

# McGLINCHEY STAFFORD LANG

A LAW CORPORATION

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INTERSTATE COMMERCE COMMISSION

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August 31, 1993

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INTERSTATE COMMERCE COMMISSION

3-244A033

\$ 64.00

Secretary, INTERSTATE COMMERCE COMMISSION

Interstate Commerce Commission

Twelfth Street & Constitution Avenue N.W.

Washington, D.C. 20423

Attention: Ms. Mildred Lee, Room 2303

RE: Documents for Recordation  
Trinity Industries Leasing Company  
Equipment Trust (Series 7)

Dear Ms. Lee:

On behalf of Trinity Industries Leasing Company and 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, enclosed herewith for filing and recordation are the following documents:

1. Two (2) executed originals of Fourth Supplement to Equipment Trust Agreement, a primary document, dated as of August 30, 1993, between Trinity Industries Leasing Company (the "Company") and NationsBank of Texas, N.A. (formerly NCNB Texas National Bank), as Trustee (the "Bank");
2. Two (2) executed originals of an Assignment, a primary document, dated August 30, 1993, between the Company ("Assignor") and the Bank, as Trustee ("Assignee");
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated August 30, 1993, between the Company ("Seller") and the Bank, as Trustee ("Buyer"); and
4. Two (2) executed originals of a Bill of Sale, a secondary document, dated August 30, 1993 between the Bank, as Trustee ("Seller") and the Company ("Buyer").

The enclosed Fourth Supplement, Assignment and Bill of Sale referenced in paragraphs 1, 2 and 3, above, relate to the Equipment Trust Agreement dated as of November 4, 1988 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017 on November 8, 1988, along with an Assignment and Bill of Sale under Recordation Nos. 16017-A and 16017-B, respectively; the First Supplement to Equipment Trust Agreement

*C. Buckley*

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INTERSTATE COMMERCE COMMISSION

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dated as of November 20, 1989 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-I on November 29, 1989, along with an Assignment and Bill of Sale under Recordation Nos. 16017-H and 16017-J, respectively; the Second Supplement to Equipment Trust Agreement dated as of August 13, 1992 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-N on August 20, 1992 along with an Assignment and Bill of Sale under Recordation Nos. 16017-M and 16017-O, respectively; and the Third Supplement to Equipment Trust Agreement dated as of August 26, 1992 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-S on August 28, 1992 along with an Assignment and Bill of Sale under Recordation Nos. 16017-R and 16017-T, respectively.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to 144 railcars and the lease thereof subject to the said Equipment Trust Agreement that were released from the Equipment Trust and assigned by the said Trustee to the Company.

We request that the Assignment be cross-indexed.

The address of Trinity Industries Leasing Company is 2705 State Street, Chicago Heights, Illinois, and the address of the Bank, the Trustee is 901 Main Street, Dallas, Texas 75202.

The railroad equipment covered by the Fourth Supplement to Equipment Trust Agreement is described in Exhibit A attached hereto. The foregoing railroad equipment consists solely of cars intended for use relating to interstate commerce.

Enclosed is our firm's check in the amount of \$64.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Fourth Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Fourth Supplement to Equipment Trust Agreement, the Assignment and the Bills of Sale, with the filing date noted thereon, following recordation thereof, to the representative of Washington Service Bureau who is delivering this letter and said enclosures to you.

A short summary of the documents appear in the index follows:

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- (a) Primary Documents. (i) Fourth Supplement to Equipment Trust Agreement, a primary document, dated as of August 30, 1993, between the Company (as vendor and lessee), and the Bank, as Trustee, and covering sixty-four (64) railroad cars, and (ii) Assignment, a primary document, dated August 30, 1993, between the Company (as Assignor), and the Bank, as Trustee, and covering sixty-four (64) railroad cars.
- (b) Secondary Documents. Bill of Sale, a secondary document, dated August 30, 1993, between the Company (as Seller), and the Bank, as Trustee (as Buyer), and covering various railroad cars, and connected to the Fourth Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated August 30, 1993, between the Bank, as Trustee (Seller) and the Company (Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement dated as of November 4, 1988 referred to above.

Very truly yours,



Richard A. Fogel

RAF:ps  
Enclosures

BILL OF SALE

NATIONSBANK OF TEXAS, N.A.,  
AS TRUSTEE  
TO

16077  
SEP 1 1993 -2 05 PM  
INTERSTATE COMMERCE COMMISSION

TRINITY INDUSTRIES LEASING COMPANY

NationsBank of Texas, N.A. (formerly known as NCNB Texas National Bank), as Trustee (the "Trustee"), in consideration of the sum of Ten Dollars (\$10.00) in hand paid and other good and valuable consideration, the receipt of which is hereby acknowledged, has bargained, sold, assigned and transferred, and by these presents does hereby bargain, sell, assign, and transfer unto Trinity Industries Leasing Company (the "Company"), a Delaware corporation, pursuant to Section 5.05(a) of that certain Equipment Trust Agreement dated as of November 4, 1988 (the "Agreement") by and between the Trustee and the Company and the Request delivered to the Trustee by the Company dated August 27, 1993, all the right, title and interest of the Trustee, as Trustee under the Agreement, in and to the 144 railcars (the "Trust Equipment") described on Exhibit A hereto covered by the Railroad Car Lease Agreement, dated August 4, 1989 between the Company and Conoco, Inc. as described on Exhibit A to the Assignment dated July 24, 1990, the Railroad Car Lease Agreement, dated November 1, 1989 between the Company and MNVA Railroad, Inc. as described on Exhibit A to the Assignment dated July 24, 1990 and the Railroad Car Lease Agreement dated May 17, 1979 (Rider 9) between the Company and Cargill, Inc. as described on Exhibit B, Item 13 to the Agreement, together with all right, title and interest of the Trustee in and to any and all existing leases or subleases in respect of the Trust Equipment as described on Exhibit B hereto (the "Existing Leases").

