNB Texas National - Trustee)

<u>Lessee</u>	<u>Quantity</u>		<u>Car Numbers</u>
Ozark Mahoning (currently ATOCHEM)	30	TILX	510670 - 510699 (inclusive)
Bunge Corp. (23 currently BNRR)	80	TILX	510846 510866 - 510873 (inclusive) 510875 - 510911 (inclusive) 510913 - 510929 (inclusive) 510931 - 510933 (inclusive) 510935 - 510937 (inclusive) 510939 - 510949 (inclusive)
MNVA (currently BNRR)	7	MNVA	1825, 1855 1866, 1900 511489, 511508 511549
AGP, Inc. (currently BNRR)	112	TILX	511480, 511516 511518 - 511520 (inclusive) 511524 511526 - 511528 (inclusive) 511530 - 511531 (inclusive) 511533 - 511534 (inclusive) 511536 - 511538 (inclusive) 511540 - 511542 (inclusive) 511545 - 511548 (inclusive) 511550 - 511559 (inclusive) 511561 511563 - 511565 (inclusive) 511569, 511571 511575 511577 - 511586 (inclusive) 511588 511592 - 511601 (inclusive) 511604 - 511607 (inclusive) 511609 - 511613 (inclusive) 511615 511617 - 511620 (inclusive) 511622 - 511627 (inclusive) 511630 - 511634 (inclusive) 511636 - 511637 (inclusive) 511640 - 511641 (inclusive) 511643 - 511645 (inclusive) 511647 - 511648 (inclusive) 511650, 511655 511658 - 511660 (inclusive)

Series 2 (Continued)

<u>Lessee</u>	<u>Quantity</u>	<u>Car Numbers</u>
AGP, Inc. (Continued)		TILX 511662 - 511663 (inclusive) 511665 - 511669 (inclusive) 511671 - 511673 (inclusive) 511680, 511683
ADM Transportation (currently BNRR)	2	TILX 511468, 511488
Cargill, Inc.	133	TILX 510401 - 510412 (inclusive) 510414 510416 - 510437 (inclusive) 510439 510441 - 510446 (inclusive) 510448 - 510451 (inclusive) 510458 - 510478 (inclusive) 510480 - 510506 (inclusive) 510509 - 510523 (inclusive) 510525 - 510531 (inclusive) 510563 - 510565 (inclusive) 510567 - 510580 (inclusive)

Interstate Commerce Commission
Washington, D.C. 20423

12/30/91

OFFICE OF THE SECRETARY

Neil O Shoop

Treasurer

Trinity Industries Leasing Company

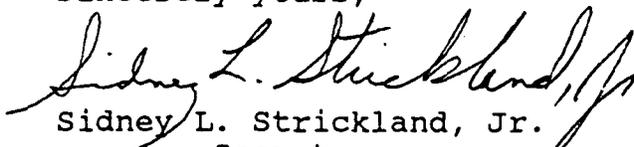
2705 State Street

Chicago Heights, Illinois 60411

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/30/91 at 11:25am, and assigned recordation number(s). 12226-Q & 12226-R, 11400-T & 11400-U

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

DEC 30 1991 -11 25 AM

(Series 2)

INTERSTATE COMMERCE COMMISSION

PARTIAL TERMINATION AND RELEASE

PARTIAL TERMINATION AND RELEASE dated as of December 27, 1991, between NCNB Texas National Bank, as trustee (the "Trustee") under an Equipment Trust Agreement, dated as of June 15, 1980 (as amended or restated, the "Trust Agreement"), and Trinity Industries Leasing Company, a Delaware corporation (the "Company").

PRELIMINARY STATEMENT

Pursuant to the Trust Agreement the following documents (the "Trust Documents") were executed and delivered, and recorded as described below:

