

9613

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

16017-C

RECORDATION NO. 16017-C

January 4, 1989

JAN 11 1989 2 30 PM

INTERSTATE COMMERCE COMMISSION

9-011A015

MOTOR OPERATOR'S UNIT

JAN 11 2 30 PM '89

ICC OFFICE OF THE SECRETARY

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

No. ....  
Date **JAN 11 1989**  
Fee \$ **13.00**  
ICC Washington, D. C.

Re: Documents for Recordation

*pk*

Dear Ms. 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 a Correction Agreement, a secondary document dated December 9, 1988 but effective on November 4, 1988 by and among Trinity Industries Leasing Company, Trinity Industries, inc., The CIT Group/Equipment Financing, Inc., and NCNB Texas National Bank, as Trustee. The primary documents to which this is connected are recorded under Recordation Nos. 16017, 16017A, and 16017B.

The address of Trinity Industries Leasing Company is 3910 Washington Avenue, Houston, Texas 77007, the address of Trinity Industries, Inc. is 2525 Stemmons Freeway, P. O. Box 10587, Dallas, Texas 75207, the address of The CIT Group/Equipment Financing, Inc. is 300 South Grand Ave., Third Floor, Los Angeles, California 90071, and the address of NCNB Texas National Bank, the Trustee, is One Dallas Centre, 350 North St. Paul, Ninth Floor, Dallas, Texas 75201.

The railroad equipment covered by the Correction Agreement consists solely of tank, hopper, box and gondola cars intended for use relating to interstate commerce.

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

You are hereby authorized to deliver any unneeded copies of the Correction Agreement with the filing date noted thereon, following recordation thereof, to the representative of Alvord and Alvord, who is delivering this letter and said enclosures to you.

*Counterpart - LT. Kaplan*

Secretary  
Interstate Commerce Commission  
January 4, 1989  
Page 2

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

Secondary Documents. Correction Agreement, a secondary document, dated December 9, 1988 but effective on November 4, 1988, by and among Trinity Industries Leasing Company, Trinity Industries, Inc., The CIT Group/Equipment Financing, Inc., and NCNB Texas National Bank, as Trustee, and covering various railroad cars, and connected to an Equipment Trust Agreement, an Assignment, and a Bill of Sale, each dated November 4, 1988 with Recordation Nos. 16017, 16017A, and 16017B.

TRINITY INDUSTRIES LEASING  
COMPANY

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

  
K. W. Lewis  
Vice President  
(713) 861-2955

16017 C  
RECORDED NO. \_\_\_\_\_ FILE NO. \_\_\_\_\_

JAN 11 1989 2:35 PM

INTERSTATE COMMERCE COMMISSION

CORRECTION AGREEMENT

This Correction Agreement entered into as of the date hereinafter stated (the "Effective Date") by and among Trinity Industries Leasing Company, a Delaware corporation (the "Company"), Trinity Industries, Inc., a Delaware corporation ("Trinity"), The CIT Group/Equipment Financing, Inc. (the "Purchaser") and NCNB Texas National Bank, as Trustee under the Trust Agreement, as hereinafter defined (the "Trustee").

W I T N E S S E T H:

WHEREAS, the Company, Trinity and the Purchaser have entered into a Purchase Agreement dated as of November 4, 1988 (the "Purchase Agreement") pursuant to which the Purchaser purchased the Company's 10.20% Equipment Trust Certificates due October 31, 1998 (Series 7) in the aggregate principal amount of \$61,584,335; and

WHEREAS, pursuant to the Purchase Agreement the following documents were executed and delivered:

- (a) An Equipment Trust Agreement dated as of November 4, 1988, between the Company and the Trustee (the "Trust Agreement") recorded with the Interstate Commerce Commission (the "ICC") under record number 16017;
- (b) An Assignment dated November 4, 1988, between the Trustee and the Company (the "Assignment") recorded with the ICC under record number 16017-A;
- (c) A Bill of Sale dated November 4, 1988, between Trinity and the Company which was not recorded;
- (d) A Bill of Sale dated November 4, 1988, between the Company and the Trustee recorded with the ICC under record number 16017-B;
- (e) A Financing Statement executed by the Company, as debtor, covering the property conveyed by the Assignment and filed with the the Secretary of State of Texas on November 8, 1988 under file number 257182; and
- (f) A Financing Statement executed by the Company, as debtor, covering the railroad cars subject to the Trust Agreement and filed with the Secretary of State of Texas on November 8, 1988 under file number 257181 (the Purchase Agreement and the documents described in

paragraphs (a) through (f) above are herein collectively called the "Trust Documents").

WHEREAS, in Exhibit B to each of the Trust Documents there are errors in the descriptions of the railroad cars covered by the leases set forth in Part A of Schedule 1 attached hereto and made part hereof; and,

WHEREAS, the amount of the first rental payment which is described in Schedule D to the Trust Agreement is incorrect and the parties hereto wish to correct the errors in such exhibits and schedule;

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

1. Exhibit B to each of the Trust Documents is hereby corrected and amended by substituting for the descriptions of the leases and the railroad cars covered thereby set forth in Part A of Schedule 1 hereto (which are contained in such Exhibit B), the descriptions of such leases and the railroad cars covered thereby set forth in Part B of Schedule 1 hereto.

2. Schedule D to the Trust Agreement is hereby amended by deleting the first line therein which reads:

"1      \$4,878,980.08      \$3,036,107.72      \$1,842,872.36      59,741,462.64"

and substituting therefor the following line:

"1      \$4,861,531.18      \$3,018,658.82      \$1,842,872.36      59,741,462.64"

3. The zip code of the Company set forth in Section 10.04 of the Trust Agreement is hereby corrected by deleting from such section the zip code number "77077" and substituting therefor the zip code number "77007".

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

5. This Correction 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 Correction Agreement.

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

EXECUTED this 9th day of December, 1988, but effective for all purposes and dated for all reference purposes November 4, 1988 (the "Effective Date").

ATTEST:

Neil O. Shoop  
Assistant Secretary  
[SEAL]

TRINITY INDUSTRIES LEASING  
COMPANY

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

ATTEST:

Neil O. Shoop  
Name: NEIL O. SHOOP  
Title: ASSISTANT SECRETARY  
[SEAL]

TRINITY INDUSTRIES, INC.

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

ATTEST:

\_\_\_\_\_  
Name:  
Title:  
[SEAL]

THE CIT GROUP/EQUIPMENT  
FINANCING, INC.

By: \_\_\_\_\_  
Thomas C. Bloch  
Senior Vice President

ATTEST:

\_\_\_\_\_  
Its Assistant Vice President  
[SEAL]

NCNB TEXAS NATIONAL BANK,  
Trustee

By: \_\_\_\_\_  
Linda M. McNeil  
Vice President

STATE OF TEXAS        )  
                                  )ss.:  
COUNTY OF DALLAS    )

On this 9<sup>TH</sup> day of December, 1988 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, a Delaware corporation, 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 acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

[Seal]

Beverly Baldridge  
Signature of Notary Public

My Commission Expires: 11/30/89

STATE OF TEXAS        )  
                                  ) ss.:  
COUNTY OF DALLAS    )

On this 9<sup>TH</sup> day of December, 1988 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, Inc., a Delaware corporation, 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 acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

[Seal]

Beverly Baldridge  
Signature of Notary Public

My Commission Expires: 11/30/89

STATE OF TEXAS        )  
                          ) ss.:  
COUNTY OF DALLAS    )

On this \_\_\_\_ day of December, 1988 before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, says that he is the \_\_\_\_\_ of The CIT Group/Equipment Financing, Inc., a \_\_\_\_\_ corporation, 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 acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

[Seal]

\_\_\_\_\_  
Signature of Notary Public

My Commission Expires: \_\_\_\_\_

STATE OF TEXAS        )  
                          ) ss.:  
COUNTY OF DALLAS    )

On this \_\_\_\_ day of December, 1988 before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, says that he is the \_\_\_\_\_ of NCNB Texas National Bank, a national banking association, that the seal affixed to the foregoing instrument is the corporate seal of said association, that said instrument was signed and sealed on behalf of said association by authority of its Board of Directors, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said association.

