

LAW OFFICE OF  
LOCKE PURNELL RAIN HARRELL  
(A PROFESSIONAL CORPORATION)

FIRST REPUBLICBANK CENTER  
3600 TOWER II  
DALLAS, TEXAS 75201-3989

TELECOPIER: 740-8800  
TELEX: 73-0911  
LOCKE DAL

AREA CODE 214  
740-8000

May 14, 1988

WRITER'S DIRECT DIAL NUMBER

740-8675

RECORDATION NO. 15494-E  
FILED 1988

BY FEDERAL EXPRESS

MAY 16 1988-3 15 PM

Secretary  
Interstate Commerce Commission  
Twelfth Street & Constitution Avenue  
Washington, D.C. 20423  
Attention: Ms. Mildred Lee, Room 2303

INTERSTATE COMMERCE COMMISSION

Date 5/16/88

Fee \$ 13

ICC Washington, D.C.

RE: Documents for Recordation

Dear Ms. Lee:

On behalf of Trinity Industries Leasing Company, and 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, enclosed herewith for filing and recordation are the following documents:

Three (3) executed originals of Supplemental Agreement No.1, a secondary document, dated as of April 4, 1988, between Trinity Industries Leasing Company, a Texas corporation ("TILC-Texas"), Trinity Industries Leasing Company, a Delaware corporation ("TILC-Delaware") and MTrust Corp, National Association, a national banking association, as Trustee ("Trustee").

The address of Trinity Industries Industrial Leasing Company is 3910 Washington Avenue, Houston, Texas 77007, and the address of MTrust Corp, National Association, the Trustee, is 1717 Main Street, Twelfth Floor, Dallas, Texas 75201.

Enclosed is a cashier's check in the amount of \$13.00 to cover the recordation fee.

You are hereby authorized to deliver any unneeded copies of the Supplemental Agreement No. 1, with filing date noted thereon, following recordation thereof, in the enclosed Federal Express envelope to the offices of Locke Purnell Rain Harrell (A Professional Corporation), First RepublicBank Center, 3600 Tower II, Dallas, Texas 75201, Attention: John McKnight.

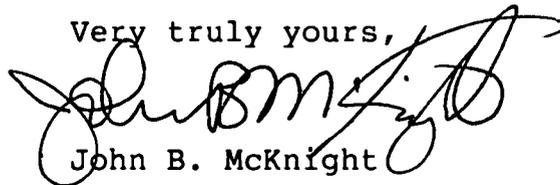
The Supplemental Agreement No. 1 relates to an Equipment Trust Agreement (herein so called), a primary document, filed and recorded with the Secretary of the Interstate Commerce Commission on February 4, 1988, under recordation number 1 5494 dated as of January 15, 1988, between TILC-Texas (as Vendor and Lessee), and MTrust Corp, National Association (as Trustee).

The railroad equipment covered by the Equipment Trust Agreement, as supplemented by the Supplemental Agreement No.1, is described in Exhibit A attached hereto.

A short summary of the document to appear in the index follows:

Secondary Document. Supplemental Agreement No. 1, a secondary document, dated as of April 4, 1988, between Trinity Industries Leasing Company, 3910 Washington Avenue, Houston, Texas 77007 and MTrust Corp, National Association, as Trustee, 1717 Main Street, Twelfth Floor, Dallas, Texas 75201, and relating to an Equipment Trust Agreement, a primary document, filed and recorded with the Secretary of the Interstate Commerce Commission under recordation number 1 5494, dated as of January 15, 1988, between Trinity Industries Leasing Company (as Vendor and Lessee), and MTrust Corp, National Association (as Trustee) and covering various railroad cars.

Very truly yours,

A handwritten signature in black ink, appearing to read "John B. McKnight", written over the typed name below.

