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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 Tipton et. al. Karpman*

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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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INTERSTATE COMMERCE COMMISSION

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SECOND SUPPLEMENT  
TO EQUIPMENT TRUST AGREEMENT

(TRINITY INDUSTRIES LEASING COMPANY EQUIPMENT TRUST SERIES 2)

Dated as of November 20, 1989

Between

NCNB TEXAS NATIONAL BANK, TRUSTEE

AND

TRINITY INDUSTRIES LEASING COMPANY

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SECOND SUPPLEMENT TO EQUIPMENT TRUST AGREEMENT dated as of November 20, 1989 (herein called this "Second 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, subsequently named First RepublicBank Dallas, N.A., entered into an Equipment Trust Agreement dated as of June 15, 1980 (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 supplemented by a First Supplement to Trust Agreement dated as of November 25, 1980 between the Company and Republic National Bank of Dallas.

D. The Trust Agreement was filed with the Interstate Commerce Commission on September 25, 1980, under Recordation No. 12226.

E. The First Supplement to Equipment Trust Agreement was filed with the Interstate Commerce Commission on December 1, 1980 under Recordation No. 12226-C.

F. Pursuant to the terms of the Purchase Agreement dated as of June 15, 1980 (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.

G. Pursuant to Section 5.06(d) of the Trust Agreement, the Company has requested that the Trustee release cash deposited by the Company with the Trustee pursuant to Section 5.08(a) of the Trust Agreement.

H. 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 description of the Existing Lease 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 Second 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 the First Supplement and this Second Supplement.

6. This Second 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 Second 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 Second Supplement. It shall not be necessary in making proof of this Second Supplement to produce or account for more than one such counterpart.

7. This Second Supplement shall in all respects be governed by, and construed and enforced in accordance with, the laws of the State of New York (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 §

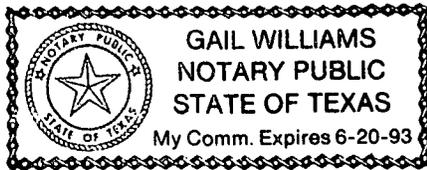
On this 22<sup>nd</sup> day of November, 1989, before me personally appeared Linda McNeil, to me personally known, who being by me duly sworn, says that she is the Vice President of NCNB NATIONAL BANK, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said 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

[SEAL]



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 Jimsley  
Notary Public

My Commission Expires:

August 30, 1993

[SEAL]

EXHIBIT A

DESCRIPTION OF TRUST EQUIPMENT

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

EXHIBIT B  
Description of Existing Lease

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