

RECORDATION NO. 12226-20

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

JUN 26 1992 - 10 40 AM

INTERSTATE COMMERCE COMMISSION

2-178A028

June 26, 1992

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

12226
RECORDATION NO. JUN 26 1992 - 10 40 AM
INTERSTATE COMMERCE COMMISSION
JUN 26 10 39 AM '92
UNIT

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 Fifth Supplement to Equipment Trust Agreement dated as of June 25, 1992 between Trinity Industries Leasing Company and NationsBank of Texas, N.A., formerly named NCNB Texas National Bank, as Trustee (the "Fifth Supplement"), supplementing the Equipment Trust Agreement dated as of January 15, 1980, a secondary document as defined in the Rules and Regulations;

2. Three (3) executed originals of a Release and Termination dated as of June 25, 1992 between Trinity Industries Leasing Company and NationsBank of Texas, N.A., formerly named NCNB Texas National Bank, as Trustee (the "Release"), a secondary document as defined in the Rules and Regulations; and

2. Three (3) executed originals of a Bill of Sale dated June 25, 1992 between Trinity Industries Leasing Company and NationsBank of Texas, N.A., formerly named NCNB Texas National Bank, as Trustee (the "Bill of Sale"), a secondary document as defined in the Rules and Regulations.

The enclosed Fifth Supplement, 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 supplemented by assignments, supplements and bills of sale under Recordation Numbers 12226-A - 12226-U.

[Handwritten signatures]

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The addresses of the parties to the enclosed documents are:

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

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

A description of the railroad equipment covered by the Release and the Bill of Sale is set forth in Exhibit A hereto. The 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 \$45.00⁴⁸ to cover the required recordation fee.

You are hereby authorized to deliver any stamped copies of the Fifth Supplement, the 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) Fifth Supplement to Equipment Trust Agreement dated as of June 26, 1992 between Trinity Industries Leasing Company, 2705 State Street, Chicago Heights, Illinois 60411 and NationsBank of Texas, N.A., formerly named NCNB Texas National Bank, 901 Main Street, 16th Floor, Dallas, Texas 75202, as Trustee (relating to the Equipment Trust Agreement dated as of June 15, 1980 between Trinity Industries Leasing Company and NationsBank of Texas, N.A., formerly named 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), (ii) Release and Termination dated as of June 25, 1992, between Trinity Industries Leasing Company, 2705 State Street, Chicago Heights, Illinois 60411 and NationsBank of Texas, N.A., formerly named NCNB Texas National Bank, 901 Main Street, 16th Floor, Dallas, Texas 75202, covering various railroad cars (relating to the Equipment Trust Agreement referred to in (i) above), and (iii) Bill of Sale dated June 25, 1992, between Trinity Industries Leasing Company, 2705 State

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Street, Chicago Heights, Illinois 60411 and NationsBank of Texas, N.A., formerly named NCNB Texas National Bank, 901 Main Street, 16th Floor, Dallas, Texas 75202, covering various railroad cars (relating to the 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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SCHEDULE 1

PART A

<u>Quantity and Type</u>	<u>Capacity in Gallons</u>	<u>Initialed Car Numbers</u>
4 Covered Hopper Cars	4,750 Cu. Ft.	KYLE 511476, 511489, 511508 511549

PART B

<u>Quantity and Type</u>	<u>Capacity in Gallons</u>	<u>Initialed Car Numbers</u>
4 Covered Hopper Cars	4,750 Cu. Ft.	MNVA 511476, 511489, 511508 511549

EXHIBIT A TO ASSIGNMENT

Description of Leases

1. Railroad Car Lease Agreement (Rider 1) dated March 15, 1985, 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>
150	4750 Cu.Ft. Covered Hopper Cars	TILX 511475, 511480, 511492, 511516, 511518-511522, 511524, 511526-511528, 511530, 511531, 511533-511542, 511544-511548, 511550-511561, 511563-511567, 511569-511575, 511577-511586, 511588-511637, 511639-511652, 511655, 511657-511669, 511671-511674, 511680-511683

2. Railroad Car Utilization Lease Agreement (Rider 2) dated May 31, 1985, between Trinity Industries Leasing Company and Kyle Railroad Company covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
68	4750 Cu.Ft. Covered Hopper Cars	TILX 511459, 511461-511465 511467-511474 511476-511479 511481-511491 511493-511502 511504-511515 511517, 511523, 511525, 511529, 511532, 511543, 511549, 511562, 511568, 511587, 511638, 511654, 511656, 511675 511677-511679

3. Railroad Car Lease Agreement dated April 1, 1985, between Trinity Industries Leasing Company and E.I. DuPont de Nemours & Co., Inc. covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
53	34,000 Gal. 112J340W Tank Cars	TILX 300346-300349, 300351-300355, 300357-300400

