

TRINITY INDUSTRIES LEASING COMPANY

A Subsidiary of Trinity Industries, Inc

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RECORDATION NO. 16017-PP, QQ, RR, SS
FILED 1425

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September 26, 1994

INTERSTATE COMMERCE COMMISSION

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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)

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:

- PP 1. Two (2) executed originals of Eighth Supplement to Equipment Trust Agreement, a primary document, dated as of September 23, 1994, between Trinity Industries Leasing Company (the "Company") and NationsBank of Texas, N.A. (formerly NCNB Texas National Bank), as Trustee (the "Bank");
- QQ 2. Two (2) executed originals of an Assignment, a primary document, dated September 23, 1994, between the Company ("Assignor") and the Bank, as Trustee ("Assignee");
- RR 3. Two (2) executed originals of a Bill of Sale, a secondary document, dated September 23, 1994, between the Company ("Seller") and the Bank, as Trustee ("Buyer"); and
- SS 4. Two (2) executed originals of a Bill of Sale, a secondary document, dated September 23, 1994, between the Bank, as Trustee ("Seller") and the Company ("Buyer").

The enclosed Eighth 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 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

Adventures - Michael Rivers

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; and the Fifth Supplement to Equipment Trust Agreement dated as of November 23, 1993 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-Y on November 24, 1993, along with an Assignment and Bill of Sale under Recordation Nos. 16017-Z and 16017-AA, respectively; the Seventh Supplement to Equipment Trust Agreement dated as of August 30, 1994, between the Company and the Bank, as Trustee which was filed and recorded under Recordation No. 16017-LL on August 30, 1994, along with an Assignment and Bill of Sale under Recordation Nos. 16017-MM and 16017-NN, respectively.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to 179 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 2000 Gardner Expressway, Quincy, Illinois 62306-0867, and the address of the Bank, the Trustee is 901 Main Street, Dallas, Texas 75202.

The railroad equipment covered by the Eighth 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 \$72.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Eighth Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Eighth 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:

- (a) Primary Documents. (i) Eighth Supplement to Equipment Trust Agreement, a primary document, dated as of

September 23, 1994, between the Company (as vendor and lessee), and the Bank, as Trustee, and covering Ninety Five (95) railroad cars , and (ii) Assignment, a primary document, dated September 23, 1994, between the Company (as Assignor), and the Bank, as Trustee, and covering Ninety Five (95) railroad cars .

- (b) Secondary Documents. Bill of Sale, a secondary document, dated September 23, 1994, between the Company (as Seller), and the Bank, as Trustee (as Buyer), and covering various railroad cars, and connected to the Eighth Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated September 23, 1994, 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,



Alice D. Buchanan
Paralegal

:ab
Enclosures

ICC-ltr.7-8



SEP 28 1994 -3 05 PM

BILL OF SALE INTERSTATE COMMERCE COMMISSION (Series 7-8)

