

TRINITY INDUSTRIES LEASING COMPANY
3910 Washington Avenue
Houston, Texas 77007
(713) 861-2955

#45
15195-H
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RECORDATION NO. 15195 FILED 1025

November 20, 1989

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INTERSTATE COMMERCE COMMISSION

9-333A000

Secretary
Interstate Commerce Commission
Twelfth Street and Constitution Avenue
Washington, D.C. 20423
Attention: Mrs. Mildred Lee, Room 2303

Re: Documents for Recordation

Dear Mrs. Lee:

In accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Interstate Commerce Commission (the "ICC") thereunder, enclosed herewith for filing and recordation are the following documents:

1. Three (3) executed originals of an Assignment dated as of November 20, 1989 (to the Equipment Trust Agreement, dated as of March 15, 1987) between Trinity Industries Leasing Company and NCNB Texas National Bank ("NCNB"), as Trustee (the "Assignment"), a primary document as defined in the foregoing Rules and Regulations;

2. Three (3) executed originals of a First Supplement to Equipment Trust Agreement dated as of November 20, 1989 (to the Equipment Trust Agreement, dated as of March 15, 1987) between Trinity Industries Leasing Company and NCNB, as Trustee (the "First Supplement"), a secondary document as defined in the foregoing Rules and Regulations; and

3. Three (3) executed originals of a Bill of Sale dated as of November 20, 1989 (to the Equipment Trust Agreement, dated as of March 15, 1987) between Trinity Industries Leasing Company and NCNB, as Trustee (the "Bill of Sale"), a secondary document as defined in the foregoing Rules and Regulations.

The enclosed Assignment, First Supplement and Bill of Sale relate to the Equipment Trust Agreement dated as of March 15, 1987 between Trinity Industries Leasing Company and RepublicBank Dallas (subsequently named First RepublicBank Dallas, N.A., now named NCNB (as assignee of the Federal Deposit Insurance Corporation, as receiver for First RepublicBank Dallas, N.A.)), as Trustee, which was filed and recorded under Recordation Number 15195 on March 31, 1987, and subsequently supplemented by

C. D. Kayler

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assignments, partial terminations and bills of sale under Recordation Numbers 15195-A through 15195-G.

We request that the Assignment be cross-indexed.

The addresses of the parties to the enclosed documents are:

Company: Trinity Industries Leasing Company
3910 Washington Avenue
Houston, Texas 77007

Trustee: NCNB Texas National Bank
NCNB Plaza
901 Main Street
16th Floor
Dallas, Texas 75202

A description of the railroad equipment covered by the enclosed documents is set forth in Exhibit A hereto. The foregoing railroad equipment consists solely of rail cars intended for use relating to interstate commerce.

Also enclosed is a check in the amount of \$⁴⁵39.00 to cover the required recordation fee.

You are hereby authorized to deliver any stamped copies of the Assignment, the First Supplement and the Bill of Sale not needed for your files to the representative of Alvord and Alvord who is delivering this letter and said enclosures to you.

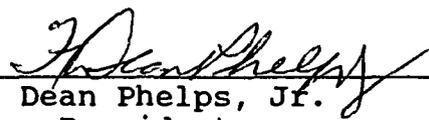
A short summary of the documents to appear in the Commission's Index follows:

- (a) Primary Document. Assignment dated as of November 20, 1989, between Trinity Industries Leasing Company and NCNB Texas National Bank, as Trustee, covering various rail cars.
- (b) Secondary Documents. (i) First Supplement to Equipment Trust Agreement dated as of November 20, 1989, between Trinity Industries Leasing Company and NCNB Texas National Bank, as Trustee, covering various rail cars, and (ii) Bill of Sale dated as of November 20, 1989, between Trinity Industries

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Leasing Company and NCNB Texas National Bank, as
Trustee, covering various rail cars.

TRINITY INDUSTRIES LEASING COMPANY

By: 
F. Dean Phelps, Jr.
Vice President

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INTERSTATE COMMERCE COMMISSION

TRINITY INDUSTRIES LEASING COMPANY

Equipment Trust, Series 5

Bill of Sale

THIS AGREEMENT, DATED as of the 20th day of November, 1989, between Trinity Industries Leasing Company, a Delaware corporation (hereinafter called "Seller"), and NCNB Texas National Bank, a national banking association, as Trustee (hereinafter called "Buyer"), as contemplated by the Equipment Trust Agreement dated as of March 15, 1987 (the "Equipment Trust Agreement"), between Seller and Buyer,

W I T N E S S E T H:

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 the rail cars described in Exhibit A attached hereto and made a part hereof for all purposes.

Seller hereby warrants that it has good and marketable title to the described rail cars and that Seller's title to the described rail cars 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 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 rail cars described in Exhibit A unto Buyer, its successors and assigns, against all lawful claims.

TRINITY INDUSTRIES LEASING COMPANY

By K. W. LewisK. W. Lewis
Senior Vice President

(SEAL)

ATTEST:

Neil O. Shoop
Neil O. Shoop
Assistant Secretary

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

On this 21st day of November 1989, before me personally appeared K. W. Lewis, to me personally known, who being by me duly sworn, says that he is the Senior Vice President of TRINITY INDUSTRIES LEASING COMPANY, 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.

Jean Ann Linsley
Notary Public

My Commission Expires:

August 30, 1993

[SEAL]

EXHIBIT A
(Series 5)

Description of Trust Equipment

1. Railroad Car Lease Agreement, dated July 25, 1988, between Trinity Industries Leasing Company and Mobay Corporation covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
15	20,421 gal. 111A100W5 Tank Cars	TILX 110000-110014

2. Railroad Car Lease Agreement, dated September 14, 1987, between Trinity Industries Leasing Company and Stauffer Chemical Company covering the following described railroad cars (Partial Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
13	13,946 gal. 111A100W2 Tank Cars	TILX 100362-100374