4. Railroad Car Lease Agreement dated May 1, 1984, between Trinity Industries Leasing Company and Vista Chemical, Inc. covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
2	34,000 Gal. 112J340W Tank Cars	TILX 300350, 300356

EXHIBIT A

Description of Leases

1. Railroad Car Lease Agreement (Partial Rider 2) dated July 13, 1988 between Trinity Industries Leasing Company and ADM Transportation Co., covering the following described railroad cars (such cars were previously subject to the Railroad Car Lease Agreement described in Paragraph 2 of Exhibit A to the Assignment dated as of August 15, 1985 from such Company to RepublicBank Dallas, N.A., subsequently named First RepublicBank Dallas, N.A., which was assigned to NCNB Texas National Bank ("NCNB"), as Trustee by the Federal Deposit Insurance Corporation, (the "FDIC")):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
32	4,750 Cu. Ft. Covered Hopper Cars	TILX 511462, 511464-511465, 511467-511468, 511470, 511472-511474, 511479, 511481-511484, 511486, 511488, 511491, 511493, 511494, 511498, 511501, 511511, 511513, 511523, 511525, 511532, 511543, 511638, 511656, 511675, 511678-511679

2. Railroad Car Lease Agreement (Partial Rider 1) dated August 16, 1988 between Trinity Industries Leasing Company and A. E. Staley Manufacturing Co., covering the following described railroad cars (such cars were previously subject to the Railroad Car Lease Agreement described in Paragraph 2 of Exhibit A to the Assignment dated as of August 15, 1985 from such Company to RepublicBank Dallas, N.A., subsequently named First RepublicBank Dallas, N.A., which was assigned to NCNB, as Trustee by the FDIC):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
30	4,750 Cu. Ft. Covered Hopper Cars	TILX 511459, 511461, 511463, 511469, 511471, 511477-511478, 511485, 511487, 511490, 511495, 511497, 511500, 511502, 511504-511507, 511509, 511510, 511512, 511514, 511515, 511517, 511529, 511562, 511568, 511587, 511654, 511677

3. Railroad Car Lease Agreement (Partial Rider 3) dated October 14, 1988 between Trinity Industries Leasing Company and

Bartlett & Co., covering the following described railroad car (such car was previously subject to the Railroad Car Lease Agreement described in Paragraph 2 of Exhibit A to the Assignment dated as of August 15, 1985 from such Company to RepublicBank of Dallas, N.A., subsequently named First RepublicBank Dallas, N.A., which was assigned to NCNB, as Trustee by the FDIC):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Number</u>
1	4,750 Cu. Ft. Covered Hopper Car	TILX 511499

4. Railroad Car Lease Agreement (Rider 1) dated February 15, 1989, between Trinity Industries Leasing Company and Shell Canada, Ltd. covering the following described railroad cars (such cars were previously subject to the Railroad Car Lease Agreement described in Paragraph 1 of Exhibit A to the Assignment dated as of June 18, 1982 from such Company to RepublicBank Dallas, N.A. subsequently named First RepublicBank Dallas, N.A., was assigned to NCNB, as Trustee by the FDIC):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
20	34,000 Gal. 112J340W Tank Cars	TILX 300301, 300306-300310, 300312-30013, 300315, 300317-300320, 300323-300324, 300327, 300330-300332, 300334

5. Railroad Car Lease Agreement (Rider 1) dated March 28, 1989, between Trinity Industries Leasing Company and Petrowest Petroleum, Ltd. covering the following described railroad cars (such cars were previously subject to the Railroad Car Lease Agreement described in Paragraph 1 of Exhibit A to the Assignment dated as of June 18, 1982 from such Company to RepublicBank Dallas, N.A., subsequently named First RepublicBank Dallas, N.A., which was assigned to NCNB, as Trustee by the FDIC):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
15	34,000 Gal. 112J340W Tank Cars	TILX 300300, 300302-300305, 300311, 300314, 300316, 300321-300322, 300325, 300326, 300328-300329, 300333

6. Railroad Car Lease Agreement dated July 16, 1979, between Trinity Industries Leasing Company and Oxirane Chemical Co. (which has been succeeded by ARCO Chemical Co., by virtue of

the dissolution of Oxirane Chemical Co., effective July 1, 1981) covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
50	23,635 Gal. 111A100W1 Tank Cars	TILX 260050-260099

