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February 25, 1994

RECORDATION NO. 16017-*DA*
FILED 1425

MAR 1 1994 -2 15 PM

INTERSTATE COMMERCE COMMISSION

Secretary
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, Supplement 6)

Dear Ms. Lee:

In accordance with our telephone conversation today, enclosed are two (2) executed originals of the correct Bill of Sale, a secondary document, dated February 23, 1994, between the Company ("Seller") and the Bank, as Trustee ("Buyer") that needs to be filed and recorded. This is to replace the Bill of Sale dated February 23, 1994 between Trinity Industries, Inc. (Seller) and Trinity Industries Leasing Company (Buyer) that was mistakenly sent to you for filing and recordation (16017-FF) on February 24, 1994.

Enclosed is a check to cover the filing fees. Should you have any questions, please feel free to call me at (214) 634-3939. Thank you for your assistance in this matter.

Regards,

Alice Buchanan
Alice D. Buchanan
Paralegal

LICENSING BRANCH

MAR 1 2 07 PM '94

RECEIVED
OFFICE OF THE
SECRETARY

:ab
Enclosures

DDD04EA2

Michael Lee

Interstate Commerce Commission
Washington, D.C. 20423

3/1/94

OFFICE OF THE SECRETARY

Alice D. Buchanan
Paralegal
McGlinchey Stafford Lang
2777 Stemmons Freeway
Dallas Texas 75207

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,
on 3/1/94 at 2:15pm, and assigned
recording number(s). 16017-*BB*

Sincerely yours,

Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

RECORDATION NO. 16017-84 FILED 1425

TRINITY INDUSTRIES LEASING COMPANY *MAR 1*

1994-2 15 PM

Equipment Trust, Series 7

INTERSTATE COMMERCE COMMISSION

Bill of Sale

THIS AGREEMENT, dated the 23rd day of February, 1994, between Trinity Industries Leasing Company, a Delaware Corporation, (hereinafter called "Seller"), and NationsBank of Texas, N.A. (formerly known as NCNB Texas National Bank), a national banking association, as Trustee (hereinafter called "Buyer"), as contemplated by the Sixth Supplement to Equipment Trust Agreement dated as of February 23, 1994, supplementing and amending the Equipment Trust Agreement dated as of November 4, 1988 (the "Equipment Trust Agreement"), between Seller and Buyer.

WITNESSETH

That 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:

The ninety-six (96) railroad cars described in Exhibit A and more particularly identified in Exhibit B and incorporated by reference herein (the "Equipment").

Seller hereby warrants that Seller has good and marketable title to the Equipment, 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 the 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: *K. W. Lewis*
K. W. Lewis
Senior Vice President

[SEAL]

ATTEST:

Neil Q. Shorn
Assistant Secretary

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

On this ____ day of February, 1994 before me, personally appeared K. W. Lewis, to me personally known, who being by me duly sworn, says that he is the Senior Vice President of Trinity Industries Leasing Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, the 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.

Alice D. Buchanan
Signature of Notary Public

My Commission expires:
9-12-95

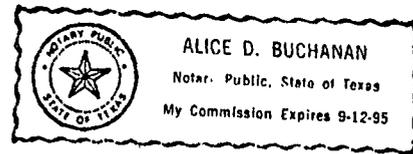


EXHIBIT A

1. Railroad Car Lease Agreement, dated May 17, 1979, between Trinity Industries Leasing Company and Cargill, Inc. covering the following described railroad cars (Partial Rider 12):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	5,125 cu.ft. Lo Covered Hopper Cars	TILX 5187,5188,5192 5202,5203 5226-5230(inclusive)

2. Railroad Car Lease Agreement, dated December 21, 1979, between Trinity Industries Leasing Company and Farmland Industries Inc. covering the following described railroad cars (Partial Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
14	14,300 Gal. 111A100W1 Tank Cars	TILX 150026-150039(inclusive)

3. Railroad Car Lease Agreement, dated November 12, 1992, between Trinity Industries Leasing Company and Sulconam, Inc. covering the following described railroad cars (Partial Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
15	13,818 Gal. 111A100W1 Tank Cars	TILX 135350-135364(inclusive)

4. Railroad Car Net Lease Agreement, dated January 22, 1992, between Trinity Industries Leasing Company and Olin Corporation covering the following described railroad cars (Partial Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
18	4,301 cu.ft. Lo Covered Hopper Cars	OLNX 55591-55608(inclusive)

EXHIBIT A

(Continued)

5. Railroad Car Lease Agreement, dated September 1, 1992, between Trinity Industries Leasing Company and Marsulex, Inc. covering the following described railroad cars (Partial Rider 4):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
6	13,818 Gal. 111A100W1 Tank Cars	TILX 135291,135306,135307, 135309,135313,135314

6. Railroad Car Lease Agreement, dated March 29, 1985, between Trinity Industries Leasing Company and Exxon Chemical Americas, covering the following described railroad cars (Partial Rider 4):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
15	25,498 Gal. 111A100W1 Tank Cars	TILX 250178-250192 (Inclusive)

7. 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 (Partial Rider 12):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
18	5,125 cu.ft. Lo Covered Hopper Cars	TILX 5232,5233,5234,5236, 5238,5239,5240,5241, 5242,5248,5249,5250, 5252,5255,5256,5258, 5259,5260

EXHIBIT B**Series 7****DESCRIPTION OF TRUST EQUIPMENT**

Quantity and Type	Class	Capacity	Initialed Car Numbers	Earliest Service
10 Hopper Cars	Lo	5,125 Cu. Ft.	TILX 5187, 5188, 5192, 5202, 5203 5226-5230 (inclusive)	11/93
14 Tank Cars	111A100W1	14,300 Gal.	TILX 150026-150039 (inclusive)	11/93
15 Tank Cars	111A100W1	13,818 Gal.	TILX 135350-135364 (inclusive)	11/93
18 Hopper Cars	Lo	4,301 Cu. Ft.	OLNX 55591-55608	12/93
6 Tank Cars	111A100W1	13,818 Gal.	TILX 135291, 135306, 135307, 135309, 135313, 135314	3/93
15 Tank Cars	111A100W1	25,498 Gal.	TILX 250178-250192 (inclusive)	11/93
18 Hopper Cars	Lo	5,125 Cu. Ft.	TILX 5232, 5233, 5234 5236, 5238, 5239 5240, 5241, 5242 5248, 5249, 5250 5252, 5255, 5256 5258, 5259, 5260	2/94

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