NATIONS BANK OF TEXAS, N.A.,
AS TRUSTEE
TO

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 September 23, 1994, all the right, title and interest of the Trustee, as Trustee under the Agreement, in and to the 179 railcars (the "Trust Equipment") described on Exhibit A hereto covered by the following Railroad Car Lease Agreements: Three (3) railcars covered by the existing Lease Agreement dated January 21, 1981, between Trinity Industries Leasing Company and ADM Transportation Company (Partial Rider 2); Thirty Four (34) railcars covered by the existing Lease Agreement dated August 14, 1985, between Trinity Industries Leasing Company and Bartlett and Company (Partial Riders 1 & 2); One (1) railcar covered by the existing Lease Agreement dated August 20, 1981, between Trinity Industries Leasing Company and Columbus & Greenville Railway Company (Partial Rider 3); Ten (10) railcars covered by the existing Lease Agreement dated May 17, 1979, between Trinity Industries Leasing Company and Cargill, Inc. (Partial Rider 9); Twenty Nine (29) railcars covered by the existing Lease Agreement dated August 14, 1985, between Trinity Industries Leasing Company and Bartlett and Company (such cars were previously subject to the Railroad Car Lease Agreements described in paragraphs 8, 13 and 18 of Exhibit B to the Assignment dated November 4, 1988); Sixty Five (65) railcars covered by the existing Lease Agreement dated November 1, 1989, between Trinity Industries Leasing Company and MNVA Railroad, Inc. (such cars were previously subject to the Railroad Car Lease Agreements described in (i) paragraphs 8, 13, 18 and 21 of Exhibit B to the November 4, 1988 Assignment and (ii) paragraph 4 of Exhibit A to the June 19, 1989 Assignment); Seventeen (17) railcars covered by the existing Lease Agreement dated August 20, 1981, between Trinity Industries Leasing Company and Columbus and Greenville Railway Company (such cars were previously subject to The Railroad Car Lease Agreements described in paragraphs 8, 13, 18 and 21 of Exhibit B to the Assignment dated November 4, 1988); One (1) railcar covered by the existing Lease Agreement dated October 13, 1990, between Trinity Industries Leasing Company and Columbia Grain & Ingredients, Inc. (Partial Rider 1); One (1) railcar covered by the existing Lease Agreement dated July 23, 1991, between Trinity Industries Leasing Company and Sunrise Cooperative, Inc. (Partial Rider 1); Eighteen (18) railcars covered by the existing Lease Agreement dated October 17, 1989, between Trinity Industries Leasing Company and ConAgra, Inc. (such cars were previously subject to the Railroad Car Lease Agreement

with Columbus & Greenville Railway Company as described in paragraph 10 of Exhibit B to the November 4, 1988 Assignment) 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 23rd day of September, 1994.

NATIONSBANK OF TEXAS, N.A.

By: David Moore
Vice President

Attest:

[Signature]
Assistant Vice President

STATE OF TEXAS

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§
§

COUNTY OF DALLAS

On this 23rd day of September, 1994, before me personally appeared David Moore, to me personally known, who being by me duly sworn, says that he 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:

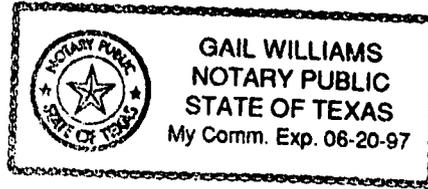


EXHIBIT A

1. Railroad Car Lease Agreement, dated January 21, 1981, between Trinity Industries Leasing Company and ADM Transportation Company covering the following described railroad cars (Partial Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
3	4,750 cu.ft. Covered Hopper Cars	TILX 1909,1999,2002

2. Railroad Car Lease Agreement, dated August 14, 1985, between Trinity Industries Leasing Company and Bartlett and Company, covering the following described railroad cars (Partial Riders 1 & 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
34	4,750 cu.ft. Covered Hopper Cars	TILX 1644,1648,1649,1652,1659,1663 1664,1690,1693,1813,1815,1818 1822,1824,1829,1832,1842,1844 1847,1851,1860,1862,1869,1872 1873,1875,1918,1919,1923,1925 1926,1933,1935,1939

3. Railroad Car Lease Agreement, dated August 20, 1981 between Trinity Industries Leasing Company and Columbus & Greenville Railway Company covering the following described railroad cars (Partial Rider 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	4,750 cu.ft. Covered Hopper Cars	CAGY 445

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

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	4,750 cu.ft. Covered Hopper Cars	TILX 1476,1477,1478,1481,1483 511923,511925,511936 511958,512006

EXHIBIT A

(Continued)

5. Railroad Car Lease Agreement (Partial Rider 3), dated August 14, 1985, between Trinity Industries Leasing Company and Bartlett and Company covering the following described railroad cars (such cars were previously subject to the Railroad Car Lease Agreements described in paragraphs 8, 13 and 18 of Exhibit B to the Assignment dated November 4, 1988):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
29	4,750 cu.ft. Covered Hopper Cars	TILX 511043,511044,511053,511059 511064,511104,511105,511111 511737,511743,511749,511757 511788,511792,511797,511922 511928,511932,511937,511940 511944,511949,511961,511963 511968,511985,511998,512010 512015

