

LAW OFFICES OF RICHARD A. FOGEL, PLLC
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July 2, 2002

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

RECORDATION NO. 17848-JJJ FILED

rfogel@airmail.net

JUL 8 '02 3-21 PM

SURFACE TRANSPORTATION BOARD

RE: Documents for Recordation
Trinity Industries Leasing Company - Equipment Trust (Series 9)

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:

- Seller* - 1. Two (2) executed originals of Termination and Release Agreement, a primary document, dated as of July 2, 2002, between Trinity Industries Leasing Company (the "Company") and The Bank of New York, as successor Trustee (the "Bank");
- Buyer* 2. Two (2) executed originals of a Bill of Sale, a secondary document, dated July 2, 2002 between the Bank ("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 June 30, 1992 between the Company and the Bank, as Successor Trustee, which was filed and recorded under Recordation No. 17848 on July 1, 1992, along with an Assignment and Bill of Sale under Recordation Nos. 17848-A and 17848-B, respectively.

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

July 2, 2002

Page 2

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 5 Penn Plaza, 13th Floor, New York, New York 10001.

Enclosed is our firm's check in the amount of \$56.00 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, 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 July 2, 2002 between the Company and the Bank, as Trustee, and covering various railroad cars.
- (b) Secondary Document. Bill of Sale, a secondary document, dated July 2, 2002, 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 June 30, 1992, and the Termination and Release Agreement dated as of July 2, 2002, referred to in paragraph (a) above.

Very truly yours,



Richard A. Fogel

RAF/sg
Enclosures

cc: Neil O. Shoop

TERMINATION AND RELEASE AGREEMENT

TERMINATION AND RELEASE AGREEMENT dated as of July 2, 2002 between The Bank of New York, as successor trustee (the "Trustee") under an Equipment Trust Agreement, dated as of June 30, 1992 (as amended and supplemented, the "Trust Agreement"), and Trinity Industries Leasing Company, a Delaware corporation (the "Company").

PRELIMINARY STATEMENT

Pursuant to the Trust Agreement, the documents described on Schedule 1 attached hereto (the "Trust Documents") were executed and delivered, and recorded as described therein.

The Trust Certificates were paid in full by the Company on July 1, 2002 and, pursuant to Section 3.03(a) and Section 5.04 of the Trust Agreement, the Company has issued its Request dated July 2, 2002 that the Trustee transfer and assign the railroad cars described in Exhibits A and B attached hereto and made a part hereof to the Company (the "Released Equipment"), and terminate and release its rights in and to the Released Equipment and the Railroad Car Lease Agreements described in Exhibit A attached hereto (the "Leases"), insofar as the Leases cover the Released Equipment.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto agree as follows:

1. The Company has tendered to the Trustee cash in an amount equal to the principal balance and accrued interest remaining to be paid on the Trust Certificates issued pursuant to the Trust Agreement; and
2. By virtue of the termination of the lease of the Trust Equipment to the Trustee, the Trustee does hereby release, quitclaim, surrender and discharge unto the Company, its successors and assigns, all of its right, title and interest in and to (i) the Released Equipment and (ii) the Leases, insofar and only insofar as the Leases cover the Released Equipment (collectively, the "Released Property"), which the Trustee has or to which the Trustee may be entitled by virtue of the Trust Documents and hereby declares that the liens and security interests in the Released Property created by the Trust Documents are fully released and discharged.

RECORDATION NO. 17848-555 FILED

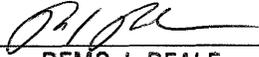
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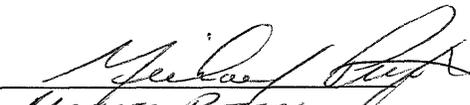
JUL 8 '02 3-21 PM

SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF this Termination and Release Agreement is executed this 2 day of July, 2002, but effective as of the date first written above.

