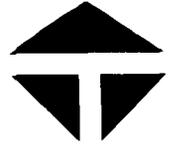


0100788027

**TRINITY INDUSTRIES LEASING COMPANY**

*A Subsidiary of Trinity Industries, Inc*



16017-226 YY, 22,  
AAA

1995 6:20 AM

September 25, 1995

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)

LICENSING BRANCH

SEP 25 11 42 AM '95

RECORDED

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 Tenth Supplement to Equipment Trust Agreement, a primary document, dated as of September 25, 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 September 25, 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 September 25, 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 September 25, 1995, between the Bank, as Trustee ("Seller") and the Company ("Buyer").

The enclosed Tenth 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

*Country Club - Michael Peters*

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; 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 an Assignment and Bill of Sale under Recordation Nos. 16017-QQ and 16017-RR, respectfully; and the Ninth Supplement to Equipment Trust Agreement dated as of March 17, 1995, between the Company and the Bank as Trustee, which was filed and recorded under Recordation No. 16017-TT on March 21, 1995, along with Assignment and Bill of Sale under Recordation Nos. 16017-UU and 16017-VV, respectfully.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to 570 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 Tenth 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 \$84.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Tenth Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Tenth 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) Tenth Supplement to Equipment Trust Agreement, a primary document, dated as of September 25, 1995, between the Company (as vendor and lessee), and the Bank, as Trustee, and covering Two Hundred and Fifty Five (255), and (ii) Assignment, a primary document, dated September 25, 1995, between the Company (as Assignor), and the Bank, as Trustee, and covering Two Hundred and Fifty Five (255).
- (b) Secondary Documents. Bill of Sale, a secondary document, dated September 25, 1995, between the Company (as Seller), and the Bank, as Trustee (as Buyer), and covering various railroad cars, and connected to the Tenth Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated September 25, 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

BILL OF SALE

(Series 7-10)

