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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 FILED

kkk
rfogel@airmail.net

JUL 8 '02 3:40 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:

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");
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

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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.

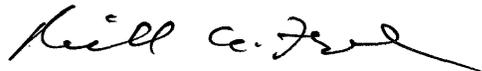
Enclosed is our firm's check in the amount of \$56.00 to cover the recordation fee.

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

BILL OF SALE

(Series 9)

**THE BANK OF NEW YORK
AS SUCCESSOR 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 June 30, 1992 (the "Agreement") by and between the Trustee and the Company and the Request delivered to the Trustee by the Company dated July 2, 2002, 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").

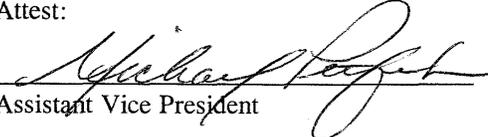
The Trustee hereby warrants that it has not caused any liens or encumbrances to have been placed on the Trust Equipment, other than the Existing Leases and the rights of the Company under the Agreement. EXCEPT AS EXPRESSLY SET FORTH ABOVE, TRUSTEE MAKES NO REPRESENTATION OR WARRANTY, EXPRESS OR IMPLIED, 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 2 day of July, 2002.

THE BANK OF NEW YORK
Successor Trustee

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

Attest:


Assistant Vice President

RECORDATION NO. 17848-KKK FILED

JUL 8 '02 3-40 PM

SURFACE TRANSPORTATION BOARD

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 is the 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: _____

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,

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

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
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