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RECORDATION NO. 18075-V FILED

JAN 03 '03

2-38PM

SURFACE TRANSPORTATION BOARD

January 2, 2003

rfogel@airmail.net

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

RE: Documents for Recordation
Trinity Industries Leasing Company - Equipment Trust (Series 10)

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 December 31, 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 December 31, 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 December 30, 1992 between the Company and the Bank, as Successor Trustee, which was filed and recorded under Recordation No. 18075 on December 31, 1992, along with an Assignment and Bill of Sale under Recordation Nos. 18075-A and 18075-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

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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 101 Barclay Street, 8th Floor, New York, New York 10286.

Enclosed is our firm's check in the amount of \$60.00 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 December 31, 2002 between the Company and the Bank, as Trustee, and covering various railroad cars.
- (b) Secondary Document. Bill of Sale, a secondary document, dated December 31, 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 December 30, 1992, and the Termination and Release Agreement dated as of December 31, 2002, referred to in paragraph (a) above.

Very truly yours,



Richard A. Fogel

RAF/sg
Enclosures

cc: Neil O. Shoop

RECORDATION NO. 18075-VV FILED

JAN 03 '03 2-38 PM

SURFACE TRANSPORTATION BOARD

Series 10

TERMINATION AND RELEASE AGREEMENT

TERMINATION AND RELEASE AGREEMENT dated as of December 31, 2002 between The Bank of New York, as successor trustee (the "Trustee") under an Equipment Trust Agreement, dated as of December 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 December 31, 2002 and, pursuant to Section 3.03(a) and Section 5.04 of the Trust Agreement, the Company has issued its Request dated December 31, 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:

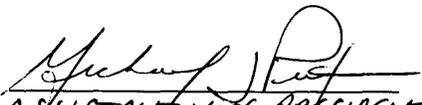
1. The Company has tendered to the Trustee cash in an amount equal to the principal balance and accrued interest remaining to be paid on the Trust Certificates issued pursuant to the Trust Agreement; and
2. By virtue of the termination of the lease of the Trust Equipment to the Trustee, the Trustee does 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.

IN WITNESS WHEREOF this Termination and Release Agreement is executed this 31 day of DECEMBER, 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: 
Title: ASSISTANT VICE PRESIDENT

STATE OF NEW YORK §
 §
COUNTY OF NEW YORK §

On this 31 day of DECEMBER, 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

WILLIAM J. CASSELES
Notary Public, State of New York
No. 01CA5027729
Qualified in Bronx County
Commission Expires May 18, 2006

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 31st day of December, 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]

Renda Derington
Signature of Notary Public

My Commission Expires: 9-19-2005

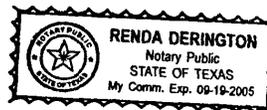


EXHIBIT A

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 (Partial Rider 12):

| <u>Number or Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|--|--|
| 13 | 5,125 cu. ft. Lo Covered Hopper Cars | TILX 5243, 5247, 5253 TILX 5257, 5261-5268 TILX 5270 |

2. Railroad Car Net Lease Agreement, dated January 1, 1994, between Trinity Industries Leasing Company and Exxon Chemical Americas, covering the following described railroad cars (Partial Rider 5):

| <u>Number or Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|--|---|
| 20 | 5,851 cu. ft. Lo Covered Hopper Cars | ECUX 867030, 867037, 867038 ECUX 867040, 867044, 867045 ECUX 867047, 867050, 867051 ECUX 867055, 867057, 867059 ECUX 867061, 867063, 867064 ECUX 867066, 867068, 867072 ECUX 867074, 867076 |

3. Railroad Car Lease Agreement, dated September 11, 1986, between Trinity Industries Leasing Company and Occidental Chemical Corporation, covering the following described railroad cars (Partial Rider 6):

| <u>Number or Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|---------------------------------------|--|
| 14 | 14,298 Gal. 111A100W1 Tank Cars | TILX 150041-150050 TILX 150053, 150054 TILX 150060, 150062 |

4. 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 or Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|---|--------------------|
| 1 | 5,125 cu. ft. Lo Covered Hopper Car | TILX 5403 |

5. Railroad Car Net Lease Agreement, dated January 1, 1997, between Trinity Industries Leasing Company and Montell North America, covering the following described railroad cars (Partial Rider 1):

| <u>Number or Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|--|--------------------|
| 79 | 6,221 cu. ft. Lo Covered Hopper Cars | MLLX 97500-97578 |

