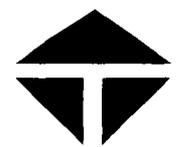


0100567085

TRINITY INDUSTRIES LEASING COMPANY

A Subsidiary of Trinity Industries, Inc.



RECORDATION NO. 16017 - TT-WW
FILED 1495
March 17, 1995
MAR 21 1995 - 3 10 PM

INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue N.W.
Washington, D.C. 20423
Attention: Recordation, Room 2311

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

RECEIVED
OFFICE OF THE
SECRETARY
MAR 21 3 08 PM '95
LICENSING
STATION

Dear Ladies and Gentlemen:

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 Ninth Supplement to Equipment Trust Agreement, a primary document, dated as of March 17, 1995, 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 March 17, 1995, between the Company ("Assignor") and the Bank, as Trustee ("Assignee");
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated March 17, 1995, 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 March 17, 1995, between the Bank, as Trustee ("Seller") and the Company ("Buyer").

The enclosed Ninth 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

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; and the Sixth Supplement to the Equipment Trust Agreement dated as of February 23, 1994, between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-CC on February 23, 1994, along with an Assignment and Bill of Sale under Recordation Nos. 16017-DD and 16017-GG, respectfully; and Correction Agreement to Sixth Supplement to Equipment Trust Agreement dated as of March 25, 1994, between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-HH on March 29, 1994, along with an Assignment and Bill of Sale under Recordation Nos. 16017-II and 16017-JJ, respectfully; 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, respectfully; and the Eighth Supplement to Equipment Trust Agreement dated as of September 23, 1994, between the Company and the Bank as Trustee, which was filed and recorded under Recordation No. 16017-PP on September 28, 1994, along with Assignment and Bill of Sale under Recordation Nos. 16017-QQ and 16017-RR, respectfully.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to Two Hundred and Ninety Three (293) 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 Ninth 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 check in the amount of \$168.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Ninth Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Ninth 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) Ninth Supplement to Equipment Trust Agreement, a primary document, dated as of March 17, 1995, between the Company (as vendor and lessee), and the Bank, as Trustee, and covering Two Hundred and Eight (208) railroad cars, and (ii) Assignment, a primary document, dated March 17, 1995, between the Company (as Assignor), and the Bank, as Trustee, and covering Two Hundred and Eight (208) railroad cars.
- (b) Secondary Documents. Bill of Sale, a secondary document, dated March 17, 1995, between the Company (as Seller), and the Bank, as Trustee (as Buyer), and covering various railroad cars, and connected to the Ninth Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated March 17, 1995, 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

Enclosures

RECORDATION NO. 16017-111
FILED
MAR 21 1995 -3 10 PM
INTERSTATE COMMERCE COMMISSION

TRINITY INDUSTRIES LEASING COMPANY (Series 7-9)

Equipment Trust, Series 7

Bill of Sale

THIS AGREEMENT, dated the 17th day of March, 1995, 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 Ninth Supplement to Equipment Trust Agreement dated as of March 17, 1995, 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 Two Hundred and Eight (208) 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. Shuman
Assistant Secretary

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

On this 17th day of March, 1995 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:

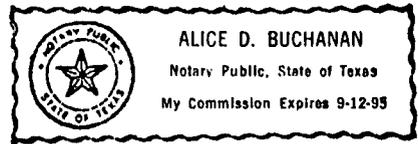


EXHIBIT A

1. 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> |
|-----------------------|---|--------------------------|
| 4 | 5,125 cu.ft. Lo Covered Hopper Cars | TILX 5244,5245,5254,5269 |

2. Railroad Car Lease Agreement, dated January 7, 1993, between Trinity Industries Leasing Company and Heritage Group, DBA Calumet Lubricants Company covering the following described railroad cars (Partial Rider 1)

| <u>Number of Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|---------------------------------------|----------------------------------|
| 4 | 23,635 Gal. 111A100W1 Tank Cars | TILX 260001,260002,260013,260048 |

3. Railroad Car Lease Agreement, dated May 17, 1979, between Trinity Industries Leasing Company and Cargill, Inc. covering the following described railroad cars (Partial Rider 15):

| <u>Number of Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|---------------------------------------|--|
| 89 | 29,947 Gal. 111A100W1 Tank Cars | TILX 190168-190251,190253-190256 190260 |

4. Railroad Car Lease Agreement, dated August 21, 1979, between Trinity Industries Leasing Company and Coastal Refining & Marketing, Inc. covering the following described railroad cars (Rider 1):

| <u>Number of Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|--------------------------------------|----------------------------------|
| 10 | 34,090 Gal. 112J340W Tank Cars | TILX 300180-300184,300186-300190 |

