

12226-R
RECORDATION NO. FILED 1225

TRINITY INDUSTRIES LEASING COMPANY RECORDATION NO. 12226-6
2705 State Street
Chicago Heights, Illinois 60411

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

732
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

Carroll P. ...

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

12226-R
FILED 142

DEC 30 1991 - 11 22 AM

INTERSTATE COMMERCE COMMISSION

BILL OF SALE
(Series 2)

THIS BILL OF SALE, dated the 27th day of December, 1991, between NCNB Texas National Bank, as Trustee (hereinafter called "Seller"), and Trinity Industries Leasing Company, a Delaware corporation (hereinafter called "Buyer"), as contemplated by Section 5.06 of the Equipment Trust Agreement dated as of June 15, 1980 (as amended or restated, the "Equipment Trust Agreement"), between Seller and Buyer pursuant to which Buyer has delivered its Request that the rail cars described in Exhibit A attached hereto and made a part hereof for all purposes (the "Equipment") be assigned to it.

W I T N E S S E T H:

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 Buyer all of its right, title and interest in and to the Equipment which Seller previously acquired from Buyer. Seller hereby warrants that it has not placed on the Equipment any security interest, lien, or other encumbrance, consensual or otherwise, at any time during which the Trustee held legal or equitable title to the Equipment. EXCEPT AS EXPRESSLY SET FORTH ABOVE, SELLER MAKES NO REPRESENTATION OR WARRANTY, EXPRESS OR IMPLIED, AS TO THE VALUE, TITLE, FREEDOM FORM LIENS, CONDITION, DESIGN, OPERATION, MERCHANTABILITY OR FITNESS FOR USE OF THE EQUIPMENT OR ANY OTHER REPRESENTATION OR WARRANTY WHATSOEVER.

NCNB TEXAS NATIONAL BANK,
TRUSTEE

By: 
Name: LINDA McNEIL
Title: Vice President

[SEAL]

ATTEST:


Name: WINNIE E. SANDFORD
Title: ASSISTANT VICE PRESIDENT
R:\83540\05704\HM031002

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

The foregoing instrument was acknowledged before me on this the 27th day of December, 1991 by LINDA McREIL, a Vice President of NCNB Texas National Bank, a national banking association, on behalf of said association.

Gail Williams
Notary Public, State of Texas

My Commission Expires:
6-20-93

GAIL WILLIAMS
Printed Name of Notary

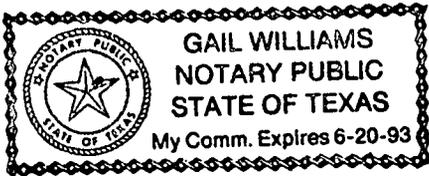


EXHIBIT A - EQUIPMENT

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)