John B. McKnight

EXHIBIT A

1. Railroad Car Net Lease Agreement, dated October 23, 1987, between Trinity Industries Leasing Company and Dow Chemical Company covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
100	17,368 Gal. 105A500W Tank Cars	DOWX 80012-80111

2. Railroad Car Net Lease Agreement, dated October 23, 1987, between Trinity Industries Leasing Company and Dow Chemical Company covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
70	20,514 Gal. 111A100W1 Tank Cars	DOWX 70110-70179

3. Railroad Car Net Lease Agreement, dated October 23, 1987, between Trinity Industries Leasing Company and Dow Chemical Company covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
60	26,671 Gal. 111A100W1 Tank Cars	DOWX 70050-70109

4. Railroad Car Net Lease Agreement, dated July 1, 1987, between Trinity Industries Leasing Company and Reagent Chemical & Research, Inc. covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
50	20,429 Gal. 111A100W5 Tank Cars	RCRX 1196-1204 RCRX 1211-1213 RCRX 1216-1217 RCRX 1219-1220 RCRX 1222-1255

5. Railroad Car Lease Agreement, dated September 14, 1987, between Trinity Industries Leasing Company and Stauffer Chemical Company covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
20	13,946 Gal. 111A100W2 Tank Cars	TILX 100339-100358

EXHIBIT B  
Description of Leases

1. Railroad Car Net Lease Agreement, dated October 23, 1987, between Trinity Industries Leasing Company and Dow Chemical Company covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
100	17,368 Gal. 105A500W Tank Cars	DOWX 80012-80111

2. Railroad Car Net Lease Agreement, dated October 23, 1987, between Trinity Industries Leasing Company and Dow Chemical Company covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
70	20,514 Gal. 111A100W1 Tank Cars	DOWX 70110-70179

3. Railroad Car Net Lease Agreement, dated October 23, 1987, between Trinity Industries Leasing Company and Dow Chemical Company covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
60	26,671 Gal. 111A100W1 Tank Cars	DOWX 70050-70109

4. Railroad Car Net Lease Agreement, dated July 1, 1987, between Trinity Industries Leasing Company and Reagent Chemical & Research, Inc. covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
50	20,429 Gal. 111A100W5 Tank Cars	RCRX 1196-1204 RCRX 1211-1213 RCRX 1216-1217 RCRX 1219-1220 RCRX 1222-1255

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EXHIBIT C

1. Railroad Car Net Lease Agreement, dated October 23, 1987, between Trinity Industries Leasing Company and Dow Chemical Company covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
68	17,368 Gal.	DOWX 80012-80025
	105A500W	DOWX 80027-80030
	Tank Cars	DOWX 80032-80035
		DOWX 80037-80050
		DOWX 80052-80058
		DOWX 80060
		DOWX 80062-80064
		DOWX 80068
		DOWX 80070-80073
		DOWX 80075-80079
		DOWX 80082-80083
		DOWX 80086-80088
		DOWX 80100-80102
		DOWX 80104-80106

2. Railroad Car Net Lease Agreement, dated October 23, 1987, between Trinity Industries Leasing Company and Dow Chemical Company covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
63	20,514 Gal.	DOWX 70110-70111
	111A100W1	DOWX 70113-70116
	Tank Cars	DOWX 70118
		DOWX 70120-70142
		DOWX 70144
		DOWX 70146-70156
		DOWX 70158-70167
		DOWX 70169-70179

3. Railroad Car Net Lease Agreement, dated July 1, 1987, between Trinity Industries Leasing Company and Reagent Chemical & Research, Inc. covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
50	20,429 Gal.	RCRX 1196-1204
	111A100W5	RCRX 1211-1213
	Tank Cars	RCRX 1216-1217
		RCRX 1219-1220
		RCRX 1222-1255

SUPPLEMENTAL AGREEMENT NO. 1 MAY 16 1988-3 15 PM

INTERSTATE COMMERCE COMMISSION

THIS SUPPLEMENTAL AGREEMENT NO. 1 is made and entered into as of the 4th day of April, 1988, by and among Trinity Industries Leasing Company, a Texas corporation ("TILC-Texas"), Trinity Industries Leasing Company, a Delaware corporation ("TILC-Delaware") and MTrust Corp, National Association, a national banking association, as Trustee ("Trustee").

