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RECORDATION NO. 16017-5 FILED 1463

SERIES 7

AUG 28 1992 - 12:22 PM

INTERSTATE COMMERCE COMMISSION

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

RECORDATION NO. 16017-7 FILED 1463

AUG 28 1992 - 12:22 PM

INTERSTATE COMMERCE COMMISSION

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August 26, 1992

RECORDATION NO. 16017-RT FILED 1463

AUG 28 1992 - 12:22 PM

INTERSTATE COMMERCE COMMISSION

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

AUG 28 12 09 PM '92

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 August 26, 1992 (to the Equipment Trust Agreement, dated as of November 4, 1988 (the "Trust Agreement") between Trinity Industries Leasing Company (the "Company") and NationsBank of Texas, N.A. (formerly named NCNB Texas National Bank), 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 Third Supplement to Equipment Trust Agreement dated as of August 26, 1992 (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 August 26, 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 16017 on November 8, 1988, and subsequently supplemented by assignments

you have
16017-RT

Mrs. Mildred Lee
Interstate Commerce Commission
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and bills of sale under Recordation Numbers 16017-A through 16017-Q.

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 Second 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 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 August 26, 1992, between Trinity Industries Leasing Company and NationsBank of Texas, N.A., as Trustee, covering various railroad cars.
2. Secondary Document. Third Supplement to Equipment Trust Agreement dated as of August 26, 1992 between Trinity Industries Leasing Company and NationsBank of Texas, N.A., as Trustee (relating to the Equipment Trust Agreement dated as of November 4, 1988 between Trinity Industries Leasing Company and NationsBank of

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Texas, N.A. (formerly named NCNB Texas National Bank),
as Trustee, covering various railroad cars.

3. Bill of Sale dated as of August 26, 1992, between
Trinity Industries Leasing Company and NationsBank of
Texas, N.A., as Trustee, covering various railroad
cars.

TRINITY INDUSTRIES LEASING COMPANY

By: Neil O. Shoop
Neil O. Shoop
Treasurer

RECORDED 16017-T FILED 1423

AUG 28 1992 - 12:20 PM

TRINITY INDUSTRIES LEASING COMPANY
Equipment Trust, Series 7 INTERSTATE COMMERCE COMMISSION
Bill of Sale

THIS AGREEMENT, DATED as of the 26th day of August, 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"), as contemplated by the Equipment Trust Agreement dated as of November 4, 1988, 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, its successors and assigns, the following described equipment:

Seventeen (17) rail cars described in Exhibit A and incorporated by reference herein (the "Equipment").

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

TRINITY INDUSTRIES LEASING COMPANY

By *F. Dean Phelps*
F. Dean Phelps
Vice President

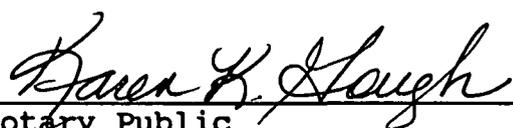
(SEAL)

ATTEST:

Neil O. Shoop
Neil O. Shoop
Assistant Secretary

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

On this 26th day of August, 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
(Series 7)

Description of Existing Leases

1. Railroad Car Lease Agreement, dated October 13, 1990, between Trinity Industries Leasing Company and Columbia Grain & Ingredients, Inc. covering the following described railroad cars (Partial Rider 1):

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

2. Railroad Car Lease Agreement, dated May 7, 1980, between Trinity Industries Leasing Company and Shell Oil Company covering the following described railroad cars (Partial Rider 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
8	34,000 Gal. 112J340W Tank Cars	TILX 300349, 300353 300363, 300377 300379, 300383 300396, 300398

3. Railroad Car Lease Agreement, dated July 23, 1991, between Trinity Industries Leasing Company and Sunrise Cooperative, Inc. covering the following described railroad car (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	4,750 Cu. Ft. LO Hopper Car	TILX 511681