

McGLINCHEY STAFFORD
LAW OFFICES
A PROFESSIONAL LIMITED LIABILITY COMPANY

NEW ORLEANS
HOUSTON
BATON ROUGE
JACKSON
LAKE PROVIDENCE

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DIRECT DIAL:

November 5, 1998

Secretary
Surface Transportation Board
1925 K Street, Room 704
Washington, D.C. 20036
Attention: Recordation

RECORDATION NO. 16017 FILED SSSS RRRR

NOV 6 '98

2:49 PM

RECORDED
SURFACE TRANSPORTATION
BOARD
NOV 6 2 49 PM '98

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

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 Surface Transportation Board ("STB") thereunder, enclosed herewith for filing and recordation are the following documents:

1. Two (2) executed originals of Termination and Release Agreement, a primary document, dated as of November 2, 1998, between Trinity Industries Leasing Company (the "Company") and The Bank of New York, as successor Trustee;
2. Two (2) executed originals of a Bill of Sale, a secondary document, dated November 2, 1998 between the Bank, as Trustee ("Seller") and the Company ("Buyer").

The enclosed Termination and Release Agreement and Bill of Sale referenced in paragraphs 1 and 2, above, relate to the Equipment Trust Agreement dated as of November 4, 1988 between the Company and the Bank, as Successor 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

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November 5, 1998

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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; 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; and the Tenth Supplement to Equipment Trust Agreement dated as of September 25, 1995, between the Company and the Bank as Trustee, which was filed and recorded under Recordation No. 16017-XX on September 25, 1995, along with Assignment and Bill of Sale under Recordation Nos. 16017-YY and 16017-AAA; the Eleventh Supplement to Equipment Trust Agreement dated as of October 25, 1995 between the Company and the Bank as Trustee, which was filed and recorded under Recordation No. 16017-DDD on October 27, 1995, along with an Assignment and Bill of Sale under Recordation Nos. 16017-EEE and 16017-FFF; the Twelfth Supplement to Equipment Trust Agreement dated as of December 21, 1995 between the Company and the Bank as Trustee, which was filed and recorded under Recordation No. 16017-HHH on December 26, 1995, along with an Assignment and Bill of Sale under Recordation Nos. 16017-III and 16017-JJJ; the Thirteenth Supplement to Equipment Trust Agreement dated as of February 16, 1996 between the Company and the Bank as Trustee, which was filed and recorded under Recordation No. 16017-LLL on February 23, 1996, along with an

November 5, 1998

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Assignment and Bill of Sale under Recordation Nos. 16017-MMM and 16017-NNN; the Fourteenth Supplement to Equipment Trust Agreement dated as of August 27, 1996 between the Company and the Bank as Trustee, which was filed and recorded under Recordation No. 16017-QQQ on September 3, 1996, along with an Assignment and Bill of Sale under Recordation Nos. 16017-RRR and 16017-SSS; and the Fifteenth Supplement to Equipment Trust Agreement dated as of December 5, 1996 between the Company and the Bank as Trustee, which was filed and recorded under Recordation No. 16017-TTT on December 19, 1996, along with an Assignment and Bill of Sale under Recordation Nos. 16017-UUU and 16017-VVV; and the Sixteenth Supplement to Equipment Trust Agreement dated as of January 21, 1997 between the Company and the Bank as Trustee, which was filed and recorded under Recordation No. 16017-XXX on January 24, 1997, along with an Assignment and Bill of Sale under Recordation Nos. 16017-YYY and 16017-ZZZ; and the Seventeenth Supplement to Equipment Trust Agreement dated as of May 23, 1997 between the Company and the Bank as Trustee, which was filed and recorded under Recordation No. 16017-BBBB on May 29, 1997, along with an Assignment and Bill of Sale under Recordation Nos. 16017-CCCC and 16017-DDDD; and the Eighteenth Supplement to Equipment Trust Agreement dated as of December 19, 1997 between the Company and the Bank as Trustee, which was filed and recorded under Recordation No. 16017-FFFF on December 31, 1997, along with an Assignment and Bill of Sale under Recordation Nos. 16017-GGGG and 16017-HHHH; and the Nineteenth Supplement to Equipment Trust Agreement dated as of March 23, 1998 between the Company and the Bank as Trustee, which was filed and recorded under Recordation No. 16017-JJJJ on March 26, 1998, along with an Assignment and Bill of Sale under Recordation Nos. 16017-KKKK and 16017-LLLL; and the Twentieth Supplement to Equipment Trust dated as of May 22, 1998 between the Company and the Bank as Trustee, which was filed and recorded under Recordation No. 16017-NNNN on May 28, 1998, along with an Assignment and Bill of Sale under Recordation Nos. 16017-OOOO and 16017-PPPP.

