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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

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

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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.

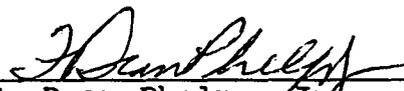
A short summary of the documents to appear in the Commission's Index follows:

- (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,

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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

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RECORDATION NO. 160172 FILED 1989

NOV 29 1989 - 11 40 AM
INTERSTATE COMMERCE COMMISSION

FIRST SUPPLEMENT
TO EQUIPMENT TRUST AGREEMENT

(TRINITY INDUSTRIES LEASING COMPANY EQUIPMENT TRUST SERIES 7)

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") to the Equipment Trust Agreement dated as of November 4, 1988 (hereinafter called the "Trust Agreement"), between NNCB TEXAS NATIONAL BANK, a national banking association, as Trustee (hereinafter in such capacity called the "Trustee"), and TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation (hereinafter called the "Company").

PRELIMINARY STATEMENT

A. The Trust Agreement was filed with the Interstate Commerce Commission on November 8, 1988, under Recordation No. 16017.

B. Pursuant to the terms of a Purchase Agreement dated as of November 4, 1988 (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.

C. Pursuant to Section 5.05(d) of the Trust Agreement, the Company has requested that the Trustee release cash deposited by the Company with the Trustee pursuant to Section 5.07(a) of the Trust Agreement.

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.

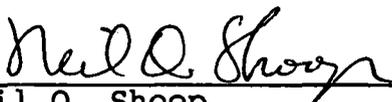
7. This First Supplement shall in all respects be governed by, and construed and enforced in accordance with, the laws of the State of Texas (including the conflicts of laws rules), including all matters of construction, validity and performance.

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

EXHIBIT A
TRINITY INDUSTRIES LEASING COMPANY
DESCRIPTION OF TRUST EQUIPMENT

<u>Lease</u>	<u>Class</u>	<u>Capacity</u>	<u>QTY</u>
E. I. Dupont de Nemours & Co.	111A100W1	23,589 gal.	10
Pine Mountain Corporation	111A100W1	23,589 gal.	6
PPG Industries, Inc.	111A100W1	17,015 gal.	36

EXHIBIT B

Description of Existing Leases

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