EXHIBIT A

(Continued)

5. Railroad Car Lease Agreement dated August 21, 1979 between Trinity Industries Leasing Company and Coastal Refining & Marketing, Inc. covering the following described railroad cars (Rider 3):

| <u>Number of Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|--------------------------------------|---------------------------|
| 10 | 34,090 Gal. 112J340W Tank Cars | TILX 300185,300191-300199 |

6. Railroad Car Lease Agreement dated March 17, 1994, between Trinity Industries Leasing Company and Consolidated Oil & Transportation Company, Inc. covering the following described railroad cars (Rider 1):

| <u>Number of Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|---------------------------------------|--------------------|
| 2 | 23,589 Gal. 111A100W1 Tank Cars | TILX 260707,260708 |

7. Railroad Car Net Lease Agreement dated March 7, 1983, between Trinity Industries Leasing Company and IBP, Inc. covering the following described railroad cars (Rider 2):

| <u>Number of Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|---------------------------------------|--|
| 29 | 23,635 Gal. 111A100W1 Tank Cars | IBPX 260003,260005,260006,260009 260010,260012,260014-260018 260020,260021,260024-260026 260028,260029,260032 260035-260037,260039,260040 260043-260047 |

8. Railroad Car Lease Agreement dated August 30, 1993 between Trinity Industries Leasing Company and Italgrani Elevator Company covering the following described railroad cars (Partial Rider 1):

EXHIBIT A

8. (Continued)

| <u>Number of Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|--|--------------------|
| 1 | 4,750 cu.ft. Lo Covered Hopper Car | TILX 510608 |

9. Railroad Car Lease Agreement dated March 11, 1992, between Trinity Industries Leasing Company and Koch Nitrogen Company covering the following described railroad cars (Rider 1):

| <u>Number of Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|---------------------------------------|---|
| 20 | 34,000 Gal. 111A100W1 Tank Cars | TILX 300301,300306-300310,300312 300313,300315,300317-300320 300323,300324,300327 300330-300332,300334 |

10. Railroad Car Lease Agreement dated September 11, 1986, between Trinity Industries Leasing Company and Occidental Chemical Corporation covering the following described railroad cars (Rider 3):

| <u>Number of Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|---------------------------------------|--|
| 29 | 14,298 Gal. 111A100W1 Tank Cars | TILX 150040,150051,150052 150055-150059,150061 150063-150082 |

11. Railroad Car Lease Agreement dated March 28, 1989, between Trinity Industries Leasing Company and Petrowest Petroleum, Ltd. covering the following described railroad cars (Rider 3):

| <u>Number of Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|--------------------------------------|--------------------|
| 10 | 34,000 Gal. 112J340W Tank Cars | TILX 300335-300344 |

**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> |
|------------------------------|--------------|-----------------|--|-----------------------------|
| 4 Hopper Cars | Lo | 5,125 cu.ft. | TILX 5244,5245,5254,5269 | 3/94 |
| 4 Tank Cars | 111A100W1 | 23,635 Gal. | TILX 260001,260002,260013,260048 | 1/80 |
| 89 Tank Cars | 111A100W1 | 29,947 Gal. | TILX 190168-190251,190253-190256 190260 | 9/94 |
| 10 Tank Cars | 112J340W | 34,090 Gal. | TILX 300180-300184,300186-300190 | 12/79 |
| 10 Tank Cars | 112J340W | 34,090 Gal. | TILX 300185,300191-300199 | 12/79 |
| 2 Tank Cars | 111A100W1 | 23,589 Gal. | TILX 260707,260708 | 5/94 |
| 29 Tank Cars | 111A100W1 | 23,635 Gal. | IBPX 260003,260005,260006,260009 260010,260012,260014-260018 260020,260021,260024-260026 260028,260029,260032 260035-260037,260039,260040 260043-260047 | 12/79 |
| 1 Hopper Car | Lo | 4,750 cu.ft. | TILX 510608 | 1/80 |
| 20 Tank Cars | 112J340W | 34,000 Gal. | TILX 300301,300306-300310,300312 300313,300315,300317-300320 300323,300324,300327 300330-300332,300334 | 1/80 |
| 29 Tank Cars | 111A100W1 | 14,298 Gal. | TILX 150040,150051,150052 150055-150059,150061 150063-150082 | 3/94 |
| 10 Tank Cars | 112J340W | 34,000 Gal. | TILX 300335-300344 | 6/80 |