

44 45
16017-14
-I
-J

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

RECORDATION NO. 16017-14 FILED 1425
NOV 29 1989 - 11 40 AM

November 20, 1989

INTERSTATE COMMERCE COMMISSION

9-333A007

NOV 29 11 43 AM 1989

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 November 4, 1988) between Trinity Industries Leasing Company and NCNB Texas National Bank, 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 November 4, 1988) 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 November 4, 1988) 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 November 4, 1988 between Trinity Industries Leasing Company and NCNB Texas National Bank, as Trustee, which was filed and recorded under Recordation Number 16017 on November 11, 1988, and supplemented

C. J. Kopylov

Mrs. Mildred Lee
Interstate Commerce Commission
August 22, 1989
Page 2

by assignments, bills of sale and a correction agreement under Recordation Numbers 16017-A through 16017-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
Attention: Corporate Trust Department

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 \$⁴⁵~~39~~.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.

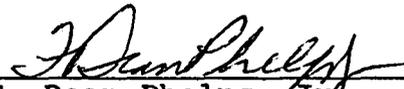
A short summary of the documents to appear in the Commission's Index follows:

- (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,

Mrs. Mildred Lee
Interstate Commerce Commission
August 22, 1989
Page 3

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

Enclosures

R:\83540\06546\GA030009

TRINITY INDUSTRIES LEASING COMPANY

RECORDATION NO

FILED 1425

Equipment Trust, Series 7

NOV 29 1989 -11 40 AM

Bill of Sale

INTERSTATE 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"), as contemplated by the Equipment Trust Agreement dated as of November 4, 1988 (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, its successors and assigns, the following described equipment:

Fifty-two (52) rail cars described in Exhibit A and incorporated by reference herein (the "Equipment").

Seller hereby warrants that Seller has good and marketable title to the Equipment, that Seller's title to the Equipment 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 Equipment unto Buyer, its successors and assigns, against all lawful claims.

TRINITY INDUSTRIES LEASING COMPANY

By


K. W. Lewis
Senior Vice President

(SEAL)

ATTEST:



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 7)

1. Railroad Car Lease Agreement, dated September 28, 1979, between Trinity Industries Leasing Company and Conoco, Inc. (conveyed to E.I. Dupont de Nemours & Co., Inc.) covering the following described railroad cars (Rider 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	23,589 gal. 111A100W1 Tank Cars	TILX 260385-260394

2. Railroad Car Lease Agreement, dated March 20, 1989 between Trinity Industries Leasing Company and Pine Mountain Corporation covering the following described railroad cars (Riders 1 and 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
6	23,589 gal. 111A100W1 Tank Cars	TILX 260382-260384 TILX 260395-260397

3. Railroad Car Lease Agreement, dated March 12, 1982 between Trinity Industries Leasing Company and PPG Industries, Inc. covering the following described railroad cars (Partial Rider 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
36	17,015 gal. 111A100W1 Tank Cars	TILX 160058-160093