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RECO

RECORDATION NO. 18075-00 FILED

SEP 13 '00

2-89 PM

SURFACE TRANSPORTATION BOARD

September 12, 2000

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, Tenth Supplement)

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 Tenth Supplement to Equipment Trust Agreement, a primary document, dated as of September 5, 2000, between Trinity Industries Leasing Company (the "Company") and The Bank of New York, as Trustee (the "Bank");
2. Two (2) executed originals of an Assignment, a primary document, dated September 5, 2000, between the Company ("Assignor") and the Bank, as Trustee ("Assignee"); and
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated September 5, 2000, between the Company ("Seller") and the Bank, as Trustee ("Buyer").
4. Two (2) executed originals of a Bill of Sale, a secondary document, dated September 5, 2000, between the Bank, as Trustee ("Seller") and the Company ("Buyer").

The enclosed Tenth Supplement, Assignment and Bill of Sale referenced in paragraphs 1, 2 and 3, above, relate to the Equipment Trust Agreement dated as of December 30, 1992 between the Company and the Bank, as 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.

18075-00

The enclosed Bill of Sale referenced in paragraph 4, above, relates to the 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 Trinity Industries Leasing Company.

We request that the Assignment be cross-indexed.

The address of Trinity Industries Leasing Company is 2000 Gardner Expressway, Quincy, Illinois 62306-0867, and the address of the Bank, the Trustee is 101 Barclay, 21st Floor, New York, New York 10286.

The railroad equipment covered by the Tenth Supplement to Equipment Trust Agreement is described in Exhibit A attached hereto. The foregoing railroad equipment consists solely of cars intended for use relating to interstate commerce.

Enclosed is our firm's check in the amount of \$104.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Tenth Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Tenth Supplement to Equipment Trust Agreement, the Assignment and the Bills 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 Documents. (i) Tenth Supplement to Equipment Trust Agreement, a primary document, dated as of September 5, 2000, between the Company (as vendor and lessee), and the Bank, as Trustee, and covering various railroad cars, and (ii) Assignment, a primary document, dated September 5, 2000, between the Company (as Assignor), and the Bank, as Trustee, and covering various railroad cars.
- (b) Secondary Documents. Bill of Sale, a secondary document, dated September 5, 2000, between the Company (as Seller), and the Bank, as Trustee (as Buyer), and covering various railroad cars, and connected to the Tenth Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated September 5, 2000, between The Bank, as Trustee (Seller) and Trinity Industries Leasing Company (Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement referred to in paragraph A, above.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Fogel", with a long horizontal flourish extending to the right.

Richard A. Fogel

Enclosures

EXHIBIT A

1. Railroad Car Net Lease Agreement, dated August 25, 1994, between Trinity Industries Leasing Company and Excel Railcar Corporation, covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
46	2,950 cu. ft. Lo Covered Hopper Cars	ERCX 9654-9699

2. 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 of 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

RECORDATION NO. 18075-99 FILED

SEP 13 2000

2-39 PM

BILL OF SALE

(Series 10-10)

SURFACE TRANSPORTATION BOARD

THE BANK OF NEW YORK,  
AS TRUSTEE  
TO

TRINITY INDUSTRIES LEASING COMPANY

The Bank of New York, as 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 5.05(a) 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 September 5, 2000, 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 Net Lease Agreement as described on Exhibits A and B hereto, together with all right, title and interest of the Trustee in and to the existing lease or sublease in respect of the Trust Equipment as described on Exhibit A hereto (the "Existing Lease").

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.

IN WITNESS WHEREOF, the Bank of New York as such 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 11 day of September, 2000.

THE BANK OF NEW YORK

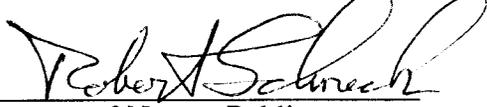
By: [Signature]  
Vice President

Attest:

[Signature]  
Assistant Vice President

STATE OF NEW YORK           §  
  §  
COUNTY OF NEW YORK       §

On this 11 day of September, 2000, 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:  
5-31-01

ROBERT SCHNECK  
Notary Public, State of New York  
No. 4746935  
Qualified in Nassau County  
Certificate Filed in New York County  
Commission Expires May 31, 2001

## EXHIBIT A

1. Railroad Car Lease Agreement, dated April 2, 1992, between Trinity Industries Leasing Company and AG Processing Inc., covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
28	25,498 Gal. 111A100W1 Tank Cars	TILX 250137-250159 TILX 250161, 250162 TILX 250164-250166

2. Railroad Car 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 of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
25	5,851 cu. ft. Lo Covered Hopper Cars	ECUX 867025, 867028, 867032 ECUX 867033, 867034, 867035 ECUX 867039, 867041, 867043 ECUX 867046, 867048, 867049 ECUX 867052, 867053, 867056 ECUX 867058, 867062, 867065 ECUX 867067, 867069, 867070 ECUX 867071, 867073, 867075 ECUX 867077

3. Railroad Car Net Lease Agreement, dated June 28, 1984, between Trinity Industries Leasing Company and Midwest Grain Products, covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
16	29,947 Gal. 111A100W1 Tank Cars	MWSX 29637-29642 MWSX 29644-29653

4. Railroad Car Net Lease Agreement, dated May 14, 1992, between Trinity Industries Leasing Company and North American Chemical Company, covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
168	4000 cu. ft. Lo Opened Hopper Cars	DGHX 009100-009183 DGHX 009200-009283

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.	28 Tank Cars	111A100W1	25,498 Gal.	TILX 250137-250159 TILX 250161, 250162 TILX 250164-250166	07/92
2.	25 Hopper Cars	Lo	5,851 cu. ft.	ECUX 867025, 867028 ECUX 867032, 867033 ECUX 867034, 867035 ECUX 867039, 867041 ECUX 867043, 867046 ECUX 867048, 867049 ECUX 867052, 867053 ECUX 867056, 867058 ECUX 867062, 867065 ECUX 867067, 867069 ECUX 867070, 867071 ECUX 867073, 867075 ECUX 867077	03/94
3.	16 Tank Cars	111A100W1	29,947 Gal.	MWSX 29637-29642 MWSX 29644-29653	11/84
4.	168 Hopper Cars	Lo	4,000 cu. ft.	DGHX 009100-009183 DGHX 009200-009283	09/92