THE BANK OF NEW YORK
Successor Trustee

By: 
Name: REMO J. REALE
Title: VICE PRESIDENT

Attest:

Name: MICHAEL P. HALL
Title: ASSISTANT VICE PRESIDENT

STATE OF NEW YORK §
 §
 §
COUNTY OF NEW YORK §

On this 2 day of July, 2002, before me personally appeared REMO J. REALE, to me personally known, who, being by me duly sworn, says that he/she is a 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 acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

[Seal]

Signature of Notary Public
LUCILLE MERCURIO
Notary Public, State of New York
No. 03-4654994
Qualified in Bronx County
Certificate filed in New York County
Commission Expires December 31,

TRINITY INDUSTRIES LEASING
COMPANY

By: Neil O. Shoop
Neil O. Shoop
Treasurer

Attest:

Michael G. Fortado
Michael G. Fortado
Secretary

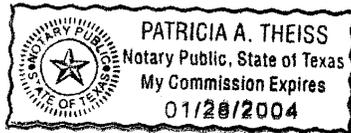
STATE OF TEXAS §
 §
COUNTY OF DALLAS §

On this 2nd day of July, 2002, before me personally appeared Neil O. Shoop, to me personally known, who, being by me duly sworn, says that he is Treasurer of Trinity Industries Leasing Company, a Delaware corporation, 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 acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

[Seal]

Patricia A. Theiss
Signature of Notary Public

My Commission Expires: 1/28/04



SCHEDULE 1
RECORDING SCHEDULE
(SERIES 9)

DOCUMENT NAME	JURISDICTION & FILE NO.	RECORDING DATE
Equipment Trust Agreement dated as of June 30, 1992, between Trinity Industries Leasing Company (the "Company") and NationsBank of Texas, N.A. as Trustee (the "Trustee")	ICC 17848	7/1/92
Assignment dated as of June 30, 1992, between the Company and the Trustee	ICC 17848-A	7/1/92
Bill of Sale dated as of June 30, 1992, from the Company to the Trustee	ICC 17848-B	7/1/92
UCC-1 Financing Statement naming the Company as Debtor and the Trustee as Secured Party	Texas SOS 132161	7/2/92; cont'd 4/7/97; cont'd 3/11/02
UCC-1 Financing Statement naming the Company as Debtor and the Trustee as Secured Party	Texas SOS 132162	7/2/92; cont'd 4/7/97; cont'd 3/11/02
UCC-1 Financing Statement naming the Company as Debtor and the Trustee as Secured Party	Illinois SOS 3004351	7/2/92; cont'd 5/30/97; cont'd 3/12/02
UCC-1 Financing of Financing Statement naming the Company as Debtor and the Trustee as Secured Party	Illinois SOS 3004352	7/2/92; cont'd 5/30/97; cont'd 3/12/02
Assignment dated as of September 16, 1992, between the Company and the Trustee	ICC 17848-E	9/21/92
First Supplement to Equipment Trust Agreement dated as of September 16, 1992, between the Company and the Trustee	ICC 17848-D	9/21/92
Bill of Sale dated as of September 16, 1992, from the Company to the Trustee	ICC 17848-C	9/21/92
UCC-1 Financing Statement naming the Company as Debtor and the Trustee as Secured Party	Texas SOS 187421	9/21/92; cont'd 8/7/97
UCC-1 Financing Statement naming the Company as Debtor and the Trustee as Secured Party	Texas SOS 187422	9/21/92; cont'd 8/7/97

DOCUMENT NAME	JURISDICTION & FILE NO.	RECORDING DATE
UCC-1 Financing Statement naming the Company as Debtor and the Trustee as Secured Party	Illinois SOS 3032394	9/21/92 - expired 9/21/97; combined with 3032395 and refiled under 3821413 on 3/23/98
UCC-1 Financing Statement naming the Company as Debtor and the Successor Trustee as Secured Party	Illinois SOS 3032395	9/21/92; expired (see previous entry)
Second Supplement to Equipment Trust Agreement dated as of March 17, 1995, between the Company and Successor Trustee	ICC 17848-F	3/21/95
Assignment dated as of March 17, 1995, between the Company and the Successor Trustee	ICC 17848-G	3/21/95
Bill of Sale dated as of March 17, 1995, from the Successor Trustee to the Company	ICC 17848-H	3/21/95
Bill of Sale dated as of March 17, 1995, from the Successor Trustee to the Company	ICC 17848-I	3/21/95
UCC-1 Financing Statement naming the Company as Debtor and the Successor Trustee as Secured Party	Illinois SOS 3378847	3/21/95; cont'd 3/6/00
UCC-1 Financing Statement naming the Company as Debtor and the Successor Trustee as Secured Party	Texas SOS 055702	3/22/95; cont'd 3/6/00; Terminated 5/21/01
Third Supplement to Equipment Trust Agreement dated as of September 25, 1995, between the Company and Successor Trustee	ICC 17848-J	9/25/95
Assignment dated as of September 25, 1995, between the Company and the Successor Trustee	ICC 17848-K	9/25/95
Bill of Sale dated as of September 25, 1995 from the Company to the Successor Trustee	ICC 17848-L	9/25/95
Bill of Sale dated as of September 25, 1995 from the Successor Trustee to the Company	ICC 17848-M	9/25/95
UCC-1 Financing Statement naming the Company as Debtor and the Successor Trustee as Secured Party	Illinois SOS 3450528	9/25/95; cont'd 9/20/00