7. Railroad Car Lease Agreement (Partial Rider 2) dated March 30, 1989 between Trinity Industries Leasing Company and Air Products and Chemicals, Inc. covering the following described railroad cars (such cars were previously subject to the Railroad Car Lease Agreement described in Paragraph 3 of Exhibit A to the Assignment dated as of August 15, 1985 from such Company to RepublicBank Dallas, N.A., subsequently named First RepublicBank Dallas, N.A., which was assigned to NCNB, as Trustee by the FDIC):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
7	34,000 Gal. 112J340W Tank Cars	TILX 300369-300370, 300372, 300376, 300385-300386, 300394

8. Railroad Car Lease Agreement dated July 12, 1979 between Trinity Industries Leasing Company and Husky Oil Company, assumed by Flying J, Inc., effective March 7, 1986, covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	34,000 Gal. 112J340W Tank Cars	TILX 300335-300344

EXHIBIT A
(Series 2)

1. Railroad Car Lease Agreement, dated July 16, 1980, between Trinity Industries Leasing Company and Cosden Oil & Chemical Company (acquired by Fina Oil & Chemical July 1, 1985) covering the following described railroad cars (Rider 4):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	5,850 cu. ft. covered hopper cars	TILX 58002 - 58011

EXHIBIT A

Description of Leases

1. Railroad Car Lease Agreement dated July 27, 1989 between Trinity Industries Leasing Company (the "Company") and Martrade, Ltd., covering the following described railroad cars (such cars were previously subject to the Railroad Car Lease Agreement described in (i) paragraph 2 of Exhibit A to the Assignment dated as of August 15, 1985 and (ii) Paragraph 2 of Exhibit A to the Assignment dated as of July 19, 1989 (the "July 19 Assignment") from such Company to RepublicBank Dallas, N.A. ("Republic"), subsequently named First RepublicBank Dallas, N.A. ("First Republic"), which was assigned to NCNB Texas National Bank ("NCNB") as Trustee by the Federal Deposit Insurance Corporation (the "FDIC")):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
8	4,750 Cu. Ft. Covered Hopper Cars	TILX 511478, 511497, 511505, 511509, 511510, 511517, 511529, 511677

2. Railroad Car Lease Agreement dated August 4, 1989 between the Company and Conoco Inc., covering the following described railroad cars (such cars were previously subject to the Railroad Car Lease Agreement described in (i) Paragraph 2 of Exhibit A to the Assignment dated as of August 15, 1985 (the "August 15 Assignment") from such Company to Republic, subsequently named First Republic, which was assigned to NCNB, as Trustee by the FDIC and (ii) Paragraph 2 of Exhibit A to the July 19 Assignment):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
21	4,750 Cu. Ft. Covered Hopper Cars	TILX 511463, 511490, 511500, 511502, 511504, 511507, 511515, 511568, 511587, 511459, 511461, 511469, 511471, 511485, 511487, 511495, 511506, 511512, 511514, 511562, 511564

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3. Railroad Car Lease Agreement dated October 17, 1989 between the Company and ConAgra, Inc., covering the following described railroad cars (such cars were previously subject to the Railroad Car Lease Agreement described in (i) Paragraph 2 of Exhibit A to the August 15 Assignment and (ii) Paragraph 2 of Exhibit A to the July 19 Assignment):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	4,750 Cu. Ft. Covered Hopper Car	TILX 511477

4. Railroad Car Lease Agreement dated May 7, 1980 (Partial Rider 4 dated June 1, 1989), between the Company and Shell Oil Company, covering the following described railroad cars (such cars were previously subject to the Railroad Car Lease Agreement described in Paragraph 3 of Exhibit A to the August 15 Assignment):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
8	34,000 Gal. 112H340W Tank Cars	TILX 300349, 300353, 300363, 300377, 300379, 300383, 300396, 300398

5. Railroad Car Lease Agreement (Rider 2) dated November 1, 1989, between the Company and MNVA Railroad, Inc., covering the following described railroad cars (such cars were previously subject to the Railroad Car Lease Agreements described in (i) Paragraph 1 of Exhibit A to the Assignment dated as of September 22, 1980 from such Company to Republic National Bank of Dallas, subsequently named First Republic, which was assigned to NCNB by the FDIC and (ii) Paragraph 2 of Exhibit A to the August 15 Assignment):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
4	4,750 Cu. Ft. Covered Hopper Cars	MNVA 511476, 511489, 511508, 511549

6. Railroad Car Lease Agreement dated March 28, 1989 between the Company and Petrowest, Ltd., covering the following described railroad cars (such cars were previously subject to the Railroad Car Lease Agreement described in (i) paragraph 5 of Exhibit A to the Assignment dated as of November 25, 1980 from the Company to Republic National Bank of Dallas, subsequently named Republic and subsequently named First Republic, which was assigned to NCNB, as Trustee by the FDIC and (ii) paragraph 8 of Exhibit A to the July 19 Assignment):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
6	34,000 Gal. 112J340W Tank Cars	TILX 300335, 300337, 300338, 300340, 300342, 300344

