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INTERSTATE COMMERCE COMMISSION

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

November 20, 1989

9-333A004

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

NOV 29 11 35 AM '89  
RECORDATION UNIT

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 June 15, 1980) 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 Second Supplement to Equipment Trust Agreement dated as of November 20, 1989 (to the Equipment Trust Agreement, dated as of June 15, 1980) between Trinity Industries Leasing Company and NCNB, as Trustee (the "Second 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 June 15, 1980) between Trinity Industries Leasing Company and NCNB, as Trustee (the "Bill of Sale"), a secondary document as defined in the foregoing Rules and Regulations.

*Queen T. H. et. K. Kappeler*

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The enclosed Assignment, Second Supplement and Bill of Sale relate to the Equipment Trust Agreement dated as of June 15, 1980 between Trinity Industries Leasing Company and Republic National Bank of Dallas (subsequently named First Republic Bank Dallas, N.A., now named NCNB (as assignee of the Federal Deposit Insurance Corporation, as receiver for First Republic Bank Dallas, N.A.)), as Trustee, which was filed and recorded under Recordation Number 12226 on September 25, 1980, and subsequently supplemented by assignments and bills of sale under Recordation Numbers 12226-A through 12226-H.

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 \$<sup>45</sup>39.00 to cover the required recordation fee.

You are hereby authorized to deliver any stamped copies of the Assignment, the Second 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 Documents. Assignment dated as of November 20, 1989, between Trinity Industries Leasing Company and NCNB Texas National Bank, as Trustee, covering various rail cars.

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(b) Secondary Documents. (i) Second 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 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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TRINITY INDUSTRIES LEASING COMPANY  
Equipment Trust, Series 2  
Bill of Sale

INTERNATIONAL COMMERCE COMMISSION

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"), pursuant to Section 5.06(b)(3) of the Equipment Trust Agreement dated as of June 15, 1980 (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 B, 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. Lewis  
K. W. Lewis  
Senior Vice President

(SEAL)

ATTEST:

Neil O. Shoop  
Neil O. Shoop  
Assistant Secretary

STATE OF TEXAS       §  
                              §  
COUNTY OF DALLAS   §

On this 21<sup>st</sup> 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 Simsley  
Notary Public

My Commission Expires:

August 30, 1993

[SEAL]

EXHIBIT A  
(Series 2)

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity in Gallons (cu.ft.)</u>	<u>Initialed Car Numbers</u>
10 covered hopper cars	LO	5,850 cu. ft.	TILX 58002-58011

EXHIBIT B  
(Series 2)

Existing Leases

1. Railroad Car Lease Agreement, dated July 16, 1980, between Trinity Industries Leasing Company and Cosden Oil & Chemical Company (acquired by Fina Oil & Chemical July 1, 1985) covering the following described railroad cars (Rider 4):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	5,850 cu. ft. covered hopper cars	TILX 58002 - 58011