The enclosed Bill of Sale referenced in paragraph 2, above, relates to the various railcars and the leases thereof subject to the said Equipment Trust Agreement that were released from the Equipment Trust and assigned by the said Trustee to the Company in complete termination of the leases of said railcars to the Company pursuant to the said Equipment Trust Agreement.

The address of Trinity Industries Leasing Company is 2000 Gardner Expressway, Quincy, Illinois 62306-0867, and the address of the Bank, the Successor Trustee, is 101 Barclay Street (21W), New York, New York 10286.

Enclosed is our firm's check in the amount of \$52.00 to cover the recordation fee.

You are hereby authorized to deliver any unneeded copies of the Termination and Release Agreement and the Bill of Sale, with the filing date noted thereon, following recordation thereof,

November 5, 1998

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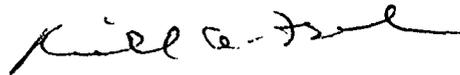
to the representative of Washington Service Bureau who is delivering this letter and said enclosures to you.

A short summary of the documents appear in the index follows:

- (a) Primary Document. (i) Termination and Release Agreement, a primary document, dated as of November 2, 1998, between the Company and the Bank, as Trustee, and covering various railroad cars.

- (b) Secondary Document. Bill of Sale, a secondary document, dated November 2, 1998, between the Bank, as Trustee (as Seller) and the Company (as Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement dated as of November 4, 1988, and the Termination and Release Agreement dated as of November 2, 1998, referred to in paragraph (a) above.

Very truly yours,



Richard A. Fogel

RAF/sg
Enclosures

cc: Neil O. Shoop

RECORDATION NO. 16017-5555 FILED
NOV 6 '98 2-49 PM (Series 7)

BILL OF SALE

**THE BANK OF NEW YORK,
AS TRUSTEE
TO**

TRINITY INDUSTRIES LEASING COMPANY

The Bank of New York, as Successor 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 5.04 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 November 2, 1998, all the right, title and interest of the Trustee, as Trustee under the Agreement, in and to the railroad cars (the "Trust Equipment") covered by the Railroad Car Lease Agreements described on Exhibits A and B hereto, 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 (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. EXCEPT AS EXPRESSLY SET FORTH ABOVE, TRUSTEE MAKES NO REPRESENTATION OR WARRANTY, EXPRESS OR IMPLIED, AS TO THE VALUE, TITLE, FREEDOM FROM LIENS, CONDITION, DESIGN, OPERATION, MERCHANTABILITY OR FITNESS FOR USE OF THE EQUIPMENT OR ANY OTHER REPRESENTATION OR WARRANTY WHATSOEVER.

IN WITNESS WHEREOF, the 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 4TH day of November, 1998.

THE BANK OF NEW YORK

By: [Signature]
Assistant Vice President

Attest:

[Signature]
Assistant Vice President

STATE OF NEW YORK §
 §
COUNTY OF NEW YORK §

On this 4TH day of November, 1998, before me personally appeared REMO J. REALE, to me personally known, who being by me duly sworn, says that he is the Assistant Vice President of The Bank of New York, 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.



Signature of Notary Public

My Commission Expires: _____

54321.1

WILLIAM J. CASSELS
Notary Public, State of New York
No. 01CA5027729
Qualified in Bronx County
Certificate Filed in New York County
Commission Expires May 16, 2000

EXHIBIT A

1. Railroad Car Lease Agreement, dated April 13, 1983, between Trinity Industries Leasing Company and A.E. Staley Manufacturing Company covering the following described railroad cars (Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
2	17,641 Gal. 111A100W3 Tank Cars	STMX 756, 757

2. Railroad Car Lease Agreement, dated March 7, 1983, between Trinity Industries Leasing Company and IBP, Inc. covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
26	23,635 Gal. 111A100W1 Tank Cars	IBPX 024027-024047 IBPX 024049-024053