EXHIBIT A
(Series 2)

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 (Partial 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

EXHIBIT A

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

EXHIBIT A

EXHIBIT A TO ASSIGNMENT

Description of Existing Leases

1. Railroad Car Lease Agreement, dated December 21, 1979, between Trinity Industries Leasing Company and Farmland Industries covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
240	4,750 Cu. Ft. Covered Hopper Cars	TILX 511459 -511591 TILX 511602 -511708

2. Railroad Car Lease Agreement, dated January 2, 1980, between Trinity Industries Leasing Company and Stillings Canada Petroleum Company covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
35	34,000 Gal. 112J340W Tank Cars	TILX 300300 -300334

EXHIBIT A TO ASSIGNMENT

Description of Existing Leases

1. 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>
142	4,750 Cu. Ft. LO Covered Hopper Cars	TILX 510401 -510451 TILX 510458 -510523 TILX 510525 -510531 TILX 510563 -510580

2. 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>
85	4,750 Cu. Ft. LO Covered Hopper Cars	TILX 510846 TILX 510866 -510949

3. Railroad Car Lease Agreement, dated July 16, 1979, between Trinity Industries Leasing Company and Oxirane Chemical Company covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
50	23,635 Gal. 111A100W1 Tank Cars	TILX 260050 -260099

4. Railroad Car Lease Agreement, dated September 28, 1979, between Trinity Industries Leasing Company and Conoco, Inc. covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
55	34,000 Gal. 112J340W Tank Cars	TILX 300346 -300400

5. Railroad Car Lease Agreement, dated July 12, 1979, between Trinity Industries Leasing Company and Husky Oil Company covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	34,000 Gal. 112J340W Tank Cars	TILX 300335 -300344

6. Railroad Car Lease Agreement, dated September 10, 1979, between Trinity Industries Leasing Company and Ozark-Mahoning Company covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
30	4,750 Cu. Ft. Covered Hopper Cars	TILX 510670 -510699

7. Railroad Car Lease Agreement, dated December 21, 1979, between Trinity Industries Leasing Company and Farmland Industries covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	4,750 Cu. Ft. Covered Hopper Cars	TILX 511592 -511601

EXHIBIT A TO ASSIGNMENT

Description of Lease

1. Railroad Car Lease Agreement, dated June 18, 1982, between Trinity Industries Leasing Company and Home Oil Company, Limited covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
35	34,000 Gal. 112J340W Tank Cars	TILX 300300 -300334

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EXHIBIT B TO EQUIPMENT TRUST AGREEMENT

Existing Leases

1. 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>
142	4,750 Cu. Ft. LO Covered Hopper Cars	TILX 510401 -510450 TILX 510458 -510531 TILX 510563 -510580

2. 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>
85	4,750 Cu. Ft. LO Covered Hopper Cars	TILX 510846 TILX 510866 -510949

3. Railroad Car Lease Agreement, dated July 16, 1979, between Trinity Industries Leasing Company and Oxirane Chemical Company covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
50	23,635 Gal. 111A100W1 Tank Cars	TILX 260050 -260099

4. Railroad Car Lease Agreement, dated September 28, 1979, between Trinity Industries Leasing Company and Conoco, Inc. covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
55	34,000 Gal. 112J340W Tank Cars	TILX 300346 -300400

5. Railroad Car Lease Agreement, dated July 12, 1979 between Trinity Industries Leasing Company and Husky Oil Company covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	34,000 Gal. 112J340W Tank Cars	TILX 300335 -300344

6. Railroad Car Lease Agreement, dated September 10, 1979, between Trinity Industries Leasing Company and Ozark-Mahoning Company covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
30	4,750 Cu. Ft. Covered Hopper Cars	TILX 510670 -510699

7. Railroad Car Lease Agreement, dated December 21, 1979, between Trinity Industries Leasing Company and Farmland Industries covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
250	4,750 Cu. Ft. Covered Hopper Cars	TILX 511459 -511708

8. Railroad Car Lease Agreement, dated January 2, 1980, between Trinity Industries Leasing Company and Stillings Canada Petroleum Company covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
35	34,000 Gal. 112J340W Tank Cars	TILX 300300 -300334

JUN 26 1992 -10 40 AM (Series 2)

