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

INTERSTATE COMMERCE COMMISSION

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March 25, 1992

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INTERSTATE COMMERCE COMMISSION

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

12226-4
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INTERSTATE COMMERCE COMMISSION

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 25, 1992 (to the Equipment Trust Agreement, dated as of June 15, 1980 (the "Trust Agreement") between Trinity Industries Leasing Company (the "Company") and NationsBank of Texas, N.A. (formerly named NCNB Texas National Bank), (as assignee of the Federal Deposit Insurance Corporation, as receiver for First RepublicBank Dallas, N.A., formerly named Republic National Bank of Dallas), as Trustee (the "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 Fourth Supplement to Equipment Trust Agreement dated as of March 256, 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 (3) executed originals of a Bill of Sale dated as of March 256, 1992 (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

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Betty J. ...
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Mrs. Mildred Lee
Interstate Commerce Commission
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September 25, 1980, and subsequently supplemented by assignments and bills of sale under Recordation Numbers 12226-A through 12226-R.

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: NationsBank of Texas, N.A.
901 Main Street
16th Floor
Dallas, Texas 75202

A description of the railroad equipment covered by each of the Assignment, the Fourth Supplement and the Bill of Sale is set forth in Exhibit A 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~~^{#480} to cover the required recordation fees.

You are hereby authorized to deliver stamped copies of the Assignment, Fourth 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 25, 1992, between Trinity Industries Leasing Company and NationsBank of Texas, N.A., as Trustee, covering various railroad cars.
2. Secondary Document. Fourth Supplement to Equipment Trust Agreement dated as of March 25, 1992 between Trinity Industries Leasing Company and NationsBank of Texas, N.A., as Trustee (relating to the Equipment Trust Agreement dated as of June 15, 1980 between Trinity Industries Leasing Company and NationsBank of

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Texas, N.A. (formerly named NCNB Texas National Bank),
Assignee of the Federal Deposit Insurance Corporation,
as receiver for First Republic Bank Dallas, N.A.
(formerly named Republic National Bank of Dallas), as
Trustee, covering various railroad cars.

3. Bill of Sale dated as of March 25, 1992, between
Trinity Industries Leasing Company and Nations Bank of
Texas, N.A., as Trustee, covering various railroad
cars.

TRINITY INDUSTRIES LEASING COMPANY

By: Neil O. Shoop
Neil O. Shoop
Treasurer

TRINITY INDUSTRIES LEASING COMPANY ¹²²²⁶⁻²¹ ~~RECEIVED~~ ~~NO~~ ~~FEB 1 1992~~
Equipment Trust, Series 2
Bill of Sale

MAR 30 1992 - 12:25 PM

INTERSTATE COMMERCE COMMISSION

THIS AGREEMENT, DATED as of the 25th day of March, 1992, between TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation (hereinafter called "Seller"), and NATIONSBANK OF TEXAS, N.A. (formerly named 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 
F. Dean Phelps
Vice President

(SEAL)

ATTEST:


Neil O. Shoop
Assistant Secretary

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

On this 25th day of March, 1992, before me personally appeared F. Dean Phelps, to me personally known, who being by me duly sworn, says that he is the 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.



Notary Public

My Commission Expires:

[SEAL]

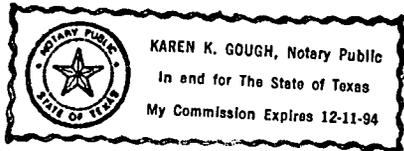


EXHIBIT A

DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Nos.</u>
19 Tank Cars	105J400W	33,565 Gal.	TILX 400196-400214
25 Hopper Cars	LO	5,125 Cu. Ft.	SSPX 1000-1024
100 Flat Cars	LO	100 Ton	KCS 711000-711099
21 Tank Cars	112J340W	33,687 Gal.	TILX 300921-300940, 300942

EXHIBIT B

Description of Existing Leases

1. 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 (Partial Rider 6):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
19	33,565 Gal. 105J400W Tank Cars	TILX 400196-400214

2. 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 (Rider 11):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
25	5,125 Cu. Ft. LO Hopper Cars	SSPX 1000-1024

3. Railroad Car Net Lease Agreement, dated November 5, 1990, between Trinity Industries Leasing Company and The Kansas City Southern Railway Company covering the following described railroad cars (Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
100	100 Ton LO Flat Cars	KCS 711000-711099

4. Railroad Car Lease Agreement, dated October 1, 1990, between Trinity Industries Leasing Company and Mobil Oil Corporation covering the following described railroad cars (Partial Rider 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
21	33,687 Gal. 112J340W Tank Cars	TILX 300921-300940 300942