DOCUMENT NAME	JURISDICTION & FILE NO.	RECORDING DATE
UCC-1 Financing Statement naming the Company as Debtor and the Successor Trustee as Secured Party	Texas SOS 186680	9/25/95; cont'd 9/18/00
Bill of Sale dated as of October 25, 1995, from the Successor Trustee to the Company LETTER OF CREDIT SUPPLEMENT	ICC 17848-N	10/27/95
Fourth Supplement to Equipment Trust Agreement dated as of August 27, 1996 between the Company and Successor Trustee	STB 17848-O	9/3/96
Assignment dated as of August 27, 1996 between the Company and the Successor Trustee	STB 17848-P	9/3/96
Bill of Sale dated as of August 27, 1996 from Company to Successor Trustee	STB 17848-Q	9/3/96
UCC-1 Financing Statement naming the Company as Debtor and Successor Trustee as Secured Party	Illinois SOS 3645089	1/30/97; cont'd 12/20/01
UCC-1 Financing Statement naming the Company a Debtor and Successor Trustee as Secured Party	Texas SOS 173015	8/30/96; cont'd 8/17/01
Fifth Supplement to Equipment Trust Agreement dated as of December 5, 1996 between the Company and Successor Trustee	STB 17848-R	12/19/96
Assignment dated as of December 5, 1996 between the Company and the Successor Trustee	STB 17848-S	12/19/96
Bill of Sale dated as of December 5, 1996 from Company to Successor Trustee	STB 17848-T	12/19/96
Bill of Sale dated as of December 5, 1996 from Successor to the Company	STB 17848-U	12/19/96
UCC-1 Financing Statement naming the Company as Debtor and Successor Trustee as Secured Party	Illinois SOS 3635120	1/3/97; cont'd 12/20/01
UCC-1 Financing Statement naming the Company as Debtor and Successor Trustee as Secured Party	Texas SOS 244117	12/11/96; cont'd 12/4/01

DOCUMENT NAME	JURISDICTION & FILE NO.	RECORDING DATE
Sixth Supplement to Equipment Trust Agreement dated as of March 20, 1997 between the Company and Successor Trustee	STB 17848-V	3/26/97
Assignment dated as of March 20, 1997 between the Company and the Successor Trustee	STB 17848-W	3/26/97
Bill of Sale dated as of March 20, 1997 from Company to Successor Trustee	STB 17848-X	3/26/97
Bill of Sale dated as of March 20, 1997 from Successor Trustee to the Company	STB 17848-Y	3/26/97
UCC-1 Financing Statement naming the Company as Debtor and Successor Trustee as Secured Party	Illinois SOS 3670544	3/27/97; cont'd 3/12/02
UCC-1 Financing Statement naming the Company as Debtor and Successor Trustee as Secured Party	Texas SOS 060437	3/27/97; cont'd 3/11/02
Seventh Supplement to Equipment Trust Agreement dated as of March 23, 1998 between the Company and the Successor Trustee	STB 17848-Z	3/26/98
Assignment dated as of March 23, 1998 between the Company and the Successor Trustee	STB 17848-AA	3/26/98
Bill of Sale dated as of March 23, 1998 from the Company to the Successor Trustee	STB 17848-BB	3/26/98
Bill of Sale dated as of March 23, 1998 from the Successor Trustee to the Company	STB 17848-CC	3/26/98
UCC-1 Financing Statement naming the Company as Debtor and the Successor Trustee as Secured Party	Illinois SOS 3825934	3/31/98
UCC-1 Financing Statement naming the Company as Debtor and the Successor Trustee as Secured Party	Texas SOS 061139	3/26/98
Eighth Supplement to Equipment Trust Agreement dated as of March 24, 1999 between the Company and the Successor Trustee	STB 17848-DD	03/30/99
Assignment dated as of March 24, 1999 between the Company and the Successor Trustee	STB 17848-FF	03/30/99