INTERSTATE COMMERCE COMMISSION

TERMINATION AND RELEASE

TERMINATION AND RELEASE dated as of June 25, 1992, between NationsBank of Texas, N.A., formerly named 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.
- (ee) A Partial Termination and Release dated as of December 27, 1991, between the Company and Trustee recorded with the ICC under record number 12226-Q.
- (ff) A Bill of Sale dated as of December 27, 1991, between the Company and the Trustee recorded with the ICC under record number 12226-R.
- (gg) A Statement of Amendment to Financing Statement filed with the Secretary of State of Texas on December 31, 1991 amending the following Financing Statements: record numbers 80-148412, 80-186539, 85-215410, 89-163884, 90-161554 and 91-047228.
- (hh) A Statement of Amendment to Financing Statement filed with the Secretary of State of Illinois on January 24, 1992 amending the following Financing Statements: record numbers 91-2827992 and 91-2829141.
- (ii) The Fourth Supplement to Trust Agreement dated as of March 25, 1992, between the Company and the Trustee recorded with the ICC under record number 12226-S.
- (jj) An Assignment dated as of March 25, 1992, between the Company and the Trustee recorded with the ICC under record number 12226-T.
- (kk) A Bill of Sale dated as of March 25, 1992, between the Company and the Trustee recorded with the ICC under record number 12226-U.
- (ll) A Financing Statement executed by the Company, as debtor, covering property conveyed by the Assignment dated as of March 25, 1992, and filed with the Secretary of State of Texas on March 30, 1992 under file number 059627.
- (mm) A Financing Statement executed by the Company, as debtor, covering property conveyed by the Assignment dated as of March 25, 1992, and filed with the Secretary of State of Illinois on March 30, 1992 under file number 2966938.

(nn) The Fifth Supplement to Trust Agreement dated as of June 25, 1992, between the Company and the Trustee recorded with the ICC under record number 12226-V.

Pursuant to Section 5.06 of the Trust Agreement the Company has requested that the Trustee transfer and assign the all of 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 all of the Equipment and all of the Railroad Car Lease Agreements described in Exhibit A attached hereto (the "Leases").

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 a Letter of Credit 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 (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 release and termination specifically made hereby, the Trust Documents shall continue in full force and effect with respect to all other property described therein.

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

NATIONSBANK OF TEXAS, N.A.
Trustee

By: *Linda McNeil*
Name: LINDA McNEIL
Title: Vice President

Attest:

Reanne Barber
Name: REANNE T. BARBER
Title: Vice President

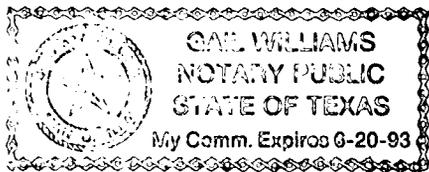
STATE OF TEXAS §
 §
COUNTY OF DALLAS §

On this 25th day of June, 1992, before me personally appeared LINDA McNEIL, to me personally known, who, being by me duly sworn, says that he is a VICE PRESIDENT of NationsBank of Texas, N.A., formerly named 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: _____



TRINITY INDUSTRIES LEASING
COMPANY

By: *K. W. Lewis*
K. W. Lewis
Senior Vice President

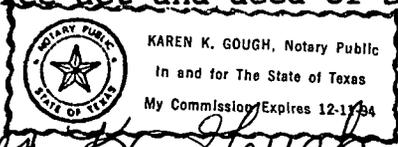
Attest:

Neil O. Shoop
Neil O. Shoop
Assistant Secretary

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

On this 25th day of June, 1992, before me personally appeared K. W. Lewis to me personally known, who, being by me duly sworn, says that he is a Senior 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.

[Seal]



Karen K. Gough
Signature of Notary Public

My Commission expires: _____

SCHEDULE 1

EXHIBIT A

PART A

<u>Quantity and Type</u>	<u>Capacity in Gallons</u>	<u>Initialed Car Numbers</u>
4 Covered Hopper Cars	4,750 Cu. Ft.	KYLE 511476, 511489, 511508 511549

PART B

<u>Quantity and Type</u>	<u>Capacity in Gallons</u>	<u>Initialed Car Numbers</u>
4 Covered Hopper Cars	4,750 Cu. Ft.	MNVA 511476, 511489, 511508 511549

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EXHIBIT A TO ASSIGNMENT

Description of Leases

1. Railroad Car Lease Agreement (Rider 1) dated March 15, 1985, 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>
150	4750 Cu.Ft. Covered Hopper Cars	TILX 511475, 511480, 511492, 511516, 511518-511522, 511524, 511526-511528, 511530, 511531, 511533-511542, 511544-511548, 511550-511561, 511563-511567, 511569-511575, 511577-511586, 511588-511637, 511639-511652, 511655, 511657-511669, 511671-511674, 511680-511683

