

12226 A
RECORDATION NO. Filed 1425

RECORDATION NO. 12226
..... Filed 1425

SEP 25 1980 - 10 40 AM

SEP 25 1980 - 10 40 AM
INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION

No. C-269A034

Date SEP 25 1980

Fee \$ 70.00

ICC Washington, D. C.

September 25, 1980

12226 B

RECORDATION NO. Filed 1425

SEP 25 1980 - 10 40 AM

INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Washington, D. C. 20423

Gentlemen:

In accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Interstate Commerce Commission ("ICC") thereunder, there is submitted herewith for filing and recordation an Assignment and a Bill of Sale with regard to the railroad cars described therein, used or intended for use in connection with interstate commerce as follows:

1. Three (3) executed counterparts of an Equipment Trust Agreement dated as of June 15, 1980, between Republic National Bank of Dallas, as Trustee, and Trinity Industries Leasing Company;

2. Three (3) executed counterparts of an Assignment dated as of September 22, 1980, between Trinity Industries Leasing Company and Republic National Bank of Dallas, as Trustee;

3. Three (3) executed counterparts of a Bill of Sale dated as of September 22, 1980, between Trinity Industries Leasing Company and Republic National Bank of Dallas, as Trustee. The address of Trinity Industries Leasing Company is

Clara Dutton

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SEP 25 10 35 AM '80
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4001 Irving Boulevard, Dallas, Texas 75247, and the address of Republic National Bank of Dallas is One Dallas Centre, Dallas, Texas 75201, Attention: Corporate Trust Department.

The railroad equipment covered by the Equipment Trust Agreement is described in Exhibit A hereto, and the railroad equipment covered by the Assignment and the Bill of Sale is described in Exhibit B hereto.

Enclosed is a check to cover the recordation fee.

You are hereby authorized to deliver two executed copies of the Equipment Trust Agreement, the Assignment and the Bill of Sale, with filing data noted thereon, following recordation thereof, to the representative of Messrs. Dewey, Ballantine, Bushby, Palmer & Wood, who is delivering this letter and said enclosures to you.

Very truly yours,

TRINITY INDUSTRIES LEASING COMPANY

By


Vice President

3770B

RECORDATION NO. 12226-C Filed 1425

RECORDATION NO. 12226-D Filed 1425

DEC 1 - 1980 - 11 40 AM

DEC 1 - 1980 - 11 40 AM

INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION

0-336A030

No. DEC 1 1980

Date DEC 1 1980

Fee \$ 30.00

December 1, 1980

ICC Washington, D. C.

DEC 1 11 35 AM '80
FED. BRANCH 11

RECORDATION NO. 12226-C Filed 1425

DEC 1 - 1980 - 11 40 AM

INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Washington, D. C. 20423

Madam:

In accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Interstate Commerce Commission ("ICC") thereunder, there are submitted herewith for filing and recordation a First Supplement to an Equipment Trust Agreement, an Assignment and a Bill of Sale with regard to the railroad cars described therein, used or intended for use in connection with interstate commerce as follows:

1. Three (3) executed counterparts of The First Supplement, dated as of November 25, 1980 between Republic National Bank, as Trustee, and Trinity Industries Leasing Company, to the Equipment Trust Agreement ("Equipment Trust Agreement") dated as of June 15, 1980, between such parties;
2. Three (3) executed counterparts of an Assignment dated as of November 25, 1980, between Trinity Industries Leasing Company and Republic National Bank of Dallas, as Trustee;

Original - Ann Sutton

3. Three (3) executed counterparts of a Bill of Sale dated as of November 25, 1980, between Trinity Industries Leasing Company and Republic National Bank of Dallas, as Trustee.

The address of Trinity Industries Leasing Company is 4001 Irving Boulevard, Dallas, Texas 75247, and the address of Republic National Bank of Dallas is One Dallas Centre, Dallas, Texas 75201, Attention: Corporate Trust Department.

The railroad equipment covered by the First Supplement, the Assignment and Bill of Sale is described in Exhibit A hereto.

The First Supplement, the Assignment and the Bill of Sale have been executed and delivered in connection with the Equipment Trust Agreement which was filed with the ICC on September 25, 1980 and assigned the following recordation number: 12226.

Enclosed is a check to cover the recordation fee.

You are hereby authorized to deliver two executed copies of the First Supplement, the Assignment and the Bill of Sale, with filing data noted thereon, following recordation thereof, to the representative of Messrs. Dewey, Ballantine, Bushby, Palmer & Wood, who is delivering this letter and said enclosures to you.