DOCUMENT NAME	JURISDICTION & FILE NO.	RECORDING DATE
Bill of Sale dated as of March 24, 1999 from the Company to the Successor Trustee	STB 17848-GG	03/30/99
Bill of Sale dated as of March 24, 1999 from the Trustee to the Company	STB 17848-EE	03/30/99
UCC-1 Financing Statement naming the Company as Debtor and the Successor Trustee as Secured Party	Illinois SOS 4016257	04/06/99
UCC-1 Financing Statement naming the Company as Debtor and the Successor Trustee as Secured Party	Texas SOS 99-068167	04/06/99; Partial Release filed 5/21/01
Ninth Supplement to Equipment Trust Agreement dated as of December 21, 1999 between the Company and the Successor Trustee	STB 17848-HH	12/29/99
Assignment dated as of December 21, 1999 between the Company and the Successor Trustee	STB 17848-II	12/29/99
Bill of Sale dated as of December 21, 1999 from the Company to the Successor Trustee	STB 17848-JJ	12/29/99
Bill of Sale dated as of December 21, 1999 from the Successor Trustee to the Company	STB 17848-KK	12/29/00
UCC-1 Financing Statement naming the Company as Debtor and Successor Trustee as Secured Party	Illinois SOS 4144472	01/18/00
UCC-1 Financing Statement naming the Company as Debtor and Successor Trustee as Secured Party	Texas SOS 99-257155	12/29/99
Tenth Supplement to Equipment Trust Agreement dated as of July 13, 2000 between the Company and the Successor Trustee	STB 17848-LL	07/18/00
Assignment dated as of July 13, 2000 between the Company and the Successor Trustee	STB 17848-MM	07/18/00
Bill of Sale dated as of July 13, 2000 from the Company to the Successor Trustee	STB 17848-NN	07/18/00
Bill of Sale dated as of July 13, 2000 from the Successor Trustee to the Company	STB 17848-OO	07/18/00

DOCUMENT NAME	JURISDICTION & FILE NO.	RECORDING DATE
UCC-1 Financing Statement naming the Company as Debtor and the Successor Trustee as Secured Party	Illinois SOS #4240867	07/28/00
UCC-1 Financing Statement naming the Company as Debtor and the Successor Trustee as Secured Party	Texas SOS 00-545281	07/18/00; Terminated 5/21/01
Eleventh Supplement to Equipment Trust Agreement dated as of September 5, 2000 between the Company and Trustee	STB 17848-PP	09/13/00
Assignment dated as of September 5, 2000 between the Company and the Trustee	STB 17848-QQ	09/13/00
Bill of Sale dated as of September 5, 2000 from the Company to the Trustee	STB 17848-RR	09/13/00
Bill of Sale dated as of September 11, 2000 from the Trustee to the Company	STB 17848-SS	09/13/00
UCC-1 Financing Statement naming the Company as Debtor and Trustee as Secured Party	Illinois SOS #4269475	09/18/00
UCC-1 Financing Statement naming the Company as Debtor and Trustee as Secured Party	Texas SOS 00-586746	09/15/00; Partial Release filed 6/4/01
Twelfth Supplement to Equipment Trust Agreement dated as of March 13, 2001 between the Company and the Trustee	STB 17848-TT	03/19/01
Assignment dated as of March 13, 2001 between the Company and the Trustee	STB 17848-UU	03/19/01
Bill of Sale dated as of March 13, 2001 from the Company to the Trustee	STB 17848-VV	03/19/01
Bill of Sale dated as of March 13, 2001 from the Trustee to the Company	STB 17848-WW	03/19/01
UCC-1 Financing Statement naming the Company as Debtor and Trustee as Secured Party	Illinois SOS #4355243	03/19/01
UCC-1 Financing Statement naming the Company as Debtor and Trustee as Secured Party	Texas SOS 01-050602	03/16/01