2. Railroad Car Utilization Lease Agreement (Rider 2) dated May 31, 1985, between Trinity Industries Leasing Company and Kyle Railroad Company covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
68	4750 Cu.Ft. Covered Hopper Cars	TILX 511459, 511461-511465 511467-511474 511476-511479 511481-511491 511493-511502 511504-511515 511517, 511523, 511525, 511529, 511532, 511543, 511549, 511562, 511568, 511587, 511638, 511654, 511656, 511675 511677-511679

3. Railroad Car Lease Agreement dated April 1, 1985, between Trinity Industries Leasing Company and E.I. DuPont de Nemours & Co., Inc. covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
53	34,000 Gal. 112J340W Tank Cars	TILX 300346-300349, 300351-300355, 300357-300400

4. Railroad Car Lease Agreement dated May 1, 1984, between Trinity Industries Leasing Company and Vista Chemical, Inc. covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
2	34,000 Gal. 112J340W Tank Cars	TILX 300350, 300356

EXHIBIT A

Description of Leases

1. Railroad Car Lease Agreement (Partial Rider 2) dated July 13, 1988 between Trinity Industries Leasing Company and ADM Transportation Co., covering the following described railroad cars (such cars were previously subject to the Railroad Car Lease Agreement described in Paragraph 2 of Exhibit A to the Assignment dated as of August 15, 1985 from such Company to RepublicBank Dallas, N.A., subsequently named First RepublicBank Dallas, N.A., which was assigned to NCNB Texas National Bank ("NCNB"), as Trustee by the Federal Deposit Insurance Corporation, (the "FDIC")):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
32	4,750 Cu. Ft. Covered Hopper Cars	TILX 511462, 511464-511465, 511467-511468, 511470, 511472-511474, 511479, 511481-511484, 511486, 511488, 511491, 511493, 511494, 511498, 511501, 511511, 511513, 511523, 511525, 511532, 511543, 511638, 511656, 511675, 511678-511679

2. Railroad Car Lease Agreement (Partial Rider 1) dated August 16, 1988 between Trinity Industries Leasing Company and A. E. Staley Manufacturing Co., covering the following described railroad cars (such cars were previously subject to the Railroad Car Lease Agreement described in Paragraph 2 of Exhibit A to the Assignment dated as of August 15, 1985 from such Company to RepublicBank Dallas, N.A., subsequently named First RepublicBank Dallas, N.A., which was assigned to NCNB, as Trustee by the FDIC):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
30	4,750 Cu. Ft. Covered Hopper Cars	TILX 511459, 511461, 511463, 511469, 511471, 511477-511478, 511485, 511487, 511490, 511495, 511497, 511500, 511502, 511504-511507, 511509, 511510, 511512, 511514, 511515, 511517, 511529, 511562, 511568, 511587, 511654, 511677

3. Railroad Car Lease Agreement (Partial Rider 3) dated October 14, 1988 between Trinity Industries Leasing Company and

Bartlett & Co., covering the following described railroad car (such car was previously subject to the Railroad Car Lease Agreement described in Paragraph 2 of Exhibit A to the Assignment dated as of August 15, 1985 from such Company to RepublicBank of Dallas, N.A., subsequently named First RepublicBank Dallas, N.A., which was assigned to NCNB, as Trustee by the FDIC):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Number</u>
1	4,750 Cu. Ft. Covered Hopper Car	TILX 511499

4. Railroad Car Lease Agreement (Rider 1) dated February 15, 1989, between Trinity Industries Leasing Company and Shell Canada, Ltd. covering the following described railroad cars (such cars were previously subject to the Railroad Car Lease Agreement described in Paragraph 1 of Exhibit A to the Assignment dated as of June 18, 1982 from such Company to RepublicBank Dallas, N.A. subsequently named First RepublicBank Dallas, N.A., was assigned to NCNB, as Trustee by the FDIC):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
20	34,000 Gal. 112J340W Tank Cars	TILX 300301, 300306-300310, 300312-300313, 300315, 300317-300320, 300323-300324, 300327, 300330-300332, 300334

5. Railroad Car Lease Agreement (Rider 1) dated March 28, 1989, between Trinity Industries Leasing Company and Petrowest Petroleum, Ltd. covering the following described railroad cars (such cars were previously subject to the Railroad Car Lease Agreement described in Paragraph 1 of Exhibit A to the Assignment dated as of June 18, 1982 from such Company to RepublicBank Dallas, N.A., subsequently named First RepublicBank Dallas, N.A., which was assigned to NCNB, as Trustee by the FDIC):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
15	34,000 Gal. 112J340W Tank Cars	TILX 300300, 300302-300305, 300311, 300314, 300316, 300321-300322, 300325, 300326, 300328-300329, 300333

6. Railroad Car Lease Agreement dated July 16, 1979, between Trinity Industries Leasing Company and Oxirane Chemical Co. (which has been succeeded by ARCO Chemical Co., by virtue of

the dissolution of Oxirane Chemical Co., effective July 1, 1981) covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
50	23,635 Gal. 111A100W1 Tank Cars	TILX 260050-260099