- (a) The Trust Agreement recorded with the Interstate Commerce Commission (herein called the "ICC") under record number 12226;
- (b) An Assignment dated as of September 22, 1980, between the Company and the Trustee recorded with the ICC under record number 12226-A;
- (c) A Bill of Sale dated as of September 22, 1980, between the Company and the Trustee recorded with the ICC under record number 12226-B;
- (d) The First Supplement to the Trust Agreement dated as of November 25, 1980 between the Company and the Trustee recorded with the ICC under record number 12226-C;
- (e) A Financing Statement executed by the Company, as debtor, covering the property conveyed by the Assignment dated as of September 22, 1980, and filed with the Secretary of State of Texas on September 25, 1980 under file number 148412;
- (f) An Assignment dated as of November 25, 1980, between the Company and the Trustee recorded with the ICC under record number 12226-D;
- (g) A Bill of Sale dated as of November 25, 1980, between the Company and the Trustee recorded with the ICC under record number 12226-E;
- (h) A Financing Statement executed by the Company, as debtor, covering the property conveyed by the

Assignment dated as of November 25, 1980, and filed with the Secretary of State of Texas on December 1, 1980 under file number 186539;

- (i) An Assignment dated as of June 18, 1982, between the Company and the Trustee recorded with the ICC under record number 12226-F;
- (j) A Financing Statement executed by the Company, as debtor, covering property conveyed by the Assignment dated as of June 18, 1982, and filed with the Secretary of State of Texas on April 14, 1988 under record number 085788;
- (k) An Assignment dated as of August 15, 1985 between the Company and the Trustee recorded with the ICC under record number 12226-G;
- (l) A Financing Statement executed by the Company, as debtor, covering property conveyed by the Assignment dated as of August 15, 1985, and filed with the Secretary of State of Texas on August 27, 1985 under record number 215410;
- (m) An Assignment dated as of July 19, 1989 between the Company and the Trustee recorded with the ICC under record number 12226-H;
- (n) A Financing Statement executed by the Company, as debtor, covering property conveyed by the Assignment dated July 19, 1989 and filed with the Secretary of State of Texas on July 21, 1989 under file number 163884;
- (o) A Statement of Amendment to Financing Statement number 148412, filed with the Secretary of State of Texas on July 21, 1989; and
- (p) A Statement of Amendment to Financing Statement number 186539, filed with the Secretary of State of Texas on July 21, 1989.
- (q) An Assignment dated as of November 20, 1989 between the Company and the Trustee recorded with the ICC under record number 12226-I;
- (r) A Second Supplement to Equipment Trust Agreement dated as of November 20, 1989 between the Company and the Trustee recorded with the ICC under record number 12226-J;

- (s) A Bill of Sale dated as of November 20, 1989, between the Company and the Trustee recorded with the ICC under record number 12226-K;
- (t) A Financing Statement executed by the Company, as Debtor, covering property conveyed by the Assignment dated as of November 20, 1989, and filed with the Secretary of State of Texas on November 30, 1989 under file number 264453;
- (u) An Assignment dated as of July 24, 1990, between the Company and the Trustee recorded with the ICC under record number 12226-L;
- (v) A Modification Agreement dated as of July 24, 1990, between the Company and the Trustee recorded with the ICC under record number 12226-M; and
- (w) A Financing Statement executed by the Company as Debtor covering the property conveyed by the Assignment dated as of July 24, 1990 and filed with the Secretary of State of Texas on July 27, 1990 under file number 161554.
- (x) The Third Supplement to Trust Agreement dated as of March 1, 1991, between the Company and the Trustee recorded with the ICC under record number 12226-0.
- (y) An Assignment dated as of March 1, 1991, between the Company and the Trustee recorded with the ICC under record number 12226-N.
- (z) A Bill of Sale dated as of March 1, 1991, between the Company and the Trustee recorded with the ICC under record number 12226-P.
- (aa) A Financing Statement executed by the Company, as debtor, covering property conveyed by the Assignment dated as of March 1, 1991, and filed with the Secretary of State of Texas on March 18, 1991 under file number 047228.
- (bb) A Financing Statement executed by the Company, as debtor, covering property conveyed by the Assignment dated as of March 1, 1991, and filed with the Secretary of State of Illinois on March 18, 1991 under file number 2829141.
- (cc) A Financing Statement executed by the Company, as debtor, reflecting change of the principle place of business of the Company, and filed with the Secretary

of State of Illinois on March 14, 1991 under file number 2827992.

- (dd) A Statement of Amendment to Financing Statement filed with the Secretary of State of Texas on March 19, 1991 amending the following Financing Statements: record numbers 80-148412, 80-186539, 85-215410, 88-085788, 89-163884, 89-264453, 90-161554.