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

RECORDATION NO. 1607-AAA FILED 1425

TRINITY INDUSTRIES LEASING COMPANY SEP 20 1995 - 11 50 AM

REGISTRATION COMMISSION

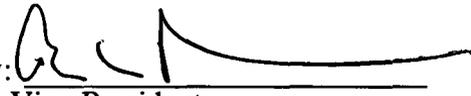
NationsBank of Texas, N.A. (formerly known as NCNB Texas National Bank), as Trustee (the "Trustee"), in consideration of the sum of Ten Dollars (\$10.00) in hand paid and other good and valuable consideration, the receipt of which is hereby acknowledged, has bargained, sold, assigned and transferred, 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 September 25, 1995, all the right, title and interest of the Trustee, as Trustee under the Agreement, in and to the 570 railcars (the "Trust Equipment") described on Exhibit A hereto covered by the following Railroad Car Lease Agreements: Thirty Seven (37) railcars covered by the existing Lease Agreement dated May 7, 1980, between Trinity Industries Leasing Company and Shell Oil Company (Rider 3); Eight (8) railcars covered by the existing Lease Agreement dated May 7, 1980, between Trinity Industries Leasing Company and Shell Oil Company (Partial Rider 3); Ten (10) railcars covered by the existing Lease Agreement dated August 21, 1979, between Trinity Industries Leasing Company and Coastal Refining & Marketing, Inc. (Rider 1); Ten (10) railcars covered by the existing Lease Agreement dated August 21, 1979, between Trinity Industries Leasing Company and Coastal Refining & Marketing, Inc. (Rider 3); Twenty Five (25) railcars covered by the existing Lease Agreement dated May 20, 1986, between Trinity Industries Leasing Company and LaRoche Industries, Inc. (Rider 1); Forty Nine (49) railcars covered by the existing Lease Agreement dated May 25, 1979, between Trinity Industries Leasing Company and ARCO Chemical Company (Lyondell Petrochemical Division) (Rider 1); Fifty (50) railcars covered by the existing Lease Agreement dated September 12, 1985, between Trinity Industries Leasing Company and Martin Gas Sales, Inc. (Riders 1, 2 & 3); Twenty (20) railcars covered by the existing Lease Agreement dated March 19, 1984, between Trinity Industries Leasing Company and Gulf Oil Corporation (acquired by Chevron, USA) (Rider 2); Two (2) railcars covered by the existing Lease Agreement dated May 17, 1979, between Trinity Industries Leasing Company and Cargill, Inc. (Rider 9); Three (3) railcars covered by the existing Lease Agreement dated August 14, 1985, between Trinity Industries Leasing Company and Bartlett and Company (Rider 1 & 2); Twenty Two (22) railcars covered by the existing Lease Agreement dated August 16, 1988, between Trinity Industries Leasing Company and A. E. Staley Manufacturing Company (Partial Rider 1 & Full Rider 2); Two (2) railcars covered by the existing Lease Agreement dated February 26, 1987, between Trinity Industries Leasing Company and Burlington Northern Railroad Company (Partial Riders 1 & 2); One (1) railcar covered by the existing Lease Agreement dated August 30, 1993, between Trinity Industries Leasing Company and Italgrani Elevator Company (Partial Rider 1); Seven (7) railcars covered by the existing Lease Agreement dated October 13, 1990, between Trinity Industries Leasing Company and Columbia Grain & Ingredients, Inc. (Partial Rider 1); Eighteen (18) railcars covered by the existing Lease Agreement dated August 16, 1988, between Trinity Industries Leasing Company and A. E. Staley Manufacturing Company (Partial Rider 1 & Full Rider 2); One (1) railcar covered by the existing Lease Agreement dated February 6, 1980, between Trinity Industries Leasing Company and Farmers Cooperative Grain (Rider 1); Fifteen (15) railcars covered by the existing Lease

Agreement dated February 26, 1987, between Trinity Industries Leasing Company and Burlington Northern Railroad Company (Partial Riders 1 & 2); Sixty Nine (69) railcars covered by the existing Lease Agreement dated December 6, 1982, between Trinity Industries Leasing Company and The Denver & Rio Grande Western Railroad Company (Rider 1); Twenty Four (24) railcars covered by the existing Lease Agreement dated December 6, 1982, between Trinity Industries Leasing Company and The Denver & Rio Grande Western Railroad Company (Rider 2); One Hundred and Twenty Four (124) railcars covered by the existing Lease Agreement dated December 6, 1982, between Trinity Industries Leasing Company and The Denver & Rio Grande Western Railroad Company (Rider 3); Five (5) railcars covered by the existing Lease Agreement dated December 6, 1982, between Trinity Industries Leasing Company and The Denver & Rio Grande Western Railroad Company (Rider 4); and Sixty Eight (68) railcars covered by the existing Lease Agreement dated February 18, 1991, between Trinity Industries Leasing Company and Tennessee Eastman Company, Division of Eastman Kodak Company (Partial Rider 4). 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").

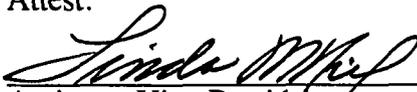
The Trustee hereby warrants that it has not caused any liens or encumbrances to have been placed on the Trust Equipment, other than the Existing Leases and the rights of the Company under the Agreement.

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 25th day of September, 1995.

NATIONSBANK OF TEXAS, N.A.