The Trustee hereby warrants that it has not caused any liens or encumbrances to have been placed on the Trust Equipment, other than the Existing Leases and the rights of the Company under the Agreement.

IN WITNESS WHEREOF, NationsBank of Texas, N.A. as such trustee has caused this Bill of Sale to be executed by its duly authorized officers and its corporate seal to be hereunto affixed, duly attested, this 30<sup>th</sup> day of August, 1993.

NATIONSBANK OF TEXAS, N.A.

By: [Signature]  
Vice President

Attest:  
[Signature]  
Assistant Vice President

STATE OF TEXAS

§  
§  
§

COUNTY OF DALLAS

On this 30<sup>th</sup> day of August, 1993, before me personally appeared Linda McNeil, to me personally known, who being by me duly sworn, says that she is the Vice President of NationsBank of Texas, N.A.; 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 she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Gail Williams  
Signature of Notary Public

My Commission Expires:

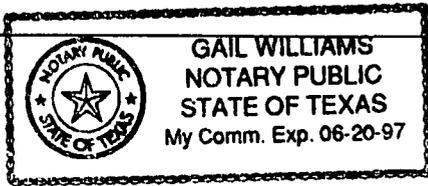


EXHIBIT A

<u>QUANTITY TYPE</u>	<u>CLASS</u>	<u>CAPACITY</u>	<u>INITIALED CAR NUMBERS</u>
128 HOPPER	LO	4,750 CU FT.	TILX 1451, 1453, 1455-1457, 1460, 1461, 1466, 1469, 1472-1474, 1490, 1492, 1494, 1499, 1500, 1504, 1505, 1508, 1509, 1511, 1513, 1516, 1517, 1521- 1524, 1527, 1528, 1531- 1533, 1536, 1538, 1541, 1544, 1546, 1548, 1549, 1551, 1552, 1554, 1630, 1631, 1633, 1637, 1639, 1653, 1655, 1692, 1694- 1696, 1811, 1821, 1823, 1826, 1827, 1834, 1836- 1840, 1843, 1845, 1850, 1852, 1853, 1858, 1861, 1864, 1865, 1874, 1880, 1882, 1884, 1890, 1897, 1901, 1906, 1908, 1910, 1912, 1913, 1924, 1928, 1930, 1938, 1941, 1943, 1944, 1946, 1949, 1957, 1983, 1989, 1994, 1995, 1998, 2005
			TILX 511050, 511056, 511057, 511061, 511083, 511085, 511086, 511093, 511103, 511107, 511108, 511755, 511787, 511795, 511799, 511929, 511946, 511972, 511974, 511984, 511986, 511988, 512016, 512018, 512019
5 HOPPER	LO	4,750 CU FT.	TILX 511074, 511089, 511790, 511953, 512001
11 HOPPER	LO	4,750 CU FT.	TILX 1475, 1479, 1480, 1482, 511943, 511948, 511951, 511960, 511982, 512005, 512017

**EXHIBIT B**

Railroad Car Net Lease Agreement, dated November 1, 1989, between Trinity Industries Leasing Company and MNVA Railroad, Inc. covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
5	4,750 Cu. Ft. Covered Hopper Cars	TILX 511074, 511089, 511790, 511953, 512000

Railroad Car Lease Agreement, dated August 4, 1989, between Trinity Industries Leasing Company and Conoco, Inc. covering the following described railroad cars (Rider 9):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
128	4,750 Cu Ft. Covered Hopper Cars	TILX 1451, 1453, 1455-1457, 1460, 1461, 1466, 1469, 1472-1474, 1490, 1492, 1494, 1499, 1500, 1504, 1505, 1508, 1509, 1511, 1513, 1516, 1517, 1521- 1524, 1527, 1528, 1531- 1533, 1536, 1538, 1541, 1544, 1546, 1548, 1549, 1551, 1552, 1554, 1630, 1631, 1633, 1637, 1639, 1653, 1655, 1692, 1694- 1696, 1811, 1821, 1823, 1826, 1827, 1834, 1836- 1840, 1843, 1845, 1850, 1852, 1853, 1858, 1861, 1864, 1865, 1874, 1880, 1882, 1884, 1890, 1897, 1901, 1906, 1908, 1910, 1912, 1913, 1924, 1928, 1930, 1938, 1941, 1943, 1944, 1946, 1949, 1957, 1983, 1989, 1994, 1995, 1998, 2005  TILX 511050, 511056, 511057, 511061, 511083, 511085, 511086, 511093, 511103, 511107, 511108, 511755, 511787, 511795, 511799, 511929, 511946, 511972, 511974, 511984, 511986, 511988, 512016, 512018, 512019

Railroad Car Lease Agreement, dated May 17, 1979, between Trinity Industries Leasing Company and Cargill, Inc. covering the following described railroad cars (Rider 9):

Number of Cars

Type

Car Numbers

11

4,750 Cu. Ft.  
Covered Hopper  
Cars

TILX 511943, 511948,  
511951, 511960,  
511982, 512005,  
512017

TILX 1475, 1479, 1480, 1482