6. Railroad Car Net Lease Agreement, dated November 1, 1989, between Trinity Industries Leasing 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) paragraphs 8, 13, 18 and 21 of Exhibit B to the November 4, 1988 Assignment and (ii) paragraph 4 of Exhibit A to the June 19, 1989 Assignment):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
65	4,750 cu.ft. Covered Hopper Cars	MNVA 511041,511045,511052,511054 511055,511065,511066,511069 511071,511076,511081,511082 511084,511088,511090,511094 511095,511097-511102,511106 511110,511113,511740,511744 511745,511748,511750,511752 511753,511756,511759,511789 511796,511800,511802,511927 511931,511933,511935,511938 511939,511941,511956,511959 511962,511965,511973,511976 511979,511981,511987,512002 512003,512008,512021,512027 512033,512037,512041 MNVA 1485,1489

EXHIBIT A

(Continued)

7. Railroad Car Lease Agreement (Schedule 4), dated August 20, 1981, between Trinity Industries Leasing Company and Columbus and Greenville Railway Company, covering the following described railroad cars (such cars were previously subject to the Railroad Car Lease Agreements described in paragraphs 8, 13, 18 and 21 of Exhibit B to the Assignment dated November 4, 1988):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
17	4,750 cu.ft. Lo Covered Hopper Cars	CAGY 511042,511060,511739,511794 511924,511950,511954,511989 512022-512025,512028-512031 512034

8. Railroad Car Lease Agreement, dated October 13, 1990, between Trinity Industries Leasing Company and Columbia Grain & Ingredients, 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 Covered Hopper Car	TILX 511517

9. 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 Covered Hopper Car	TILX 511681

10. Railroad Car Lease Agreement, dated October 17, 1989, between Trinity Industries Leasing Company and ConAgra, Inc. covering the following described railroad cars (such cars were previously subject to the Railroad Car Lease Agreement with Columbus & Greenville Railway Company as described in paragraph 10 of Exhibit B to the November 4, 1988 Assignment):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
18	4,750 cu.ft. Lo Covered Hopper Car	TILX 402-404,410,411,414,418,420 426-431,434,441,442,447

EXHIBIT B
DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
3 Hopper Cars	Lo	4,750 cu.ft.	TILX 1909,1999,2002	1/81
34 Hopper Cars	Lo	4,750 cu.ft.	TILX 1644,1648,1649,1652,1659 1663,1664,1690,1693,1813 1815,1818,1822,1824,1829 1832,1842,1844,1847,1851 1860,1862,1869,1872,1873 1875,1918,1919,1923,1925 1926,1933,1935,1939	11/80
1 Hopper Car	Lo	4,750 cu.ft.	CAGY 445	2/80
10 Hopper Cars	Lo	4,750 cu.ft.	TILX 1476,1477,1478,1481,1483 511923,511925,511936 511958,512006	9/80
29 Tank Cars	Lo	4,750 cu.ft.	TILX 511043,511044,511053,511059 511064,511104,511105,511111 511737,511743,511749,511757 511788,511792,511797,511922 511928,511932,511937,511940 511944,511949,511961,511963 511968,511985,511998,512010 512015	4/80
65 Hopper Cars	Lo	4,750 cu.ft.	MNVA 1485,1489 511041,511045,511052,511054 511055,511065,511066,511069 511071,511076,511081,511082 511084,511088,511090,511094 511095,511097-511102,511106 511110,511113,511740,511744 511745,511748,511750,511752 511753,511756,511759,511789 511796,511800,511802,511927 511931,511933,511935,511938 511939,511941,511956,511959 511962,511965,511973,511976 511979,511981,511987,512002 512003,512008,512021,512027 512033,512037,512041	2/80

EXHIBIT B
DESCRIPTION OF TRUST EQUIPMENT

(Continued)

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
17 Hopper Cars	Lo	4,750 cu.ft.	CAGY 511042,511060,511739 511794,511924,511950 511954,511989 512022-512025 512028-512031,512034	4/80
1 Hopper Car	Lo	4,750 cu.ft.	TILX 511517	2/80
1 Hopper Car	Lo	4,750 cu.ft.	TILX 511681	1/80
18 Hopper Cars	Lo	4,750 cu.ft.	TILX 402-404,410,411,414,418,420 426-431,434,441,442,447	4/80