3. Railroad Car Lease Agreement, dated December 9, 1987, between Trinity Industries Leasing Company and National Starch & Chemical Corporation covering the following described railroad cars (Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
6	29,947 Gal. 111A100W1 Tank Cars	TILX 190084-190089

4. Railroad Car Lease Agreement, dated June 4, 1984, between Trinity Industries Leasing Company and Nova Energy Systems Inc. covering the following described railroad cars (Partial Rider 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	29,947 Gal. 111A100W1 Tank Car	TILX 190083

5. Railroad Car Lease Agreement, dated July 15, 1988, between Trinity Industries Leasing Company and Olin Corporation covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
19	17,368 Gal. 105J500W Tank Cars	TILX 400098-400116

6. Railroad Car Lease Agreement, dated July 15, 1988, 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>
52	16,664 Gal. 111A100W1 Tank Cars	TILX 160000 TILX 160002-160015 TILX 160017 TILX 160019-160053 TILX 160055

7. Railroad Car Lease Agreement, dated July 1, 1987, between Trinity Industries Leasing Company and Reagent Chemical & Research, Inc. covering the following described railroad cars (Partial Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
38	20,429 Gal. 111A100W5 Tank Cars	RCRX 001257, 001258 RCRX 001260-001295

8. Railroad Car Lease Agreement, dated February 7, 1983, between Trinity Industries Leasing Company and ICI Americas Inc. (assigned to Cain Chemical Inc.) covering the following described railroad cars (Partial Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
2	6,150 cu. ft. Lo Covered Hopper Cars	TILX 006200, 006218

(Exhibit A continued)

Series 7

9. Railroad Car Lease Agreement, dated May 21, 1984, between Trinity Industries Leasing Company and Hubinger Company (a subsidiary of H.J. Heinz) covering the following described railroad cars (Partial Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
4	5,125 cu. ft. Lo Covered Hopper Cars	TILX 005001, 005004 TILX 005008, 005010

10. Railroad Car Lease Agreement, dated February 7, 1983, between Trinity Industries Leasing Company and ICI Americas Inc. covering the following described railroad cars (Partial Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
14	17,604 Gal. 111A100W3 Tank Cars	ICIX 83101, 83102 ICIX 83104-83107 ICIX 83109-83116

11. Railroad Car Lease Agreement, dated March 6, 1981, between Trinity Industries Leasing Company and Swift Independent Packing Company (acquired by ConAgra of Omaha, Nebraska and name changed to Montfort Company) covering the following described railroad cars (Partial Rider 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	23,635 Gal. 111A100W1 Tank Cars	TILX 260381

12. Railroad Car Lease Agreement, dated July 1, 1987, between Trinity Industries Leasing Company and Union Carbide Corporation covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
2	21,020 Gal. 111A100W1 Tank Cars	TILX 021003, 021010

(Exhibit A continued)

Series 7

13. Railroad Car Lease Agreement, dated March 20, 1989, between Trinity Industries Leasing Company and Pine Mountain Corporation covering the following described railroad cars (Riders 1 & 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
6	23,589 Gal. 111A100W1 Tank Cars	TILX 260382-260384 TILX 260395-260397

14. Railroad Car Lease Agreement, dated March 12, 1982, between Trinity Industries Leasing Company and PPG Industries, Inc. covering the following described railroad cars (Partial Rider 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
33	17,015 Gal. 111A100W1 Tank Cars	TILX 160059-160069 TILX 160071-160073 TILX 160075-160093

15. Railroad Car Lease Agreement, dated September 28, 1979, between Trinity Industries Leasing Company and E.I. Dupont de Nemours & Company, Inc. covering the following described railroad cars (Rider 8):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
5	20,500 Gal. 111A100W5 Tank Cars	TILX 110065-110069

16. 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>
18	5,125 cu. ft. Lo Covered Hopper Cars	TILX 5185 TILX 5195-5201 TILX 5204-5213

(Exhibit A continued)

Series 7

17. 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 5232-5234 TILX 5236, 5238-5242 TILX 5248-5250 TILX 5252, 5255 TILX 5256, 5258-5260

18. 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 TILX 5192, 5202, 5203 TILX 5226-5230

19. 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

20. 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

(Exhibit A continued)

