

RECORDATION NO. 11400 *L, M, N* FILED 1425

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INTERSTATE COMMERCE COMMISSION

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

9-334A044

November 20, 1989

NOV 30 1 30 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
[Signature]

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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 \$⁴⁵29.00 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

RECORDED NO 11400-9M FILED 1422

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INTERSTATE COMMERCE COMMISSION

FIRST SUPPLEMENT
TO EQUIPMENT TRUST AGREEMENT

(TRINITY INDUSTRIES LEASING COMPANY EQUIPMENT TRUST SERIES 1)

Dated as of November 20, 1989

Between

BANKERS TRUST COMPANY, 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 BANKERS TRUST COMPANY, a New York banking corporation (in its capacity as trustee under the Trust Agreement, hereinafter called the "Trustee").

PRELIMINARY STATEMENT

A. The Company and Mercantile National Bank at Dallas, a national banking association, subsequently named MBank Dallas, National Association ("MBank"), as original Trustee, entered into the Equipment Trust Agreement dated as of January 15, 1980 (hereinafter called the "Trust Agreement").

B. All of the corporate trust business of MBank was assigned to the Deposit Insurance Bridge Bank, National Association (herein called "DIBB") by the Federal Deposit Insurance Corporation, as receiver for MBank, and pursuant to an Instrument of Resignation, Appointment and Acceptance dated as of April 17, 1989 among the Company, DIBB and Bankers Trust Company, DIBB resigned as original Trustee and Bankers Trust Company was appointed as successor Trustee.

C. The Trust Agreement was filed with the Interstate Commerce Commission on January 22, 1980, under Recordation No. 11400.

D. Pursuant to the terms of a Purchase Agreement dated as of January 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.

E. 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.

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 be 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. It shall not be necessary in making proof of this First 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 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
Neil O. Shoop
Assistant Secretary

By K.W. Lewis
K.W. Lewis
Senior Vice President

[Corporate Seal]

BANKERS TRUST COMPANY, Trustee

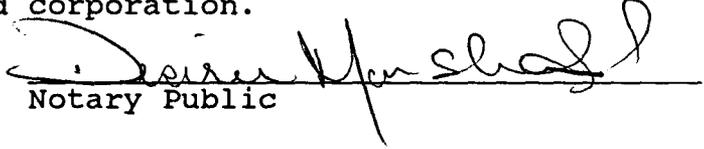
ATTEST:


Assistant Secretary

By 
Name: Rosamary
Title: ASSISTANT SECRETARY

STATE OF NEW YORK §
§
COUNTY OF NEW YORK §

On this 28th day of November, 1989, before me personally appeared Rosemary Melendez, to me personally known, who being by me duly sworn, says that he/she is the Vice President of BANKERS TRUST 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/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

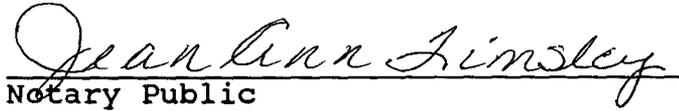
My Commission Expires:

February 17, 1990

[SEAL]

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.


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> |
|------------------------------|--------------|-----------------|-------------------------------|
| 5 (hopper) | LO | 5,850 cu. ft. | TILX 58012- 58016 |
| 5 (hopper) | LO | 5,851 cu. ft. | TLX 58017- 58021 |
| 3 (hopper) | LO | 5,850 cu. ft. | TILX 58022- 58024 |

EXHIBIT B

Description of Existing 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 |