6. Railroad Car Lease Agreement, dated September 27, 1996, between Trinity Industries Leasing Company and Air Liquide America Corporation, covering the following described railroad cars (Partial Rider 2):

| <u>Number or Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|--------------------------------------|--------------------|
| 4 | 20,110 Gal. 105A500W Tank Cars | TILX 400406-400409 |

7. Railroad Car Lease Agreement, dated July 1, 1998, between Trinity Industries Leasing Company and Bethel Grain Co., covering the following described railroad cars (Rider 1):

| <u>Number or Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|--|--------------------|
| 2 | 5,650 cu. ft. Lo Covered Hopper Cars | TILX 5606, 5607 |

8. Railroad Car Lease Agreement, dated February 13, 1996, between Trinity Industries Leasing Company and MAPCO Supply & Trading, covering the following described railroad cars (Partial Rider 4):

| <u>Number or Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|--------------------------------------|--------------------|
| 4 | 33,687 Gal. 112J340W Tank Cars | TILX 301137-301140 |

9. 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 or Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|--|--|
| 169 | 5,161 cu. ft. Lo Covered Hopper Cars | TILX 515028-515080 TILX 515081-515164 TILX 515166-515176 TILX 515178-515198 |

10. 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 or Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|--|--------------------|
| 11 | 5,161 cu. ft. Lo Covered Hopper Cars | ADMX 49059-49069 |

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

| <u>Number or Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|--------------------------------------|--------------------|
| 1 | 18,372 Gal. 111A100W7 Tank Car | TILX 200125 |

12. Railroad Car Net Lease Agreement, dated November 9, 1998, between Trinity Industries Leasing Company and Transammonia, Inc., covering the following described railroad cars (Partial Rider 2):

| <u>Number or Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|---------------------------------------|--------------------|
| 19 | 13,818 Gal. 111A100W1 Tank Cars | TILX 135466-135484 |

13. Railroad Car Net Lease Agreement, dated May 11, 1999, between Trinity Industries Leasing Company and International Chemical Company, covering the following described railroad cars (Partial Rider 1):

| <u>Number or Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|---------------------------------------|--|
| 8 | 13,818 Gal. 111A100W1 Tank Cars | TIMX 135021-135025 TIMX 135030, 135033 TIMX 135038 |

14. Railroad Car Lease Agreement, dated September 1, 1992, between Trinity Industries Leasing Company and Marsulex Inc., covering the following described railroad cars (Rider 4):

| <u>Number or Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|---------------------------------------|--------------------|
| 50 | 13,818 Gal. 111A100W1 Tank Cars | TILX 135270-135319 |

15. Railroad Car Lease Agreement, dated May 7, 1980, between Trinity Industries Leasing Company and Shell Oil Company, covering the following described railroad cars (Rider 9):

| <u>Number or Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|--------------------------------------|--------------------|
| 20 | 33,565 Gal. 105J400W Tank Cars | TILX 400236-400255 |

16. Railroad Car Lease Agreement, dated May 7, 1980, between Trinity Industries Leasing Company and Shell Oil Company, covering the following described railroad cars (Rider 10):

| <u>Number or Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|--------------------------------------|--------------------|
| 28 | 33,565 Gal. 105J400W Tank Cars | TILX 400256-400283 |

17. 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 11):

| <u>Number or Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|--------------------------------------|--|
| 29 | 33,565 Gal. 105J400W Tank Cars | TILX 400284-400288 TILX 400290-400313 |

18. Railroad Car Lease Agreement, dated December 14, 1992, between Trinity Industries Leasing Company and Exxon Chemical, covering the following described railroad cars (Rider 2):

| <u>Number or Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|--------------------------------------|--------------------|
| 50 | 33,565 Gal. 105J400W Tank Cars | ECUX 569053-569102 |

19. Railroad Car Net Lease Agreement, dated March 7, 1983, between Trinity Industries Leasing Company and IBP, Inc., covering the following described railroad cars (Rider 5):

| <u>Number or Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|---------------------------------------|--------------------|
| 55 | 25,498 Gal. 111A100W1 Tank Cars | IBPX 25091-25145 |

20. Railroad Car Net Lease Agreement, dated May 7, 1990, between Trinity Industries Leasing Company and Minnesota Corn Processors, Inc., covering the following described railroad cars (Partial Rider 9):

| <u>Number or Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|--------------------------------------|--------------------|
| 1 | 29,947 Gal. 111A100W1 Tank Car | TILX 190162 |

