

# 13

14864-E

TRINITY INDUSTRIES LEASING COMPANY

3910 Washington Avenue  
Houston, Texas 77007  
(713) 861-2955

RECORDATION NO 14864E FILED 1425

JUL 25 1989 - 1 00 PM

INTERSTATE COMMERCE COMMISSION

9-206A042

July 19, 1989

JUL 25 12 57 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 three (3) executed originals of a Modification Agreement dated as of July 19, 1989 (to the Equipment Trust Agreement, dated as of November 15, 1985) between Trinity Industries Leasing Company and Bankers Trust Company, as Trustee (the "Correction Agreement"), a secondary document as defined in the foregoing Rules and Regulations.

The enclosed Modification Agreement relates to the Equipment Trust Agreement dated as of November 15, 1985 between Trinity Industries Leasing Company and MBank Dallas, N.A. (subsequently named The 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 14864 on December 18, 1985, and subsequently supplemented by assignments and bills of sale under Recordation Numbers 14864-A through 14864-C.

*Quarterly Mts CT/Kayser*

Mrs. Mildred Lee  
Interstate Commerce Commission  
July 19, 1989  
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The addresses of the parties to the enclosed document 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 document is set forth in Exhibit A hereto. The foregoing railroad equipment consists solely of tank cars intended for use relating to interstate commerce.

Also enclosed is a check in the amount of \$13.00 to cover the required recordation fee.

You are hereby authorized to deliver stamped copies of the Correction Agreement 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 secondary document to appear in the Commission's Index follows:

Modification Agreement dated as of July 19, 1989, between Trinity Industries Leasing Company and Bankers Trust Company, as Trustee, covering various railroad cars.

TRINITY INDUSTRIES LEASING COMPANY

By: \_\_\_\_\_

Name: *K.W. Lewis*  
K.W. LEWIS

Title: SENIOR VICE PRESIDENT

SCHEDULE 1

PART A

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity in Gallons</u>	<u>Initialed Car Numbers</u>
21 Tank Cars	111A100W1	14,100	AMMX 14003, 14006, 14008, 14012-14017, 14023, 14025, 14027-14029, 14034-14040

PART B

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity in Gallons</u>	<u>Initialed Car Numbers</u>
21 Tank Cars	111A100W1	14,100	ECPX 14003, 14006, 14008, 14012-14017, 14023, 14025, 14027-14029, 14034-14040

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RECORDATION NO. 14864-E FILED 1425

JUL 25 1989 -1 00 PM

INTERSTATE COMMERCE COMMISSION

MODIFICATION AGREEMENT

TRINITY INDUSTRIES LEASING COMPANY  
EQUIPMENT TRUST (SERIES 4)

Dated as of July 19, 1989

Between

BANKERS TRUST COMPANY, Trustee

and

TRINITY INDUSTRIES LEASING COMPANY

## MODIFICATION AGREEMENT

MODIFICATION AGREEMENT dated as of July 19, 1989, (hereinafter called this "Correction Agreement"), between BANKERS TRUST COMPANY, a New York banking corporation, as trustee under the Trust Agreement (as hereinafter defined) (the bank or trust company acting from time to time as trustee under such Trust Agreement is herein called the "Trustee"), and TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation (herein called the "Company").

### PRELIMINARY STATEMENT

The Company has sold, transferred and delivered certain railroad equipment (herein called the "Trust Equipment") pursuant to the Equipment Trust Agreement dated as of November 15, 1985 (herein called the "Trust Agreement") between the Company and MBank Dallas, National Association (herein called "MBank"), as original Trustee. All of the corporate trust business of MBank has been 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 was appointed as successor Trustee.

Pursuant to the Trust Agreement the following documents were executed and delivered and recorded as described below:

- (a) The Equipment Trust Agreement recorded with the Interstate Commerce Commission (herein called the "ICC") under record number 14864;
- (b) An Assignment dated as of December 18, 1985, between the Company and the Trustee recorded with the ICC under record number 14864-A;
- (c) A Bill of Sale dated as of December 18, 1985, between the Company and the Trustee recorded with the ICC under record number 14864-B;
- (d) A Financing Statement executed by the Company, as debtor, covering the property conveyed by the Assignment dated as of December 18, 1985, and filed with the Secretary of State of Texas on December 18, 1985 under file number 331326;
- (e) An Instrument of Resignation, Appointment and Acceptance dated as of April 17, 1989, by and among the Company, DIBB and MBank recorded with the ICC under record number 14864-C; and

- (f) A Statement of Assignment of Financing Statement filed on April 25, 1989 relating to a Financing Statement originally filed on December 18, 1985 under file number 331326.

The prefix letters of certain railroad cars that are described in Exhibit A to the Trust Agreement and also set forth in Part A of Schedule 1 attached hereto and made part hereof have been changed and the parties hereto wish to reflect such changes of record.

NOW, THEREFORE, it is mutually coveded and agreed, as follows:

1. Exhibit A to the Trust Agreement is hereby amended by substituting for the prefixes of the railroad cars set forth in Part A of Schedule 1 hereto (which are contained in such Exhibit A), the prefixes of the railroad cars set forth in Part B of Schedule 1 hereto.

2. This Modification Agreement shall not, except as expressly provided herein, operate as a waiver of any right, power or remedy of the Trustee under the Trust Agreement or any other document executed in connection with the Trust Agreement (to the extent that the Trustee is a party thereto or entitled to the benefit thereof). The Trust Agreement and all other documents executed in connection therewith are hereby ratified and confirmed in all respects by the parties thereto.

3. THE PROVISIONS OF THIS MODIFICATION AGREEMENT AND ALL RIGHTS AND OBLIGATIONS OF THE PARTIES HEREUNDER SHALL IN ALL RESPECTS BE GOVERNED BY, AND CONSTRUED AND ENFORCED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF ILLINOIS, INCLUDING ALL MATTERS OF CONSTRUCTION, VALIDITY AND PERFORMANCE.

4. This Modification Agreement may be separately executed in counterparts and by the different parties hereto in separate counterparts each of which when so executed shall be deemed to constitute one and the same Modification Agreement.

5. This Modification Agreement shall be binding upon and inured to the benefit of the parties hereto, their heirs, legal representatives, successors and assigns.

TRINITY INDUSTRIES LEASING COMPANY

ATTEST:

Neil D. Shoop  
Assistant Secretary

(Corporate Seal)

By:

K.W. Lewis  
Name: K.W. Lewis  
Title: SENIOR VICE PRESIDENT

BANKERS TRUST COMPANY

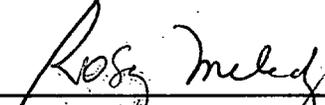
ATTEST:



Title: ASSISTANT SECRETARY

(Corporate Seal)

By:

  
Name: Rosemary Melendez  
Title: ASSISTANT SECRETARY

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STATE OF TEXAS       §  
                                  §  
COUNTY OF DALLAS   §

On this 20<sup>th</sup> day of July 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.

Dorothy Gallini  
Notary Public

My Commission Expires:

9-30-92

[SEAL]

SCHEDULE 1

PART A

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity in Gallons</u>	<u>Initialed Car Numbers</u>
21 Tank Cars	111A100W1	14,100	AMMX 14003, 14006, 14008, 14012-14017, 14023, 14025, 14027-14029, 14034-14040

PART B

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity in Gallons</u>	<u>Initialed Car Numbers</u>
21 Tank Cars	111A100W1	14,100	ECPX 14003, 14006, 14008, 14012-14017, 14023, 14025, 14027-14029, 14034-14040

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