

RECORDATION NO. 16017-<sup>AA</sup> FILED 1/85

# McGLINCHEY STAFFORD LANG

A LAW CORPORATION

NEW ORLEANS  
HOUSTON  
BATON ROUGE  
LITTLE ROCK  
WASHINGTON, D.C.  
FORT SMITH  
LAKE PROVIDENCE

2777 STEMMONS FREEWAY  
SUITE 925  
DALLAS, TEXAS 75207

RECORDATION NO. 16017-<sup>Z</sup> FILED 1/85  
TELEPHONE (214) 634-3939  
FAX (214) 634-3971  
DIRECT DIAL:

NOV 24 1993 -2 30 PM

NOV 24 1993 -2 30 PM

November 23, 1993

NOV 24 1993 -2 30 PM

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

0100051069  
RECORDATION NO. 16017-<sup>g</sup> FILED 1/85  
NOV 24 1993 -2 30 PM  
INTERSTATE COMMERCE COMMISSION  
LIBERATING BRANCH  
NOV 24 2 35 PM '93

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 Fifth Supplement to Equipment Trust Agreement, a primary document, dated as of November 23, 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 November 23, 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 November 23, 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 November 23, 1993 between the Bank, as Trustee ("Seller") and the Company ("Buyer").

The enclosed Fifth 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

*Michael P. ...*  
*C. ...*

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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; and the Fourth Supplement to Equipment Trust Agreement dated as of August 30, 1993 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-U on September 1, 1993, along with an Assignment and Bill of Sale under Recordation Nos. 16017-V and 16017-W, respectively.

The enclosed Bill of Sale referenced in paragraph 4, above; relates to 61 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 Fifth 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 Fifth Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Fifth 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.

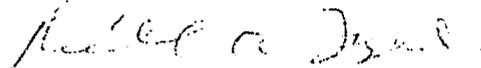
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A short summary of the documents appear in the index follows:

- (a) Primary Documents. (i) Fifth Supplement to Equipment Trust Agreement, a primary document, dated as of November 23, 1993, between the Company (as vendor and lessee), and the Bank, as Trustee, and covering twenty-two (22) railroad cars, and (ii) Assignment, a primary document, dated November 23, 1993, between the Company (as Assignor), and the Bank, as Trustee, and covering twenty-two (22) railroad cars.
- (b) Secondary Documents. Bill of Sale, a secondary document, dated November 23, 1993, between the Company (as Seller), and the Bank, as Trustee (as Buyer), and covering various railroad cars, and connected to the Fifth Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated November 23, 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

(Series 7)

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

TRINITY INDUSTRIES LEASING COMPANY

16017-BB  
NOV 24 1993 2:30 PM  
INTERSTATE COMMERCE COMMISSION

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 November 23, 1993, all the right, title and interest of the Trustee, as Trustee under the Agreement, in and to the 61 railcars (the "Trust Equipment") described on Exhibit A hereto covered by the Railroad Car Lease Agreement, dated February 7, 1983, (Rider 2) between the Company and ICI Americas Inc. (assigned to Cain Chemical Inc. and assumed by Oxy Petrochemicals Inc.) as described on Exhibit B to the Agreement and the Railroad Car Lease Agreement, dated July 1, 1987, (Rider 1) between the Company and CSX Transportation, Inc. (assigned to Conrail) as described on Exhibit B 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 23 day of November, 1993.

NATIONSBANK OF TEXAS, N.A.

By:   
Vice President

Attest:

  
Assistant Vice President

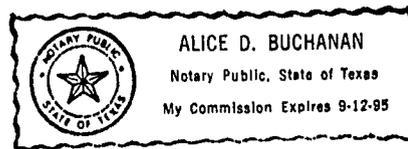
STATE OF TEXAS                   §  
   §  
COUNTY OF DALLAS               §

On this 23 day of November, 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.

Alice D. Buchanan  
Signature of Notary Public

My Commission Expires:

9-12-95



**EXHIBIT A**

(Series 7)

Description of Existing Leases

1. Railroad Car Lease Agreement, dated 2/7/83, between Trinity Industries Leasing Company and ICI Americas Inc. (assigned to Cain Chemical Inc. and assumed by Oxy Petrochemicals Inc.) covering the following described railcars: (Rider 2)

Number of Cars	Type	Car Numbers
22	6,150 cu. ft. Covered Hopper Cars	TILX 006311-006332

2. Railroad Car Lease Agreement, dated July 1, 1987, between Trinity Industries Leasing Company and CSX Transportation, Inc. (assigned to Conrail) covering the following described railroad cars: (Rider 1)

Number of Cars	Type	Car Numbers
39	86' 6" Auto Parts Box Cars	CR 239550-239588

**EXHIBIT B**

(Series 7)

## Description of Trust Equipment

Quantity and Type	Class	Capacity	Car Numbers	Earliest Service
22 Hopper Cars	LO	6150 cu. ft.	TILX 006311-006332	5/88
39 Box Cars		86'6"	CR 239550-239588	7/87