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 1):

| <u>Number or Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|--|---|
| 35 | 4,301 cu. ft. Lo Covered Hopper Cars | OLNX 055501-055516 OLNX 055520-055522 OLNX 055525-055527 OLNX 055529-055536 OLNX 055538-055541 OLNX 055543 |

22. Railroad Car Lease Agreement, dated February 15, 1980, between Trinity Industries Leasing Company and Ashland Petroleum Company, covering the following described railroad cars (Rider 4):

| <u>Number or Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|---------------------------------------|--------------------|
| 6 | 20,462 Gal. 111A100W1 Tank Cars | TILX 220034-220039 |

23. Railroad Car Lease Agreement, dated June 3, 1992, between Trinity Industries Leasing Company and Albright & Wilson Company, covering the following described railroad cars (Rider 1):

| <u>Number or Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|---------------------------------------|--------------------|
| 16 | 14,425 Gal. 111A100W1 Tank Cars | TILX 140000-140015 |

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. | 13 Hopper Cars | Lo | 5,125 cu. ft. | TILX 5243, 5247, 5253 TILX 5257, 5261-5268 TILX 5270 | 02/94 |
| 2. | 20 Hopper Cars | Lo | 5,851 cu. ft. | ECUX 867030, 867037 ECUX 867038, 867040 ECUX 867044, 867045 ECUX 867047, 867050 ECUX 867051, 867055 ECUX 867057, 867059 ECUX 867061, 867063 ECUX 867064, 867066 ECUX 867068, 867072 ECUX 867074, 867076 | 03/94 |
| 3. | 14 Tank Cars | 111A100W1 | 14,298 Gal. | TILX 150041-150050 TILX 150053, 150054 TILX 150060, 150062 | 02/94 |
| 4. | 1 Hopper Car | Lo | 5,125 cu. ft. | TILX 5403 | 02/96 |
| 5. | 79 Hopper Cars | Lo | 6,221 cu. ft. | MLLX 97500-97578 | 02/97 |
| 6. | 4 Tank Cars | 105A500W | 20,110 Gal. | TILX 400406-400409 | 03/97 |
| 7. | 2 Hopper Cars | Lo | 5,650 cu. ft. | TILX 5606, 5607 | 07/98 |
| 8. | 4 Tank Cars | 112J340W | 33,687 Gal. | TILX 301137-301140 | 10/96 |
| 9. | 169 Hopper Cars | Lo | 5,161 cu. ft. | TILX 515028-515080 TILX 515081-515164 TILX 515166-515176 TILX 515178-515198 | 10/96 |
| 10. | 11 Hopper Cars | Lo | 5,161 cu. ft. | ADMX 49059-49069 | 09/96 |

(Exhibit B Continued)

| | | | | | |
|-----|--------------------|-----------|---------------|---|-------|
| 11. | 1 Tank Car | 111A100W7 | 18,372 Gal. | TILX 200125 | 09/95 |
| 12. | 19 Tank Cars | 111A100W1 | 13,818 Gal. | TILX 135466-135484 | 03/99 |
| 13. | 8 Tank Cars | 111A100W1 | 13,818 Gal. | TIMX 135021-135025 TIMX 135030, 135033 TIMX 135038 | 04/99 |
| 14. | 50 Tank Cars | 111A100W1 | 13,818 Gal. | TILX 135270-135319 | 12/92 |
| 15. | 20 Tank Cars | 105J400W | 33,565 Gal. | TILX 400236-400255 | 09/92 |
| 16. | 28 Tank Cars | 105J400W | 33,565 Gal. | TILX 400256-400283 | 10/92 |
| 17. | 29 Tank Cars .. | 105J400W | 33,565 Gal. | TILX 400284-400288 TILX 400290-400313 | 10/92 |
| 18. | 50 Tank Cars | 105J400W | 33,565 Gal. | ECUX 569053-569102 | 09/92 |
| 19. | 55 Tank Cars | 111A100W1 | 25,498 Gal. | IBPX 25091-25145 | 07/92 |
| 20. | 1 Tank Car | 111A100W1 | 29,947 Gal. | TILX 190162 | 08/92 |
| 21. | 35 Hopper Cars | Lo | 4,301 cu. ft. | OLNX 055501-055516 OLNX 055520-055522 OLNX 055525-055527 OLNX 055529-055536 OLNX 055538-055541 OLNX 055543 | 11/92 |
| 22. | 6 Tank Cars | 111A100W1 | 20,462 Gal. | TILX 220034-220039 | 10/92 |
| 23. | 16 Tank Cars | 111A100W1 | 14,425 Gal. | TILX 140000-140015 | 10/92 |