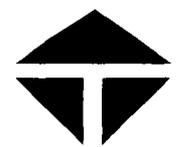


0100567085

# 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  
IN A CH

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. 16017-11 FILED 1425  
MAR 21 1995 - 3 10 PM  
PROVISIONAL COMMENCEMENT COMMISSION

BILL OF SALE

(Series 7-9)

NATIONSBANK 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 March 17, 1995, all the right, title and interest of the Trustee, as Trustee under the Agreement, in and to the Two Hundred and Ninety Three (293) railcars (the "Trust Equipment") described on Exhibit A hereto covered by the following Railroad Car Lease Agreements: Forty Nine (49) railcars covered by the existing Lease Agreement dated July 16, 1980, between Trinity Industries Leasing Company and Cosden Oil & Chemical Company (name changed to Fina Oil & Chemical Company)(Riders 4 & 5); One Hundred and Eighty Five (185) railcars covered by the Lease Agreement, dated January 20, 1983, between Trinity Industries Leasing Company and Missouri-Kansas-Texas Railroad Company (assumed by Missouri Pacific Railroad Company as described in Paragraph 10 of Exhibit A to Assignment dated June 19, 1989, and acquired by Union Pacific Railroad) (Partial Rider 1); Thirty Seven (37) railcars covered by the existing Lease Agreement dated May 1, 1984, between Trinity Industries Leasing Company and Vista Chemical Company (such cars were previously subject to the Railroad Car Lease Agreement described in paragraph 46 of Exhibit B to the Assignment dated November 4, 1988)(Partial Rider 3); Twenty Two (22) railcars covered by the existing Lease Agreement (Rider 3) dated May 1, 1984, between Trinity Industries Leasing Company and Vista Chemical Company (assigned to Vulcan Chemicals by Agreement dated October 3, 1988, among Vista Chemicals Company, Vulcan Chemicals and Trinity Industries Leasing Company)(such cars were previously subject to the Railroad Car Lease Agreement described in paragraph 46 of Exhibit B to the Assignment dated November 4, 1988) 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 17th day of March, 1995.

NATIONSBANK OF TEXAS, N.A.

By: David Moge  
Vice President

Attest:

[Signature]  
~~Assistant Vice President~~  
**Assistant Secretary**

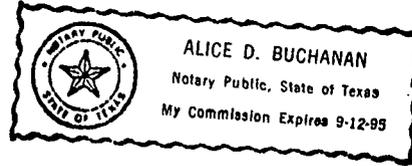
STATE OF TEXAS  
COUNTY OF DALLAS

§  
§  
§

On this 17th day of March, 1995, 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 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:  
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## EXHIBIT A

1. Railroad Car Lease Agreement, dated July 16, 1980, between Trinity Industries Leasing Company and Cosden Oil & Chemical Company (name changed to Fina Oil & Chemical Company) covering the following described railroad cars (Rider 5):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
40	5,850 cu.ft. Lo Covered Hopper Cars	TILX 057000-057039

2. Railroad Car Lease Agreement, dated July 16, 1980, between Trinity Industries Leasing Company and Cosden Oil & Chemical Company (name changed to Fina Oil & Chemical Company) covering the following described railroad cars (Rider 4):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
9	5,851 cu.ft. Lo Covered Hopper Cars	TILX 058002-058010

3. Railroad Car Lease Agreement, dated January 20, 1983, between Trinity Industries Leasing Company and Missouri-Kansas-Texas Railroad Company (assumed by Missouri Pacific Railroad company as described in paragraph 10 of Exhibit A to Assignment dated as of June 19, 1989 and acquired by Union Pacific Railroad) covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
185	4,750 cu.ft. Lo Covered Hopper Cars	MKT 4600-4616,4618,4620-4701, 4703-4725,4727-4749 4751-4759,4761,4763-4791

4. Railroad Car Lease Agreement, dated May 1, 1984, between Trinity Industries Leasing Company and Vista Chemical Company (such cars were previously subject to the Railroad Car Lease Agreement described in paragraph 46 of Exhibit B to the Assignment dated November 4, 1988) covering the following described railroad cars (Partial Rider 3):

**EXHIBIT A**

(Continued)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
37	24,850 Gal. 105J300W Tank Cars	TILX 400000-400025 400027-400037

5. Railroad Car Lease Agreement (Rider 3) dated May 1, 1984 between Trinity Industries Leasing and Vista Chemical Company (assigned to Vulcan Chemicals by Agreement dated October 3, 1988 among Vista Chemicals Company, Vulcan Chemicals and Trinity Industries Leasing Company) covering the following described railroad cars (such cars were previously subject to the Railroad Car lease Agreement described in paragraph 46 of Exhibit B to the Assignment dated November 4, 1988):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
22	24,850 Gal. 105J300W Tank Cars	TILX 400038-400050 400052-400060

**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>
40 Hopper Cars	Lo	5,850 cu.ft.	TILX 057000-057039	7/88
9 Hopper Cars	Lo	5,851 cu.ft.	TILX 058002-058010	11/88
185 Hopper Cars	Lo	4,750 cu.ft.	MKT 4600-4616,4618,4620-4701 4703-4725,4727-4749 4751-4759,4761,4763-4791	6/81
37 Tank Cars	105J300W	24,850 Gal.	TILX 400000-400025,400027-400037	2/81
22 Tank Cars	105J300W	24,850 Gal.	TILX 400038-400050,400052-400060	3/81