Series 7

21. 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

22. 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

23. Railroad Car 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>
5	5,125 cu. ft. Lo Covered Hopper Cars	TILX 5231, 5235 TILX 5237, 5246 TILX 5251

24. Railroad Car Lease Agreement, dated April 15, 1988, between Trinity Industries Leasing Company and Dow Chemical Company covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
5	5,850 cu. ft. Lo Covered Hopper Cars	TILX 58012-58016

25. Railroad Car Lease Agreement, dated May 16, 1991, between Trinity Industries Leasing Company and EKA Nobel, Inc. covering the following described railroad cars (Partial Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
3	21,000 Gal. 111A100W6 Tank Cars	TILX 200085, 200087 TILX 200089

26. Railroad Car Lease Agreement, dated June 24, 1992, between Trinity Industries Leasing Company and Windsor Chemicals, Inc. covering the following described railroad cars (Partial Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
4	23,589 Gal. 111A100W1 Tank Cars	TILX 260805-260808

27. Railroad Car Lease Agreement, dated March 12, 1982, between Trinity Industries Leasing Company and PPG Industries, Inc. covering the following described railroad cars (Rider 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
6	17,015 Gal. 111A100W1 Tank Cars	TILX 160094-160099

28. 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 TILX 5254, 5269

(Exhibit A continued)

Series 7

29. 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 TILX 190253-190256 TILX 190260

30. 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

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

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
28	23,635 Gal. 111A100W1 Tank Cars	IBPX 260003, 260005 IBPX 260006, 260009 IBPX 260010, 260012 IBPX 260014-260018 IBPX 260020, 260021 IBPX 260024-260026 IBPX 260028, 260029 IBPX 260032 IBPX 260035-260037 IBPX 260039, 260040 IBPX 260043, 260044 IBPX 260046, 260047

32. 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 TILX 150052 TILX 150055-150059 TILX 150061 TILX 150063-150082

33. Railroad Car Lease Agreement, dated July 11, 1991, between Trinity Industries Leasing Company and Celtran, Inc., a subsidiary of Hoechst Celanese Corporation covering the following described railroad cars (Rider 5):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	5,125 cu. ft. Lo Covered Hopper Cars	TILX 5285

34. Railroad Car Lease Agreement, dated August 3, 1995, between Trinity Industries Leasing Company and Arcadian Fertilizer L.P. covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
28	18,372 Gal. 111A60W7 Tank Car	TILX 200090-200117

35. Railroad Car Lease Agreement, dated June 24, 1992, between Trinity Industries Leasing Company and Windsor Chemicals, Inc. covering the following described railroad cars (Rider 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
7	23,589 Gal. 111A100W1 Tank Cars	TILX 260812-260818

36. Railroad Car Lease Agreement, dated August 3, 1995, between Trinity Industries Leasing Company and Arcadian Fertilizer L.P. covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	18,372 Gal. 111A60W7 Tank Cars	TILX 200125

37. 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>
26	29,947 Gal. 111A100W1 Tank Cars	TILX 190252 TILX 190257-190259 TILX 190261-190282

38. Railroad Car Lease Agreement, dated May 17, 1979, between Trinity Industries Leasing Company and Cargill, Inc. covering the following described railroad cars (Rider 16):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
32	20,110 Gal. 105A500W Tank Cars	TILX 400361-400392

39. Railroad Car Lease Agreement, dated May 17, 1979, between Trinity Industries Leasing Company and Cargill, Inc. covering the following described railroad cars (Rider 21):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
20	5,125 cu. ft. Lo Covered Hopper Cars	TILX 5383-5402

40. Railroad Car Lease Agreement, dated May 17, 1979, between Trinity Industries Leasing Company and Cargill, Inc. covering the following described railroad cars (Partial Rider 22):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	5,125 cu. ft. Lo Covered Hopper Cars	TILX 5425-5434

41. Railroad Car Lease Agreement, dated April 10, 1996, between Trinity Industries Leasing Company and Mark VII Logistics Services, Inc. covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	5,125 cu. ft. Lo Covered Hopper Car	TILX 5382

42. Railroad Car Lease Agreement, dated August 3, 1995, between Trinity Industries Leasing Company and Arcadian Fertilizer L.P. covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	18,372 Gal. 111A60W7 Tank Car	TILX 200118