7. Railroad Car Lease Agreement (Partial Rider 2) dated March 30, 1989 between Trinity Industries Leasing Company and Air Products and Chemicals, Inc. covering the following described railroad cars (such cars were previously subject to the Railroad Car Lease Agreement described in Paragraph 3 of Exhibit A to the Assignment dated as of August 15, 1985 from such Company to RepublicBank Dallas, N.A., subsequently named First RepublicBank Dallas, N.A., which was assigned to NCNB, as Trustee by the FDIC):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
7	34,000 Gal. 112J340W Tank Cars	TILX 300369-300370, 300372, 300376, 300385-300386, 300394

8. Railroad Car Lease Agreement dated July 12, 1979 between Trinity Industries Leasing Company and Husky Oil Company, assumed by Flying J, Inc., effective March 7, 1986, covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	34,000 Gal. 112J340W Tank Cars	TILX 300335-300344

EXHIBIT A
(Series 2)

1. Railroad Car Lease Agreement, dated July 16, 1980, between Trinity Industries Leasing Company and Cosden Oil & Chemical Company (acquired by Fina Oil & Chemical July 1, 1985) covering the following described railroad cars (Rider 4):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	5,850 cu. ft. covered hopper cars	TILX 58002 - 58011

EXHIBIT A

Description of Leases

1. Railroad Car Lease Agreement dated July 27, 1989 between Trinity Industries Leasing Company (the "Company") and Martrade, Ltd., covering the following described railroad cars (such cars were previously subject to the Railroad Car Lease Agreement described in (i) paragraph 2 of Exhibit A to the Assignment dated as of August 15, 1985 and (ii) Paragraph 2 of Exhibit A to the Assignment dated as of July 19, 1989 (the "July 19 Assignment") from such Company to RepublicBank Dallas, N.A. ("Republic"), subsequently named First RepublicBank Dallas, N.A. ("First Republic"), which was assigned to NCNB Texas National Bank ("NCNB") as Trustee by the Federal Deposit Insurance Corporation (the "FDIC")):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
8	4,750 Cu. Ft. Covered Hopper Cars	TILX 511478, 511497, 511505, 511509, 511510, 511517, 511529, 511677

2. Railroad Car Lease Agreement dated August 4, 1989 between the Company and Conoco Inc., covering the following described railroad cars (such cars were previously subject to the Railroad Car Lease Agreement described in (i) Paragraph 2 of Exhibit A to the Assignment dated as of August 15, 1985 (the "August 15 Assignment") from such Company to Republic, subsequently named First Republic, which was assigned to NCNB, as Trustee by the FDIC and (ii) Paragraph 2 of Exhibit A to the July 19 Assignment):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
21	4,750 Cu. Ft. Covered Hopper Cars	TILX 511463, 511490, 511500, 511502, 511504, 511507, 511515, 511568, 511587, 511459, 511461, 511469, 511471, 511485, 511487, 511495, 511506, 511512, 511514, 511562, 511564

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3. Railroad Car Lease Agreement dated October 17, 1989 between the Company and ConAgra, Inc., covering the following described railroad cars (such cars were previously subject to the Railroad Car Lease Agreement described in (i) Paragraph 2 of Exhibit A to the August 15 Assignment and (ii) Paragraph 2 of Exhibit A to the July 19 Assignment):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	4,750 Cu. Ft. Covered Hopper Car	TILX 511477

4. Railroad Car Lease Agreement dated May 7, 1980 (Partial Rider 4 dated June 1, 1989), between the Company and Shell Oil Company, covering the following described railroad cars (such cars were previously subject to the Railroad Car Lease Agreement described in Paragraph 3 of Exhibit A to the August 15 Assignment):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
8	34,000 Gal. 112H340W Tank Cars	TILX 300349, 300353, 300363, 300377, 300379, 300383, 300396, 300398

5. Railroad Car Lease Agreement (Rider 2) dated November 1, 1989, between the Company and MNVA Railroad, Inc., covering the following described railroad cars (such cars were previously subject to the Railroad Car Lease Agreements described in (i) Paragraph 1 of Exhibit A to the Assignment dated as of September 22, 1980 from such Company to Republic National Bank of Dallas, subsequently named First Republic, which was assigned to NCNB by the FDIC and (ii) Paragraph 2 of Exhibit A to the August 15 Assignment):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
4	4,750 Cu. Ft. Covered Hopper Cars	MNVA 511476, 511489, 511508, 511549