By:   
Vice President

Attest:

  
Assistant Vice President

STATE OF TEXAS

§  
§  
§

COUNTY OF DALLAS

On this 5th day of September, 1995, before me personally appeared Robert Patterson, 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:

\_\_\_\_\_

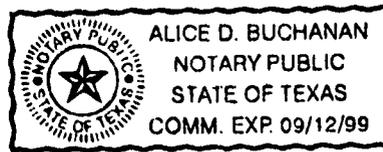


EXHIBIT A

1. Railroad Car Lease Agreement, dated May 7, 1980, between Trinity Industries Leasing Company and Shell Oil Company covering the following described railroad cars (Rider 3):

<u>NUMBER OF CARS</u>	<u>TYPE</u>	<u>CAR NUMBERS</u>
37	33,900 gallon 105J400W Tank Cars	TILX400061-400097

2. Railroad Car Lease Agreement, dated May 7, 1980, between Trinity Industries Leasing Company and Shell Oil Company covering the following described railroad cars (Partial Rider 3):

<u>NUMBER OF CARS</u>	<u>TYPE</u>	<u>CAR NUMBERS</u>
8	34,000 gallon 112J340W Tank Cars	TILX300349,300353,300363 300377,300379,300383 300396,300398

3. 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 gallon 112J340W Tank Cars	TILX300180-300184 300186-300190

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 3):

<u>NUMBER OF CARS</u>	<u>TYPE</u>	<u>CAR NUMBERS</u>
10	34,090 gallon 112J340W Tank Cars	TILX300185,300191-300199

5. Railroad Car Lease Agreement, dated May 20, 1986, between Trinity Industries Leasing Company and LaRoche Industries, Inc. covering the following described railroad cars (Rider 1):

<u>NUMBER OF CARS</u>	<u>TYPE</u>	<u>CAR NUMBERS</u>
25	34,000 gallon 112J340W Tank Cars	TILX300478-300502

6. Railroad Car Net Lease Agreement, dated May 25, 1979 between Trinity Industries Leasing Company and ARCO Chemical Company (Lyondell Petrochemical Division) covering the following described railroad cars (Rider 1):

<u>NUMBER OF CARS</u>	<u>TYPE</u>	<u>CAR NUMBERS</u>
49	34,090 gallon 112J340W Tank Cars	TILX300200-300204 300207-300209 300212-300219,300221 300223-300225,300227 300228,300230-300233 300235,300237-300243 300245-300247 300249-300251,300254 300255,300257-300260 300262-300264

7. Railroad Car Lease Agreement, dated September 12, 1985, between Trinity Industries Leasing Company and Martin Gas Sales, Inc. covering the following described railroad cars (Riders 1, 2, & 3):

<u>NUMBER OF CARS</u>	<u>TYPE</u>	<u>CAR NUMBERS</u>
50	13,500 gallon 111A100W3 Tank Cars	TILX135100-135102,135104 135108-135110,135112 135115,135118-135123 135125-135128 135131-135140,135144 135145-135149 135151-135153,135155 135156,135158-135164 135166,135167,135169

8. Railroad Car Lease Agreement, dated March 19, 1984, between Trinity Industries Leasing Company and Gulf Oil Corporation (acquired by Chevron, USA) covering the following described railroad cars (Rider 2):

<u>NUMBER OF CARS</u>	<u>TYPE</u>	<u>CAR NUMBERS</u>
20	13,500 gallon 111A100W3 Tank Cars	TILX135103,135105-135107 135111,135113,135114 135116,135117,135124 135129,135130 135141-135143,135150 135154,135157,135165 135168

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

<u>NUMBER OF CARS</u>	<u>TYPE</u>	<u>CAR NUMBERS</u>
2	4,750 cu. ft. Covered Hopper Cars	TILX001484,001488

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

<u>NUMBER OF CARS</u>	<u>TYPE</u>	<u>CAR NUMBERS</u>
3	4,750 cu. ft. Covered Hopper Cars	TILX001654,001817,001857

11. Railroad Car Lease Agreement, dated August 16, 1988, between Trinity Industries Leasing Company and A. E. Staley Manufacturing Company covering the following described railroad cars (Partial Rider 1 & Full Rider 2):

