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RECORDATION NO. 18075-WW FILED

JAN 03 '03

2-52 PM

January 2, 2003

SURFACE TRANSPORTATION BOARD

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

January 2, 2003
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. 18078-WW FILED

JAN 03 '03 2-52 PM

SURFACE TRANSPORTATION BOARD

BILL OF SALE

(Series 10)

THE BANK OF NEW YORK
AS SUCCESSOR TRUSTEE
TO

TRINITY INDUSTRIES LEASING COMPANY

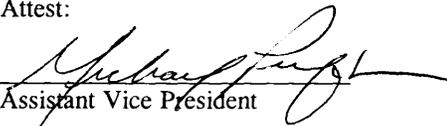
The Bank of New York, as Successor Trustee (the "Trustee"), in consideration of the sum of Ten Dollars (\$10.00) in hand paid and other good and valuable consideration, the receipt of which is hereby acknowledged, has bargained, sold, assigned and transferred, and by these presents does hereby bargain, 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 December 30, 1992 (the "Agreement") by and between the Trustee and the Company and the Request delivered to the Trustee by the Company dated December 31, 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 31 day of DECEMBER, 2002.

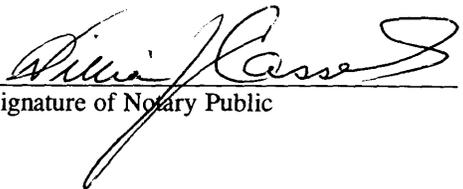
THE BANK OF NEW YORK
Successor Trustee

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

Attest:

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 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: _____

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

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