43. Railroad Car Lease Agreement, dated July 10, 1989, between Trinity Industries Leasing Company and ADM Transportation Company covering the following described railroad cars (Rider 9 and Partial Rider 11):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
73	5,161 cu. ft. Lo Covered Hopper Cars	ADMX 49001-49069 ADMX 49101-49104

44. Railroad Car Lease Agreement, dated July 10, 1989, between Trinity Industries Leasing Company and ADM Transportation Company covering the following described railroad cars (Riders 13 and 14):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
64	5,161 cu. ft. Lo Covered Hopper Cars	ADMX 49131-49194

45. Railroad Car Lease Agreement, dated July 10, 1989, between Trinity Industries Leasing Company and ADM Transportation Company covering the following described railroad cars (Partial Rider 14):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
9	5,161 cu. ft. Lo Covered Hopper Cars	ADMX 49276-49284

46. 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 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
13	17,604 Gal. 111A100W3 Tank Cars	STMX.000200-000212

47. Railroad Car Lease Agreement, dated September 1, 1995, between Trinity Industries Leasing Company and Chevron Chemical Company covering the following described railroad cars (Partial Rider 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
3	5,851 cu. ft. Lo Covered Hopper Cars	SCJX 58022-58024

48. Railroad Car Net Lease Agreement, dated June 28, 1984, between Trinity Industries Leasing Company and Midwest Solvents Company, Inc. covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
20	29,947 Gal. 111A100W1 Tank Cars	MWSX 29637-29642 MWSX 29644-29653 MWSX 29655-29658

49. Railroad Car Lease Agreement, dated April 2, 1992, between Trinity Industries Leasing Company and AG Processing Inc. covering the following described railroad cars (Partial Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
81	5,160 cu. ft. Lo Covered Hopper Cars	TILX 515000-515080

50. Railroad Car Lease Agreement, dated July 10, 1989, between Trinity Industries Leasing Company and ADM Transportation Company covering the following described railroad cars (Partial Rider 15):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
15	5,125 cu. ft. Lo Covered Hopper Cars	TILX 5585-5599

51. Railroad Car Net Lease Agreement, dated August 11, 1986, between Trinity Industries Leasing Company and The Burlington Northern and Sante Fe Railway Company (successor by merger) covering the following described railroad cars (Partial Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
110	5,161 cu. ft. Lo Covered Hopper Cars	TILX 516012-516121

**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>
2 Tank Cars	111A100W3	17,641 Gal.	STMX 756, 757	08/87
26 Tank Cars	111A100W1	23,635 Gal.	IBPX 024027-024047 IBPX 024049-024053	05/83
6 Tank Cars	111A100W1	29,947 Gal.	TILX 190084-190089	08/88
1 Tank Car	111A100W1	29,947 Gal.	TILX 190083	07/87
19 Tank Cars	105J500W	17,368 Gal.	TILX 400098-400116	07/88
52 Tank Cars	111A100W1	16,664 Gal.	TILX 160000 TILX 160002-160015 TILX 160017 TILX160019-160053 TILX 160055	07/88
38 Tank Cars	111A100W5	20,429 Gal.	RCRX 001257, 001258 RCRX 001260-001295	06/88
2 Hopper Cars	Lo	6,150 cu. ft.	TILX 006200, 006218	08/85
4 Hopper Cars	Lo	5,125 cu. ft.	TILX 005001, 005004 TILX 005008, 005010	03/88
14 Tank Cars	111A100W3	17,604 Gal.	ICIX 83101, 83102 ICIX 83104-83107 ICIX 83109-83116	06/83
1 Tank Car	111A100W1	23,635 Gal.	TILX 260381	07/87
2 Tank Cars	111A100W1	21,020 Gal.	TILX 021003, 021010	06/82
6 Tank Cars	111A100W1	23,589 Gal.	TILX 260382-260384 TILX 260395-260397	03/89

(Exhibit B continued)

