

RECORDATION # 14315-^E_F
FILED 1433 ^F_M

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NOV 29 1989 - 11 40 AM
INTERSTATE COMMERCE COMMISSION

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

9-383A000

November 20, 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 December 15, 1984) 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 December 15, 1984) 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 December 15, 1984) between Trinity Industries Leasing Company

Handwritten signature: C. K. Kuyler

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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 December 15, 1989 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 14515 on December 27, 1984, and subsequently supplemented by assignments and bills of sale under Recordation Numbers 14515-A through 14515-D.

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:

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

TRINITY INDUSTRIES LEASING COMPANY

By: 
F. Dean Phelps, Jr.
Vice President

EXHIBIT A
(Series 3)

1. 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>
3	13,946 Gal. 111A100W2 Tank Cars	TILX 100359-100361

2. Railroad Car Lease Agreement, dated July 15, 1988, between Trinity Industries Leasing Company and Olin Corporation covering the following described railroad cars (Partial Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
2	16,664 Gal. 111A100W1 Tank Cars	TILX 160018, 160054

3. Railroad Car Lease Agreement, dated July 15, 1988, between Trinity Industries Leasing Company and Olin Corporation covering the following described railroad cars (Partial Rider 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
2	4,750 cu. ft. covered hopper cars	TILX 511947, 511978

4. Railroad Car Net Lease Agreement, dated March 15, 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>
2	17,015 gal. 111A100W1 Tank Cars	TILX 160056-160057

REGISTRATION NO. 14575-F FILED 1989

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INTERSTATE COMMERCE COMMISSION

**FIRST SUPPLEMENT
TO EQUIPMENT TRUST AGREEMENT**

(TRINITY INDUSTRIES LEASING COMPANY EQUIPMENT TRUST SERIES 3)

Dated as of November 20, 1989

Between

NCNB TEXAS NATIONAL BANK, TRUSTEE

AND

TRINITY INDUSTRIES LEASING COMPANY

FIRST SUPPLEMENT TO EQUIPMENT TRUST AGREEMENT dated as of November 20, 1989 (herein called this "First Supplement") between TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation (hereinafter called the "Company") and NCNB TEXAS NATIONAL BANK, a national banking association (in its capacity as trustee under the Trust Agreement, hereinafter called the "Trustee").

PRELIMINARY STATEMENT

A. The Company and Republic National Bank of Dallas, a national banking association incorporated and existing under the laws of the United States, subsequently named First RepublicBank Dallas, N.A., entered into the Equipment Trust Agreement dated as of December 15, 1984 (hereinafter called the "Trust Agreement").

B. All of the corporate trust business of First RepublicBank Dallas, N.A. was subsequently assigned to NCNB Texas National Bank by the Federal Deposit Insurance Corporation, as Receiver of First RepublicBank Dallas, N.A.

C. The Trust Agreement was filed with the Interstate Commerce Commission on December 27, 1984, under Recordation No. 14515.

D. Pursuant to the terms of a Purchase Agreement dated as of December 15, 1984 (hereinafter called the "Purchase Agreement"), among the Company and Trinity Industries, Inc., a Delaware corporation, and each of the institutional investors named in Schedule A thereto (such investors herein collectively called the "Purchasers"), the Purchasers have each purchased Equipment Trust Certificates issued or to be issued under the Trust Agreement.

E. Pursuant to Section 4.05(d) of the Trust Agreement, the Company has requested that the Trustee release cash deposited by the Company with the Trustee pursuant to Section 4.07(a) of the Trust Agreement.

F. The parties desire to supplement and amend the Trust Agreement as provided herein.

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, the parties hereto agree as follows:

1. The Trust Agreement is hereby amended by adding to Exhibit A to the Trust Agreement the descriptions of rail cars contained in Exhibit A hereto and by adding to Exhibit B to the Trust Agreement the descriptions of Existing Leases contained in Exhibit B hereto; and such rail cars shall be included in the trust created under the Trust Agreement and subject to all of the terms and provisions thereof.

2. The Trust Agreement, as hereby amended, remains in full force and effect mutatis mutandis.

3. The Trust Agreement, as hereby amended, is in all respects ratified and confirmed, and all rights and powers created or granted thereby or thereunder shall be and remain in full force and effect.

4. Terms used in this First Supplement shall have the respective meanings ascribed to them in the Trust Agreement.

5. The terms "Trust Agreement," "Agreement" or "Equipment Trust Agreement" as used in the Trust Agreement and all Exhibits thereto shall be construed to mean the Trust Agreement as amended by this First Supplement.

6. This First Supplement may be executed in several counterparts each of which shall be deemed an original, and all such counterparts shall together constitute but one and the same instrument. This First Supplement may be signed by each party hereto upon a separate copy in which event all of said copies shall constitute a single counterpart of this First Supplement to produce or account for more than one such counterpart. It shall not be necessary in making proof of this Second Supplement to produce or account for more than one such counterpart.

7. This First Supplement shall in all respects be governed by, and construed and enforced in accordance with, the laws of the State of Illinois (including the conflicts of laws rules), including all matters of construction, validity and performance.

IN WITNESS WHEREOF, the parties have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed effective as of the date first written above.

[Corporate Seal]

TRINITY INDUSTRIES LEASING COMPANY

ATTEST:


Neil O. Shoop
Assistant Secretary

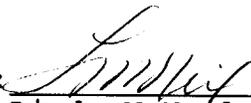
By: 
K.W. Lewis
Senior Vice President

[Corporate Seal]

NCNB TEXAS NATIONAL BANK, Trustee

ATTEST:


~~Assistant Secretary~~
ASSISTANT VICE PRESIDENT

By: 
Linda McNeil
Vice President

STATE OF TEXAS §
COUNTY OF DALLAS §

On this 22nd day of November, 1989, before me personally appeared Linda McNeil, to me personally known, who being by me duly sworn, says that she is the Vice President of NCNB NATIONAL BANK, 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 she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Gail Williams
Notary Public

My Commission Expires:
6-20-93



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 Simsley
Notary Public

My Commission Expires:
August 30, 1993

[SEAL]

EXHIBIT A
DESCRIPTION OF TRUST EQUIPMENT

<u>Lessee</u>	<u>Qty</u>	<u>Class</u>	<u>Capacity</u>
Stauffer Chemical Company	3	111A100W2	13,946 gal.
Olin Corporation	2	111A100W1	16,664 gal.
Olin Corporation	2	LO	4,750 cu.ft.
PPG Industries, Inc.	2	111A100W1	17,015 gal.

EXHIBIT B

Description of Existing Leases

1. 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>
3	13,946 Gal. 111A100W2 Tank Cars	TILX 100359-100361

2. Railroad Car Lease Agreement, dated July 15, 1988, between Trinity Industries Leasing Company and Olin Corporation covering the following described railroad cars (Partial Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
2	16,664 Gal. 111A100W1 Tank Cars	TILX 160018, 160054

3. Railroad Car Lease Agreement, dated July 15, 1988, between Trinity Industries Leasing Company and Olin Corporation covering the following described railroad cars (Partial Rider 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
2	4,750 cu. ft. covered hopper cars	TILX 511947, 511978

4. Railroad Car Net Lease Agreement, dated March 15, 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>
2	17,015 gal. 111A100W1 Tank Cars	TILX 160056-160057