6. Railroad Car Lease Agreement dated March 28, 1989 between the Company and Petrowest, Ltd., covering the following described railroad cars (such cars were previously subject to the Railroad Car Lease Agreement described in (i) paragraph 5 of Exhibit A to the Assignment dated as of November 25, 1980 from the Company to Republic National Bank of Dallas, subsequently named Republic and subsequently named First Republic, which was assigned to NCNB, as Trustee by the FDIC and (ii) paragraph 8 of Exhibit A to the July 19 Assignment):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
6	34,000 Gal. 112J340W Tank Cars	TILX 300335, 300337, 300338, 300340, 300342, 300344

EXHIBIT A
(Series 2)

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 (Partial 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

EXHIBIT A

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

EXHIBIT A

EXHIBIT A TO ASSIGNMENT

Description of Existing Leases

1. Railroad Car Lease Agreement, dated December 21, 1979, between Trinity Industries Leasing Company and Farmland Industries covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
240	4,750 Cu. Ft. Covered Hopper Cars	TILX 511459 -511591 TILX 511602 -511708

2. Railroad Car Lease Agreement, dated January 2, 1980, between Trinity Industries Leasing Company and Stillings Canada Petroleum Company covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
35	34,000 Gal. 112J340W Tank Cars	TILX 300300 -300334

EXHIBIT A TO ASSIGNMENT

Description of Existing Leases

1. 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>
142	4,750 Cu. Ft. LO Covered Hopper Cars	TILX 510401 -510451 TILX 510458 -510523 TILX 510525 -510531 TILX 510563 -510580

2. 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>
85	4,750 Cu. Ft. LO Covered Hopper Cars	TILX 510846 TILX 510866 -510949

3. Railroad Car Lease Agreement, dated July 16, 1979, between Trinity Industries Leasing Company and Oxirane Chemical Company covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
50	23,635 Gal. 111A100W1 Tank Cars	TILX 260050 -260099

4. Railroad Car Lease Agreement, dated September 28, 1979, between Trinity Industries Leasing Company and Conoco, Inc. covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
55	34,000 Gal. 112J340W Tank Cars	TILX 300346 -300400

5. Railroad Car Lease Agreement, dated July 12, 1979, between Trinity Industries Leasing Company and Husky Oil Company covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	34,000 Gal. 112J340W Tank Cars	TILX 300335 -300344

6. Railroad Car Lease Agreement, dated September 10, 1979, between Trinity Industries Leasing Company and Ozark-Mahoning Company covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
30	4,750 Cu. Ft. Covered Hopper Cars	TILX 510670 -510699

7. Railroad Car Lease Agreement, dated December 21, 1979, between Trinity Industries Leasing Company and Farmland Industries covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	4,750 Cu. Ft. Covered Hopper Cars	TILX 511592 -511601

EXHIBIT A TO ASSIGNMENT

Description of Lease

1. Railroad Car Lease Agreement, dated June 18, 1982, between Trinity Industries Leasing Company and Home Oil Company, Limited covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
35	34,000 Gal. 112J340W Tank Cars	TILX 300300 -300334

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EXHIBIT B TO EQUIPMENT TRUST AGREEMENT

Existing Leases

1. 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>
142	4,750 Cu. Ft. LO Covered Hopper Cars	TILX 510401 -510450 TILX 510458 -510531 TILX 510563 -510580

2. 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>
85	4,750 Cu. Ft. LO Covered Hopper Cars	TILX 510846 TILX 510866 -510949

3. Railroad Car Lease Agreement, dated July 16, 1979, between Trinity Industries Leasing Company and Oxirane Chemical Company covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
50	23,635 Gal. 111A100W1 Tank Cars	TILX 260050 -260099

4. Railroad Car Lease Agreement, dated September 28, 1979, between Trinity Industries Leasing Company and Conoco, Inc. covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
55	34,000 Gal. 112J340W Tank Cars	TILX 300346 -300400

5. Railroad Car Lease Agreement, dated July 12, 1979 between Trinity Industries Leasing Company and Husky Oil Company covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	34,000 Gal. 112J340W Tank Cars	TILX 300335 -300344

6. Railroad Car Lease Agreement, dated September 10, 1979, between Trinity Industries Leasing Company and Ozark-Mahoning Company covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
30	4,750 Cu. Ft. Covered Hopper Cars	TILX 510670 -510699

7. Railroad Car Lease Agreement, dated December 21, 1979, between Trinity Industries Leasing Company and Farmland Industries covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
250	4,750 Cu. Ft. Covered Hopper Cars	TILX 511459 -511708

8. Railroad Car Lease Agreement, dated January 2, 1980, between Trinity Industries Leasing Company and Stillings Canada Petroleum Company covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
35	34,000 Gal. 112J340W Tank Cars	TILX 300300 -300334