

RECORDATION NO. 11400 L, M, N FILED 1425

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NOV 30 1989 - 1 15 PM  
INTERSTATE COMMERCE COMMISSION

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

9-334A044

November 20, 1989

NOV 30 1 20 PM '89  
MOTOR OPERATING UNIT

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 January 15, 1980) between Trinity Industries Leasing Company and Bankers Trust Company, 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 January 15, 1980) between Trinity Industries Leasing Company and Bankers Trust Company, 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 January 15, 1980) between Trinity Industries Leasing Company and Bankers Trust Company, as Trustee (the "Bill of Sale"), a secondary document as defined in the foregoing Rules and Regulations.

*C. T. Kappeler*  
*Christy*

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The enclosed Assignment, First Supplement and Bill of Sale relate to the Equipment Trust Agreement dated as of January 15, 1980 between Trinity Industries Leasing Company and Mercantile National Bank at Dallas (subsequently named MBank Dallas, N.A., subsequently named Deposit Insurance Bridge Bank, N.A. (as assignee of the Federal Deposit Insurance Corporation, as receiver for MBank Dallas, N.A.) now named Bank One, Texas, N.A. (as assignee of certain of the corporate trust assets of Deposit Insurance Bridge Bank, N.A.)), as original Trustee, which was filed and recorded under Recordation Number 11400 on January 22, 1980, and subsequently supplemented by assignments and bills of sale under Recordation Numbers 11400-A through 11400-K.

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: Bankers Trust Company  
P.O. Box 318  
Church Street Station  
New York, New York 10015

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>~~29~~.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 Bankers Trust Company, as

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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 Bankers Trust Company, as Trustee, covering various rail cars, and (ii) Bill of Sale dated as of November 20, 1989, between Trinity Industries Leasing Company and Bankers Trust Company, 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 1

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 BANKERS TRUST COMPANY, a New York banking corporation, as Trustee (hereinafter called "Buyer"), pursuant to Section 5.06(b)(3) of the Equipment Trust Agreement dated as of January 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, subleases permitted by Section 5.09 of the Equipment Trust Agreement, 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 hereto unto Buyer, it 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]

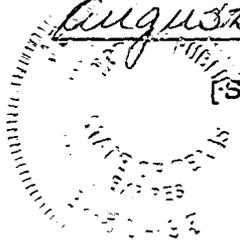


EXHIBIT A

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity in Gallons (cu.ft.)</u>	<u>Initialed Car Numbers</u>
5 (hopper)	LO	5,850 cu.ft.	TILX 58012-58016
5 (hopper)	LO	5,851 cu.ft.	TILX 58017-58021
3 (hopper)	LO	5,850 cu.ft.	TILX 58022-58024

EXHIBIT B  
Description of Leases

1. Railroad Car Lease Agreement, dated April 15, 1988, between Trinity Industries Leasing Company and Dow Chemical Company covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
5	5,850 cu.ft. covered hopper cars	TILX 58012 - 58016

2. Railroad Car Lease Agreement, dated July 1, 1987, between Trinity Industries Leasing Company and Union Carbide Corporation covering the following described railroad cars (Rider 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
5	5,851 cu.ft. covered hopper cars	TILX 58017 - 58021

3. Railroad Car Lease Agreement, dated March 29, 1985, between Trinity Industries Leasing Company and Exxon Chemical Americas covering the following described railroad cars (Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
3	5,850 cu.ft. covered hopper cars	TILX 58022 - 58024