DOCUMENT NAME	JURISDICTION & FILE NO.	RECORDING DATE
Thirteenth Supplement to Equipment Trust Agreement dated as of May 2, 2001 between the Company and Trustee	STB 17848-XX	05/08/01
Assignment dated as of May 2, 2001 between the Company and Trustee	STB 17848-YY	05/08/01
Bill of Sale dated as of May 2, 2001 from the Company to the Trustee	STB 17848-ZZ	05/08/01
Bill of Sale dated as of May 3, 2001 from the Trustee to the Company	STB 17848-AAA	05/08/01
UCC-1 Financing Statement naming the Company as Debtor and Trustee as Secured Party	Illinois SOS #4381080	05/08/01
UCC-1 Financing Statement naming the Company as Debtor and Trustee as Secured Party	Texas SOS 01-090033	05/08/01
Fourteenth Supplement to Equipment Trust Agreement dated as of May 21, 2001 between the Company and Trustee	STB 17848-BBB	05/29/01
Assignment dated as of May 21, 2001 between the Company and Trustee	STB 17848-CCC	05/29/01
Bill of Sale dated as of May 21, 2001 from the Company to the Trustee	STB 17848-DDD	05/29/01
Bill of Sale dated as of May 21, 2001 from the Trustee to the Company	STB 17848-EEE	05/29/01
UCC-1 Financing Statement naming the Company as Debtor and Trustee as Secured Party	Illinois SOS #4390818	05/29/01
UCC-1 Financing Statement naming the Company as Debtor and Trustee as Secured Party	Texas SOS 01-102641	05/25/01

EXHIBIT A TO TERMINATION AND RELEASE
DESCRIPTION OF TRUST EQUIPMENT

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 (Rider 11):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
25	5,125 cu. ft. Lo Covered Hopper Cars	SSPX 1000-1024

2. Railroad Car Lease Agreement, dated October 1, 1990, between Trinity Industries Leasing Company and Mobil Oil Corporation, covering the following described railroad cars (Partial Rider 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
52	33,687 Gal. 112J340W Tank Cars	TILX 300921-300972

3. 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 4):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
20	23,589 Gal. 111A100W1 Tank Cars	TILX 24054-24073

4. Railroad Car Lease Agreement, dated May 7, 1990, between Trinity Industries Leasing Company and Minnesota Corn Processors, Inc., covering the following described railroad cars (Partial Rider 7):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
20	17,574 Gal. 111A100W3 Tank Cars	TILX 170086-170105

5. Railroad Car Lease Agreement, dated September 18, 1989, between Trinity Industries Leasing Company and The Alberta Gas Ethylene Company, LTD (name changed to Novacor Chemicals, Ltd.), covering the following described railroad cars (Rider 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
31	33,565 Gal. 105J400W Tank Cars	TILX 400165-400195

6. Railroad Car Lease Agreement, dated December 1, 1989, between Trinity Industries Leasing Company and Polysar Limited (name changed to Novacor Chemicals Investments Inc.), covering the following described railroad cars (Rider 6):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
19	33,565 Gal. 105J400W Tank Cars	TILX 400196-400199 TILX 400201-400215

7. Railroad Car Lease Agreement, dated August 23, 1996, between Trinity Industries Leasing Company and American Energy, Inc., covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
56	33,687 Gal. 112J340W Tank Cars	TILX 301081-301136

8. Railroad Car Lease Agreement, dated March 12, 1992, between Trinity Industries Leasing Company and Kinetic Resources LPG, covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
17	34,000 Gal. 112J340W Tank Cars	TILX 300301, 300306-300310 TILX 300312, 300313, 300315 TILX 300317-300320, 300323 TILX 300324, 300327, 300334

9. Railroad Car Lease Agreement, dated January 1, 1980, between Trinity Industries Leasing Company and Amoco Chemicals Corporation, covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	33,690 Gal. 112J340W Tank Car	TILX 301490

10. Railroad Car Lease Agreement, dated May 16, 1991, between Trinity Industries Leasing Company and Akzo Nobel, Inc., covering the following described railroad cars (Partial Rider 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
19	21,000 Gal. 111A100W6 Tank Cars	TILX 200128-200146