Very truly yours,

TRINITY INDUSTRIES LEASING COMPANY

By *E. B. Breeding*
Vice President

3770B

EXHIBIT A

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity in Gallons</u>	<u>Initialed Car Numbers</u>
142 covered hopper cars	LO	4,750 cu.ft.	TILX 510401 -510451 TILX 510458 -510523 TILX 510525 -510531 TILX 510563 -510580
85 covered hopper cars	LO	4,750 cu.ft.	TILX 510846 TILX 510866 -510949
50 tank cars	111A100W1	23,635 gal.	TILX 260050 -260099
55 tank cars	112J340W	34,000 gal.	TILX 300346 -300400
10 tank cars	112J340W	34,000 gal.	TILX 300335 -300344
30 covered hopper cars	LO	4,750 cu.ft.	TILX 510670 -510699
10 covered hopper cars	LO	4,750 cu.ft.	TILX 511592 -511601

3770B

Interstate Commerce Commission
Washington, D.C. 20423

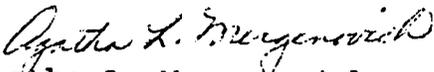
OFFICE OF THE SECRETARY

Messrs. Dewey, Ballantine, Bushby,
Palmer & Wood
Trinity Industries Leasing Co.
4001 Irving Boulevard
Dallas, Texas 75247

Dear **Sirs:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/1/80 at 11:40AM , and assigned re-
recording number(s). **12226-C, 12226-D, & 12226-E**

Sincerely yours,


Agatha L. Mergenovich
Secretary

Enclosure(s)

RECORDATION NO. 12226-C Filed 1425

DEC 1 - 1980 - 11 40 AM

INTERSTATE COMMERCE COMMISSION.

**FIRST SUPPLEMENT
TO EQUIPMENT TRUST AGREEMENT**

**(TRINITY INDUSTRIES LEASING COMPANY EQUIPMENT
TRUST SERIES 2)**

Dated as of November 25, 1980

Between

REPUBLIC NATIONAL BANK OF DALLAS, TRUSTEE

and

TRINITY INDUSTRIES LEASING COMPANY

FIRST SUPPLEMENT dated as of November 25, 1980 (herein called this "First Supplement"), to the Equipment Trust Agreement dated as of June 15, 1980 (hereinafter called the "Trust Agreement"), between REPUBLIC NATIONAL BANK OF DALLAS, a national banking association incorporated and existing under the laws of the United States, as Trustee (hereinafter in such capacity called the "Trustee"), and TRINITY INDUSTRIES LEASING COMPANY, a corporation organized and existing under the laws of the State of Texas (hereinafter called the "Company").

PRELIMINARY STATEMENT

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

Pursuant to the terms of two separate Purchase Agreements each dated as of June 15, 1980 (hereinafter called the "Purchase Agreements"), among the Company and Trinity Industries, Inc., a Texas corporation, and each of the institutional investors named in Schedule A thereto (such investors herein collectively called the "Purchasers"), the Purchasers have each purchased or agreed to purchase Equipment Trust Certificates issued or to be issued under the Trust Agreement.

The Purchasers have each severally approved the addition to the Trust Equipment of one railroad car pursuant to Section 4.01(b) 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 to add to Exhibit A to the Trust Agreement the railroad car described in Exhibit A hereto and to amend the description of one of the Existing Leases to read as set forth in Exhibit B hereto; and in accordance with Section 4.01(b) of the Trust Agreement, such railroad car shall be included in the trust created thereunder and be subject to all of the terms and provisions of the Trust Agreement.

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.

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]

Attest:

Richard A. Jorgel

TRINITY INDUSTRIES LEASING COMPANY

By

E. Breeding

[Corporate Seal]

Attest:

[Signature]
ASSISTANT VICE PRESIDENT &
TRUST OFFICER

REPUBLIC NATIONAL BANK OF DALLAS,
Trustee

By

[Signature]
VICE PRESIDENT Trust Officer
TRUST OFFICER

STATE OF TEXAS

ss.:

COUNTY OF DALLAS

On this 25th day of November, 1980, before me personally came **D. F. KNIGHT**, to me known, who, being by me duly sworn, did depose and say that he resides at Dallas, Texas; that he is a **VICE PRESIDENT TRUST OFFICER** of REPUBLIC NATIONAL BANK OF DALLAS, one of the corporations described in and which executed the above instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order:

[Notarial Seal]

Gurtha E Collins
Notary Public

GURTHA E. COLLINS
Notary Public, State of Texas
My Commission Expires 11-04-84

STATE OF TEXAS

ss.:

COUNTY OF DALLAS

On this 25th day of November, 1980, before me personally came E. B. Breeding, to me known, who, being by me duly sworn, did depose and say that he resides at 2022 Cloudcroft Circle, Dallas, Texas; that he is the Vice President of TRINITY INDUSTRIES LEASING COMPANY, one of the corporations described in and which executed the above instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order:

[Notarial Seal]

Jeanne D. Bodeford
Notary Public



EXHIBIT A
DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Nos.</u>	<u>Date of Earliest Service</u>	<u>Term of Lease</u>
1 Covered hopper car	LO	4,750 Cu. Ft.	TILX 510451	January, 1980	12 Years

EXHIBIT B

Description of Existing Lease

I. Railroad Car Lease Agreement, dated May 17, 1979, between Trinity Industries Leasing Company and Cargill, Inc. covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
142	4,750 Cu. Ft. LO Covered Hopper Cars	TILX 510401 -510451 TILX 510458 -510523 TILX 510525 -510531 TILX 510563 -510580