<u>NUMBER OF CARS</u>	<u>TYPE</u>	<u>CAR NUMBERS</u>
22	4,750 cu. ft. Covered Hopper Cars	TILX001841,001870,001878 001879,001883,001887 001888,001896,001898 001902,001904,001917 001945,001947,001953 001982,001985,001987 002000,511039,511798 511975

12. Railroad Car Lease Agreement, dated February 26, 1987, between Trinity Industries Leasing Company and Burlington Northern Railroad Company covering the following described railroad cars (Partial Riders 1 & 2):

<u>NUMBER OF CARS</u>	<u>TYPE</u>	<u>CAR NUMBERS</u>
2	4,750 cu. ft. Covered Hopper Cars	TILX511048,511051

13. 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):

<u>NUMBER OF CARS</u>	<u>TYPE</u>	<u>CAR NUMBERS</u>
1	4,750 cu. ft. Covered Hopper Car	TILX510608

14. Railroad Car Lease Agreement, dated October 13, 1990, between Trinity Industries Leasing Company and Columbia Grain & Ingredients, Inc. covering the following described railroad cars (Partial Rider 1):

<u>NUMBER OF CARS</u>	<u>TYPE</u>	<u>CAR NUMBERS</u>
7	4,750 cu. ft. Covered Hopper Cars	TILX511478,511497,511505 511509,511510,511529 511677

15. Railroad Car Lease Agreement, dated August 16, 1988, between Trinity Industries Leasing Company and A. E. Staley Manufacturing Company covering the following described railroad cars (Partial Rider 1 & Full Rider 2):

<u>NUMBER OF CARS</u>	<u>TYPE</u>	<u>CAR NUMBERS</u>
18	4,750 cu. ft. Covered Hopper Cars	TILX511040,511062,511070 511073,511075,511077 511091,511092,511734 511736,511791,511793 511942,511952,511964 511971,511994,511997

16. Railroad Car Lease Agreement, dated February 6, 1980, between Trinity Industries Leasing Company and Farmers Cooperative Grain covering the following described railroad cars (Rider 1):

<u>NUMBER OF CARS</u>	<u>TYPE</u>	<u>CAR NUMBERS</u>
1	4,750 cu. ft. Covered Hopper Car	TILX511738

17. Railroad Car Lease Agreement, dated February 26, 1987, between Trinity Industries Leasing Company and Burlington Northern Railroad Company covering the following described railroad cars (Partial Riders 1 & 2):

<u>NUMBER OF CARS</u>	<u>TYPE</u>	<u>CAR NUMBERS</u>
15	4,750 cu. ft. Covered Hopper Cars	TILX511930,511945,511957 511969,511970,511977 511990,511993,511999 512004,512009,512012 512013,512014,512020

18. Railroad Car Lease Agreement, dated December 6, 1982, between Trinity Industries Leasing Company and The Denver & Rio Grande Western Railroad Company covering the following described railroad cars (Rider 1):

<u>NUMBER OF CARS</u>	<u>TYPE</u>	<u>CAR NUMBERS</u>
69	4,750 cu. ft. Covered Hopper Cars	DRGW010780-010792 010794-010849

19. Railroad Car Lease Agreement, dated December 6, 1982, between Trinity Industries Leasing Company and The Denver & Rio Grande Western Railroad Company covering the following described railroad cars (Rider 2):

<u>NUMBER OF CARS</u>	<u>TYPE</u>	<u>CAR NUMBERS</u>
24	4,750 cu. ft. Covered Hopper Cars	DRGW010540 010696-010706 010708-010714 010716-010720

20. Railroad Car Lease Agreement, dated December 6, 1982, between Trinity Industries Leasing Company and The Denver & Rio Grande Western Railroad Company covering the following described railroad cars (Rider 3):

<u>NUMBER OF CARS</u>	<u>TYPE</u>	<u>CAR NUMBERS</u>
124	4,750 cu. ft. Covered Hopper Cars	DRGW010546-010664 010666-010670