Pursuant to Section 5.06 of the Trust Agreement the Company has requested that the Trustee transfer and assign the railroad cars described in Exhibit A attached hereto and made a part hereof (herein called the "Equipment") to it.

In accordance with Section 5.06 of the Trust Agreement, the Company desires that the Trustee terminate and release its rights in and to the Equipment and the Railroad Car Lease Agreements described in Exhibit B attached hereto (the "Leases"), insofar as the Leases cover the Equipment.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto agree as follows:

1. The Company has tendered to the Trustee cash in an amount in excess of the fair value of the Equipment in exchange for the Trustee's assignment of the Equipment to the Company, all in accordance with Section 5.06 of the Trust Agreement.
2. The Trustee does hereby release, quitclaim, surrender and discharge unto the Company, its successors and assigns, all of its right, title and interest in and to (i) the Equipment and (ii) the Leases, insofar and only insofar as the Leases cover the Equipment (collectively, the "Released Property"), which the Trustee has or to which the Trustee may be entitled by virtue of the Trust Documents and hereby declares that the liens and security interests in the Released Property created by the Trust Documents are fully released and discharged.
3. Except for the partial release and termination specifically made hereby, the Trust Documents shall continue in full force and effect with respect to all leases, rail cars and other property described therein.

IN WITNESS WHEREOF this Partial Termination and Release is executed as of the date first written above.

NCNB TEXAS NATIONAL BANK,
Trustee

By: 
Name: LINDA McNEIL
Title: Vice President

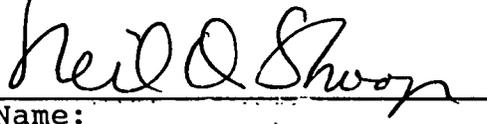
Attest:


Name: VINNIE E. SANDFORD
Title: ASSISTANT VICE PRESIDENT

TRINITY INDUSTRIES LEASING
COMPANY

By: 
Name:
Title:

Attest:


Name:
Title:

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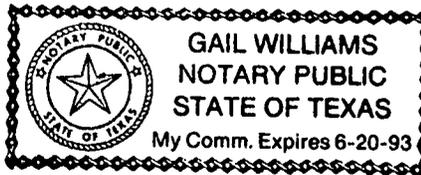
STATE OF TEXAS

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COUNTY OF DALLAS

On this 27th day of December, 1991, before me personally appeared LINDA McNEIL, to me personally known, who, being by me duly sworn, says that he is a Vice President of NCNB Texas National Bank, a national banking association, that the seal affixed to the foregoing instrument is the corporate seal of said association, that said instrument was signed and sealed on behalf of said association by authority of its Board of Directors, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said association.

[Seal]



Gail Williams
Signature of Notary Public

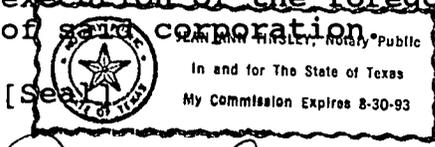
My Commission expires: 6-20-93

STATE OF TEXAS

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COUNTY OF DALLAS

On this 27th day of December, 1991, before me personally appeared K. W. Lewis, to me personally known, who, being by me duly sworn, says that he is a Sr. Vice President of Trinity Industries Leasing Company, a Delaware corporation, 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 acknowledges that the execution of the foregoing instrument was the free act and deed of ~~said~~ corporation.



Jean Ann Lindsey
Signature of Notary Public

My Commission expires: 8/30/93

EXHIBIT A - EQUIPMENT

Series 2 (NCNB Texas National - Trustee)

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Series 2 (Continued)

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EXHIBIT B

The Railroad Car Lease Agreements listed below covering the Equipment described in Exhibit A:

1. Railroad Car Lease Agreement dated September 10, 1979 between the Company and Ozar-Mahoning Company.
2. Railroad Car Lease dated April 24, 1979 between the Company and Bunge Corporation.
3. Railroad Car Lease Agreement dated November 1, 1989 between the Company and NMVA Railroad, Inc.
4. Railroad Car Lease Agreement dated March 15, 1985 between the Company and Ag Processing, Inc.
5. Railroad Car Lease Agreement dated July 13, 1988 between the Company and ADM Transportation Company.
6. Railroad Car Lease Agreement dated May 17, 1979 between the Company and Cargill, Inc.

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