Series 7

33 Tank Cars	111A100W1	17,015 Gal.	TILX 160059-160069 TILX 160071-160073 TILX 160075-160093	06/89
5 Tank Cars	111A100W5	20,500 Gal.	TILX 110065-110069	07/93
18 Hopper Cars	Lo	5,125 cu. ft.	TILX 5185 TILX 5195-5201 TILX 5204-5213	08/93
18 Hopper Cars	Lo	5,125 cu. ft.	TILX 5232-5234 TILX 5236 TILX 5238-5242 TILX 5248-5250 TILX 5252, 5255 TILX 5256 TILX 5258-5260	02/94
10 Hopper Cars	Lo	5,125 cu. ft.	TILX 5187, 5188 TILX 5192, 5202 TILX 5203, 5226-5230	11/93
14 Tank Cars	111A100W1	14,300 Gal.	TILX 150026-150039	11/93
15 Tank Cars	111A100W1	25,498 Gal.	TILX 250178-250192	11/93
18 Hopper Cars	Lo	4,301 cu. ft.	OLNX 55591-55608	12/93
15 Tank Cars	111A100W1	13,818 Gal.	TILX 135350-135364	11/93
5 Hopper Cars	Lo	5,125 cu. ft.	TILX 5231, 5235 TILX 5237, 5246, 5251	02/94
5 Hopper Cars	Lo	5,850 cu. ft.	TILX 58012-58016	12/88
3 Tank Cars	111A100W6	21,000 Gal.	TILX 200085, 200087 TILX 200089	06/93
4 Tank Cars	111A100W1	23,589 Gal.	TILX 260805-260808	07/93
6 Tank Cars	111A100W1	17,015 Gal.	TILX 160094-160099	06/89

(Exhibit B continued)

Series 7

4 Hopper Cars	Lo	5,125 cu. ft.	TILX 5244, 5245 TILX 5254, 5269	03/94
89 Tank Cars	111A100W1	29,947 Gal.	TILX 190168-190251 TILX 190253-190256 TILX 190260	09/94
2 Tank Cars	111A100W1	23,589 Gal.	TILX 260707, 260708	05/94
28 Tank Cars	111A100W1	23,635 Gal.	IBPX 260003, 260005 IBPX 260006, 260009 IBPX 260010, 260012 IBPX 260014-260018 IBPX 260020, 260021 IBPX 260024-260026 IBPX 260028, 260029 IBPX 260032 IBPX 260035-260037 IBPX 260039, 260040 IBPX 260043, 260044 IBPX 260046, 260047	12/79
29 Tank Cars	111A100W1	14,298 Gal.	TILX 150040, 150051 TILX 150052 TILX 150055-150059 TILX 150061 TILX 150063-150082	03/94
1 Hopper Car	Lo	5, 125 cu. ft.	TILX 5285	07/95
28 Tank Cars	111A60W7	18,372 Gal.	TILX 200090-200117	09/95
7 Tank Cars	111A100W1	23,589 Gal.	TILX 260812-260818	02/95
1 Tank Car	111A60W7	18,372 Gal.	TILX 200125	10/95
26 Tank Cars	111A100W1	29,947 Gal.	TILX 190252 TILX 190257-190259 TILX 190261-190282	02/95
32 Tank Cars	105A500W	20,110 Gal.	TILX 400361-400392	05/95
20 Hopper Cars	Lo	5,125 cu. ft.	TILX 5383-5402	03/96

(Exhibit B continued)

Series 7

10 Hopper Cars	Lo	5,125 cu. ft.	TILX 5425-5434	05/96
1 Hopper Car	Lo	5,125 cu. ft.	TILX 5382	02/96
1 Tank Car	111A60W7	18,372 Gal.	TILX 200118	10/95
73 Hopper Cars	Lo	5,161 cu. ft.	ADMX 49001-49069 ADMX 49101-49104	09/96
64 Hopper Cars	Lo	5,161 cu. ft.	ADMX 49131-49194	09/96
9 Hopper Cars	Lo	5,161 cu. ft.	ADMX 49276-49284	09/96
13 Tank Cars	111A100W3	17,604 Gal.	STMX 000200-000212	12/83
3 Hopper Cars	Lo	5,851 cu. ft.	SCJX 58022-58024	12/88
20 Tank Cars	111A100W1	29,947 Gal.	MWSX 29637-29642 MWSX 29644-29653 MWSX 29655-29658	11/84
81 Hopper Cars	Lo	5,160 cu. ft.	TILX 515000-515080	10/96
15 Hopper Cars	Lo	5,125 cu. ft.	TILX 5585-5599	08/97
110 Hopper Cars	Lo	5,161 cu. ft.	TILX 516012-516121	10/97