21. Railroad Car Lease Agreement, dated December 6, 1982, between Trinity Industries Leasing Company and The Denver & Rio Grande Western Railroad Company covering the following described railroad cars (Rider 4):

<u>NUMBER OF CARS</u>	<u>TYPE</u>	<u>CAR NUMBERS</u>
5	4,750 cu. ft. Covered Hopper Cars	DRGW010541-010545

22. Railroad Car Lease Agreement, dated February 18, 1991, between Trinity Industries Leasing Company and Tennessee Eastman Company, Division of Eastman Kodak Company covering the following described railroad cars (Partial Rider 4):

<u>NUMBER OF CARS</u>	<u>TYPE</u>	<u>CAR NUMBERS</u>
68	4,750 cu. ft. Covered Hopper Cars	TILX059040,059111,059128 059176-059217 059220-059242

**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>
37 Tank Cars	105J400W	33,900 gallon	TILX400061-400097	12/81
8 Tank Cars	112J340W	34,000 gallon	TILX300349,300353,300363 300377,300379,300383 300396,300398	06/80
10 Tank Cars	112J340W	34,090 gallon	TILX300180-300184 300186-300190	12/79
10 Tank Cars	112J340W	34,090 gallon	TILX300185,300191-300199	12/79
25 Tank Cars	112J340W	34,000 gallon	TILX300478-300502	12/80
49 Tank Cars	112J340W	34,090 gallon	TILX300200-300204 300207-300209 300212-300219,300221 300223-300225,300227 300228,300230-300233 300235,300237-300243 300245-300247 300249-300251,300254 300255,300257-300260 300262-300264	01/80
50 Tank Cars	111A100W3	13,500 gallon	TILX135100-135102,135104 135108-135110,135112 135115,135118-135123 135125-135128 135131-135140,135144 135145-135149 135151-135153,135155 135156,135158-135164 135166,135167,135169	03/81

**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>
20 Tank Cars	111A100W3	13,500 gallon	TILX135103,135105-135107 135111,135113,135114 135116,135117,135124 135129,135130 135141-135143,135150 135154,135157,135165 135168	03/81
2 Hopper Cars	LO	4,750 cu. ft.	TILX001484,001488	01/80
3 Hopper Cars	LO	4,750 cu. ft.	TILX001654,001817,001857	01/80
22 Hopper Cars	LO	4,750 cu. ft.	TILX001841,001870,001878 001879,001883,001887 001888,001896,001898 001902,001904,001917 001945,001947,001953 001982,001985,001987 002000,511039,511798 511975	01/80
2 Hopper Cars	LO	4,750 cu. ft.	TILX511048,511051	01/80
1 Hopper Car	LO	4,750 cu. ft.	TILX510608	01/80
7 Hopper Cars	LO	4,750 cu. ft.	TILX511478,511497,511505 511509,511510,511529 511677	01/80
18 Hopper Cars	LO	4,750 cu. ft.	TILX511040,511062,511070 511073,511075,511077 511091,511092,511734 511736,511791,511793 511942,511952,511964 511971,511994,511997	04/80
1 Hopper Car	LO	4,750 cu. ft.	TILX511738	04/80

**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>
15 Hopper Cars	LO	4,750 cu. ft.	TILX511930,511945,511957 511969,511970,511977 511990,511993,511999 512004,512009,512012 512013,512014,512020	06/81
69 Hopper Cars	LO	4,750 cu. ft.	DRGW010780-010792 010794-010849	03/81
24 Hopper Cars	LO	4,750 cu. ft.	DRGW010540 010696-010706 010708-010714 010716-010720	07/80
124 Hopper Cars	LO	4,750 cu. ft.	DRGW010546-010664 010666-010670	11/80
5 Hopper Cars	LO	4,750 cu. ft.	DRGW010541-010545	10/81
68 Hopper Cars	LO	4,750 cu. ft.	TILX059040,059111,059128 059176-059217 059220-059242	06/93