11. Railroad Car Lease Agreement, dated July 8, 1999, between Trinity Industries Leasing Company and Farmers Grain Dealers, Inc., covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
20	5,161 cu. ft. Lo Covered Hopper Cars	TILX 515000-515005 TILX 311215-311217 TILX 311219-311222 TILX 311235, 311237, 311238 TILX 311240-311243

12. Railroad Car Net Lease Agreement, dated July 8, 1999, between Trinity Industries Leasing Company and Farmers Grain Dealers, Inc., covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
30	5,161 cu. ft. Lo Covered Hopper Cars	TILX 311184-311186, 311190 TILX 311193, 311195, 311202 TILX 311204, 311205, 311208 TILX 311209, 311212, 311249 TILX 515199, 515232, 516014 TILX 516017, 516028, 516038 TILX 516055, 516066, 516072 TILX 516074, 516080, 516093 TILX 516102, 516110-516112 TILX 516119

13. 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 9):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
57	5,161 cu. ft. Lo Covered Hopper Cars	ADMX 49001-49021 ADMX 49023-49058

14. 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 13):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
4	5,161 cu. ft. Lo Covered Hopper Cars	ADMX 49072-49075

(Exhibit A continued)

Series 9

15. Master Rail Lease Agreement, dated August 12, 1998, between Trinity Industries Leasing Company and ConAgra, Inc., covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
4	25,498 Gal. 111A100W1 Tank Cars	CAGX 980084-980087

16. Railroad Car Lease Agreement, dated June 8, 2000, between Trinity Industries Leasing Company and The BOC Group Inc., covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
5	20,110 Gal. 105S500W Tank Cars	TILX 20013-20017

17. Railroad Car Net Lease Agreement, dated December 13, 1994, between Trinity Industries Leasing Company and South Orient Railway Company, Ltd., covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
5	70-ton Lo 5-Unit Spine Cars	SO 1005-1009

**EXHIBIT B TO TERMINATION AND RELEASE
DESCRIPTION OF EXISTING LEASES**

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.	25 Hopper Cars	Lo	5,125 cu. ft.	SSPX 1000-1024	01/92
2.	52 Tank Cars	112J340W	33,687 Gal.	TILX 300921-300972	02/92
3.	20 Tank Cars	111A100W1	23,589 Gal.	TILX 24054-24073	02/92
4.	20 Tank Cars	111A100W3	17,574 Gal.	TILX 170086-170105	03/92
5.	31 Tank Cars	105J400W	33,565 Gal.	TILX 400165-400195	01/92
6.	19 Tank Cars	105J400W	33,565 Gal.	TILX 400196-400199 TILX 400201-400215	01/92
7.	56 Tank Cars	112J340W	33,687 Gal.	TILX 301081-301136	10/96
8.	17 Tank Cars	112J340W	34,000 Gal.	TILX 300301, 300306-300310 TILX 300312, 300313, 300315 TILX 300317-300320, 300323 TILX 300324, 300327, 300334	01/80
9.	1 Tank Car	112J340W	33,690 Gal.	TILX 301490	10/98
10.	19 Tank Cars	111A100W6	21,000 Gal.	TILX 200128-200146	06/96
11.	20 Hopper Cars	Lo	5,161 cu. ft.	TILX 515000-515005 TILX 311215-311217 TILX 311219-311222 TILX 311235, 311237, 311238 TILX 311240-311243	10/96

(Exhibit B continued)

Series 8

12.	30 Hopper Cars	Lo	5,161 cu. ft.	TILX 311184-311186, 311190 TILX 311193, 311195, 311202 TILX 311204, 311205, 311208 TILX 311209, 311212, 311249 TILX 515199, 515232, 516014 TILX 516017, 516028, 516038 TILX 516055, 516066, 516072 TILX 516074, 516080, 516093 TILX 516102, 516110-516112 TILX 516119	10/96
13.	57 Hopper Cars	Lo	5,161 cu. ft.	ADMX 49001-49021 ADMX 49023-49058	09/96
14.	4 Hopper Cars	Lo	5,161 cu. ft.	ADMX 49072-49075	09/96
15.	4 Tank Cars	111A100W1	25,498 Gal.	CAGX 980084-980087	06/98
16.	5 Tank Cars	105S500W	20,110 Gal.	TILX 20013-20017	06/2000
17.	5 5-Unit Spine Cars	Lo	70- ton	SO 1005-1009	12/94