W I T N E S S E T H :

WHEREAS, TILC-Texas caused the issuance of \$11,164,000 principal amount at maturity of Equipment Trust Certificates due January 31, 2000 (the "Certificates");

WHEREAS, in connection with the issuance of the Certificates, TILC-Texas and Trustee entered into that certain Equipment Trust Agreement dated as of January 15, 1988 (the "Agreement");

WHEREAS, TILC-Texas has merged with and into TILC-Delaware (the "Merger"); and

WHEREAS, under the terms of the Agreement, TILC-Delaware must expressly assume the obligations of TILC-Texas under the Agreement;

NOW, THEREFORE, in consideration of the premises, the mutual covenants herein contained and other good and valuable consideration the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

1. Effective as of the date hereof and without further action on its part, TILC-Delaware hereby assumes the due and punctual payment of rental payments under Section 5.03 of the Agreement, and the due and punctual performance and observance of all of the terms, covenants and conditions of the Agreement then and thereafter to be performed or observed by TILC-Texas. In addition, all references in the Agreement to the "Company" are deemed to refer to TILC-Delaware.

2. All capitalized terms used herein shall have the meanings ascribed thereto in the Agreement; provided, however, that for purposes of the Agreement, as supplemented hereby, the term "Company" shall mean TILC-Delaware.

3. Except as otherwise provided herein, the Agreement shall be unaffected hereby and shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this Supplemental Agreement No. 1 to be duly executed, and their respective corporate seals to be hereunto affixed and attested all as of the day and year first above written.

TILC-TEXAS:

(Corporate Seal)  
Attest:

Trinity Industries Leasing Company,  
a Texas corporation

Neil O. Shoop  
Assistant Secretary

By: J. Dean Phelps  
Vice President

TILC-DELAWARE:

(Corporate Seal)  
Attest:

Trinity Industries Leasing Company,  
a Delaware corporation

Neil O. Shoop  
Assistant Secretary

By: J. Dean Phelps  
Vice President

TRUSTEE:

(Corporate Seal)  
Attest:

MTrust Corp, National Association,  
a national banking association,  
as Trustee

John F. Dub  
Trust Officer

By: M. Patterson  
Vice President

THE STATE OF TEXAS       §  
                                     §  
COUNTY OF DALLAS       §

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared *T. Dean Phelps* Vice President of Trinity Industries Leasing Company, a Texas corporation, known to me to be the person and officer whose name is subscribed to the foregoing instrument, and acknowledged to me that the same was the act of the said TRINITY INDUSTRIES LEASING COMPANY, a Texas corporation, and that he executed the same as the act of such corporation for the purposes and consideration therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this the *26<sup>th</sup>* day of *April*, 1988.

(Notarial Seal)

*Beverly Baldridge*  
Notary Public in and for  
the State of Texas

My Commission Expires:  
*11/30/89*

THE STATE OF TEXAS       §  
  §  
COUNTY OF DALLAS       §

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared J. Dean Phelps Vice President of Trinity Industries Leasing Company, a Delaware corporation, known to me to be the person and officer whose name is subscribed to the foregoing instrument, and acknowledged to me that the same was the act of the said TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation, and that he executed the same as the act of such corporation for the purposes and consideration therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this the 26<sup>th</sup> day of April, 1988.

(Notarial Seal)

Beverly Ballinger  
Notary Public in and for  
the State of Texas

My Commission Expires:

11/30/89



**Interstate Commerce Commission**  
Washington, D.C. 20423

5/17/88

OFFICE OF THE SECRETARY

John B. Mcknight  
Locks Purnell Rain Harrell  
First Republicbank Center  
36 Tower II  
Dallas, Texas 75201

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 5/16/88 at 3:15pm, and assigned recordation number(s). 15494-E

Sincerely yours,

*Neville R. McEwen*  
Secretary

Enclosure(s)