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August 31, 1993
INTERSTATE COMMERCE COMMISSION
3-244A031
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INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue N.W.
Washington, D.C. 20423
Attention: Ms. Mildred Lee, Room 2303

11400-114
SEP 1 1993 -2 42 PM
INTERSTATE COMMERCE COMMISSION

RE: Documents for Recordation
Trinity Industries Leasing Company
Equipment Trust (Series 1)
SEP 1 1993 -2 42 PM

INTERSTATE COMMERCE COMMISSION

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:

1. Two (2) executed originals of Sixth Supplement to Equipment Trust Agreement, a primary document, dated as of August 30, 1993, between Trinity Industries Leasing Company and Bankers Trust Company, as Trustee;
2. Two (2) executed originals of an Assignment, a primary document, dated August 30, 1993, between Trinity Industries Leasing Company ("Assignor") and Bankers Trust Company, as Trustee ("Assignee");
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated August 30, 1993, between Trinity Industries Leasing Company ("Seller") and Bankers Trust Company, as Trustee ("Buyer"); and
4. Two (2) executed originals of a Bill of Sale, a secondary document, dated August 30, 1993 between Bankers Trust Company, as Trustee ("Seller") and Trinity Industries Leasing Company ("Buyer").

The enclosed Sixth Supplement, Assignment and Bill of Sale referenced in paragraphs 1, 2 and 3, above, relate to the Equipment Trust Agreement dated as of January 15, 1980 between Trinity Industries Leasing Company and Bankers Trust Company, as Trustee, which was filed and recorded under Recordation No. 11400 on January 22, 1980, along with an Assignment and Bill of Sale under

Handwritten signatures:
C. Overly
A. Betha

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MOTOR OPERATING UNIT

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Recordation Nos. 11400-A and 11400-B, respectively; the First Supplement to Equipment Trust Agreement dated as of November 30, 1989 between Trinity Industries Leasing Company and Bankers Trust Company, as Trustee, which was filed and recorded under Recordation No. 11400-M on November 30, 1989, along with an Assignment and Bill of Sale under Recordation Nos. 11400-L and 11400-N, respectively; the Second Supplement to Equipment Trust Agreement dated as of March 15, 1991 between Trinity Industries Leasing Company and Bankers Trust Company, as Trustee, which was filed and recorded under Recordation No. 11400-R on March 15, 1991, along with an Assignment and Bill of Sale under Recordation Nos. 11400-Q and 11400-S, respectively; the Third Supplement to Equipment Trust Agreement dated as of March 25, 1992 between Trinity Industries Leasing Company and Bankers Trust Company, as Trustee, which was filed and recorded under Recordation No. 11400-V on March 30, 1992, along with an Assignment and Bill of Sale under Recordation Nos. 11400-W and 11400-X, respectively; and the Fourth Supplement to Equipment Trust Agreement dated as of June 26, 1992 between Trinity Industries Leasing Company and Bankers Trust Company, as Trustee, which was filed and recorded under Recordation No. 11400-Z on June 29, 1992, along with an Assignment and Bill of Sale under Recordation Nos. 11400-Y and 11400-AA, respectively; and the Fifth Supplement to Equipment Trust Agreement dated as of August 13, 1992 between Trinity Industries Leasing Company and Bankers Trust Company, as Trustee, which was filed and recorded under Recordation No. 11400-DD on August 20, 1992, along with an Assignment and Bill of Sale under Recordation Nos. 11400-EE and 11400-FF, respectively.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to 40 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 Trinity Industries Leasing Company.

We request that the Assignment be cross-indexed.

The address of Trinity Industries Leasing Company is 2705 State Street, Chicago Heights, Illinois, and the address of Bankers Trust Company, the Trustee is Four Albany Street, P.O. Box 318, Church Street Station, New York, New York 10015.

The railroad equipment covered by the Sixth 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.

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Enclosed is our firm's check in the amount of \$64.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Sixth Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Sixth 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) Sixth Supplement to Equipment Trust Agreement, a primary document, dated as of August 30, 1993, between Trinity Industries Leasing Company (as vendor and lessee), and Bankers Trust Company, as Trustee, and covering thirteen (13) railroad cars, and (ii) Assignment, a primary document, dated August 30, 1993, between Trinity Industries Leasing Company (as Assignor), and Bankers Trust Company, as Trustee, and covering thirteen (13) railroad cars.
- (b) Secondary Documents. Bill of Sale, a secondary document, dated August 30, 1993, between Trinity Industries Leasing Company (as Seller), and Bankers Trust Company, as Trustee (as Buyer), and covering various railroad cars, and connected to the Sixth Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated August 30, 1993, between Bankers Trust Company, as Trustee (Seller) and Trinity Industries Leasing Company (Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement dated as of January 15, 1980 referred to above.

Very truly yours,



Richard A. Fogel

RAF:ps
Enclosures

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TRINITY INDUSTRIES LEASING COMPANY

Equipment Trust, Series 1

Bill of Sale

11400-114
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INTERSTATE COMMERCE COMMISSION

THIS AGREEMENT, dated the 30th day of August, 1993, between Trinity Industries Leasing Company, a Delaware Corporation, (hereinafter called "Seller"), and Bankers Trust Company, a New York banking corporation, as successor Trustee (hereinafter called "Buyer"), as contemplated by the Sixth Supplement to Equipment Trust Agreement dated as of August 30, 1993, supplementing and amending the Equipment Trust Agreement dated as of January 15, 1980 (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 thirteen (13) 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: F. Dean Phelps
F. Dean Phelps
Vice President

[SEAL]

ATTEST:

Neil Q. Sharp
Assistant Secretary

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

On this 27 day of August, 1993 before me, personally appeared F. Dean Phelps, to me personally known, who being by me duly sworn, says that he is the 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.

Richard A. Fogel

Signature of Notary Public

~~My Commission expires:~~

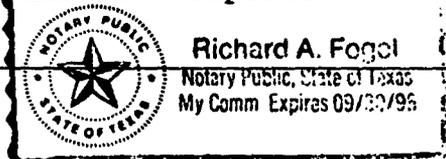


EXHIBIT A

1. Railroad Car Lease Agreement, dated April 2, 1992 between Trinity Industries Leasing Company and AG Processing, Inc. covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	25,500 Gal. 111A100W1 Tank Cars	TILX 250177

2. 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 200085,200087,200089

3. 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>
5	5,851 cu.ft. Lo Covered Hopper Cars	TILX 59230-59234

4. 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

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>
1 Tank Car	111A100W1	25,500 Gal.	TILX 250177	6/93
3 Tank Cars	111A100W6	21,000 Gal.	TILX 200085,200087,200089	7/93
5 Hopper Cars	Lo	5,851 cu.ft.	TILX 59230-59234	8/93
4 Tank Cars	111A100W1	23,589 Gal.	TILX 260805-260808	8/93