[Seal]

\_\_\_\_\_  
Signature of Notary Public

My Commission Expires: \_\_\_\_\_

**SCHEDULE 1  
PART A**

9. Railroad Car Lease Agreement, dated August 11, 1986, between Trinity Industries Leasing Company and Burlington Northern Railroad Co. covering the following described railroad cars: (Rider 1)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	Articulated Double Stack Container Well Car	BN 63900-630909

34. Railroad Car Lease Agreement, dated July 15, 1988, between Trinity Industries Leasing Company and Olin Corporation covering the following described railroad cars: (Rider 1)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
19	17,368 Gal. 105J500W Tank Cars	TILX 40098-400116

37. Railroad Car Lease Agreement, dated June 19, 1984, between Trinity Industries Leasing Company and Procter & Gamble Manufacturing Company covering the following described railroad cars: (Rider 6)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
8	5,125 Cu. Ft. Covered Hopper Cars	TILX 00516-005023 <i>5016</i>

43. Railroad Car Lease Agreement, dated July 1, 1987, between Trinity Industries Leasing Company and Union Carbide Corporation covering the following described railroad cars: (Rider 1)

<u>Car Numbers</u>	<u>Number of Cars</u>	<u>Type</u>
10	21,020 Gal. 111A100W1 Tank Cars	TILX 021000-021003, 021008, 021006-021010

**SCHEDULE 1  
PART B**

9. Railroad Car Lease Agreement, dated August 11, 1986, between Trinity Industries Leasing Company and Burlington Northern Railroad Co. covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	Articulated Double Stack Container Well Car	BN 63900-63909

34. Railroad Car Lease Agreement, dated July 15, 1988, between Trinity Industries Leasing Company and Olin Corporation covering the following described railroad cars: (Rider 1)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
19	17,368 Gal. 105J500W Tank Cars	TILX 400098-400116

37. Railroad Car Lease Agreement, dated June 19, 1984, between Trinity Industries Leasing Company and Procter & Gamble Manufacturing Company covering the following described railroad cars: (Rider 6)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
8	5,125 Cu. Ft. Covered Hopper Cars	TILX 005016-005023

43. Railroad Car Lease Agreement, dated July 1, 1987, between Trinity Industries Leasing Company and Union Carbide Corporation covering the following described railroad cars: (Rider 1)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	21,020 Gal. 111A100W1 Tank Cars	TILX 021000-021003, 021004, 021006-021010

## CORRECTION AGREEMENT

This Correction Agreement entered into as of the date hereinafter stated (the "Effective Date") by and among Trinity Industries Leasing Company, a Delaware corporation (the "Company"), Trinity Industries, Inc., a Delaware corporation ("Trinity"), The CIT Group/Equipment Financing, Inc. (the "Purchaser") and NCNB Texas National Bank, as Trustee under the Trust Agreement, as hereinafter defined (the "Trustee").

### W I T N E S S E T H:

WHEREAS, the Company, Trinity and the Purchaser have entered into a Purchase Agreement dated as of November 4, 1988 (the "Purchase Agreement") pursuant to which the Purchaser purchased the Company's 10.20% Equipment Trust Certificates due October 31, 1998 (Series 7) in the aggregate principal amount of \$61,584,335; and

WHEREAS, pursuant to the Purchase Agreement the following documents were executed and delivered:

- (a) An Equipment Trust Agreement dated as of November 4, 1988, between the Company and the Trustee (the "Trust Agreement") recorded with the Interstate Commerce Commission (the "ICC") under record number 16017;
- (b) An Assignment dated November 4, 1988, between the Trustee and the Company (the "Assignment") recorded with the ICC under record number 16017-A;
- (c) A Bill of Sale dated November 4, 1988, between Trinity and the Company which was not recorded;
- (d) A Bill of Sale dated November 4, 1988, between the Company and the Trustee recorded with the ICC under record number 16017-B;
- (e) A Financing Statement executed by the Company, as debtor, covering the property conveyed by the Assignment and filed with the the Secretary of State of Texas on November 8, 1988 under file number 257182; and
- (f) A Financing Statement executed by the Company, as debtor, covering the railroad cars subject to the Trust Agreement and filed with the Secretary of State of Texas on November 8, 1988 under file number 257181 (the Purchase Agreement and the documents described in

paragraphs (a) through (f) above are herein collectively called the "Trust Documents").

WHEREAS, in Exhibit B to each of the Trust Documents there are errors in the descriptions of the railroad cars covered by the leases set forth in Part A of Schedule 1 attached hereto and made part hereof; and,

WHEREAS, the amount of the first rental payment which is described in Schedule D to the Trust Agreement is incorrect and the parties hereto wish to correct the errors in such exhibits and schedule;

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

1. Exhibit B to each of the Trust Documents is hereby corrected and amended by substituting for the descriptions of the leases and the railroad cars covered thereby set forth in Part A of Schedule 1 hereto (which are contained in such Exhibit B), the descriptions of such leases and the railroad cars covered thereby set forth in Part B of Schedule 1 hereto.

2. Schedule D to the Trust Agreement is hereby amended by deleting the first line therein which reads:

"1      \$4,878,980.08      \$3,036,107.72      \$1,842,872.36      59,741,462.64"

and substituting therefor the following line:

"1      \$4,861,531.18      \$3,018,658.82      \$1,842,872.36      59,741,462.64"

3. The zip code of the Company set forth in Section 10.04 of the Trust Agreement is hereby corrected by deleting from such section the zip code number "77077" and substituting therefor the zip code number "77007".

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

5. This Correction 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 Correction Agreement.

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

EXECUTED this 9th day of December, 1988, but effective for all purposes and dated for all reference purposes November 4, 1988 (the "Effective Date").

ATTEST:

TRINITY INDUSTRIES LEASING  
COMPANY

\_\_\_\_\_  
Assistant Secretary  
[SEAL]

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

Name:  
Title:

ATTEST:

TRINITY INDUSTRIES, INC.

\_\_\_\_\_  
Name:  
Title:  
[SEAL]

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

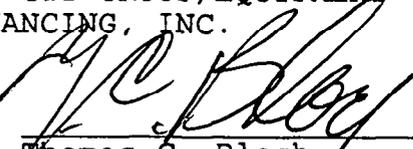
K. W. Lewis  
Senior Vice President

ATTEST:

THE CIT GROUP/EQUIPMENT  
FINANCING, INC.

  
\_\_\_\_\_  
Name: Gregg Press  
Title: Vice President  
[SEAL]

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

  
Thomas C. Bloch  
Senior Vice President

ATTEST:

NCNB TEXAS NATIONAL BANK,  
Trustee

  
\_\_\_\_\_  
Its Assistant Vice President  
[SEAL]

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

  
Linda A. McNeil  
Vice President

STATE OF TEXAS            )  
                                  )ss.:  
COUNTY OF DALLAS        )

On this \_\_\_\_\_ day of December, 1988 before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, says that he is the \_\_\_\_\_ of Trinity Industries Leasing Company, a Delaware corporation, 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 acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

[Seal]

\_\_\_\_\_  
Signature of Notary Public

My Commission Expires: \_\_\_\_\_

STATE OF TEXAS            )  
                                  ) ss.:  
COUNTY OF DALLAS        )

On this \_\_\_\_\_ day of December, 1988 before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, says that he is the \_\_\_\_\_ of Trinity Industries, Inc., a Delaware corporation, 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 acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

[Seal]

\_\_\_\_\_  
Signature of Notary Public

My Commission Expires: \_\_\_\_\_

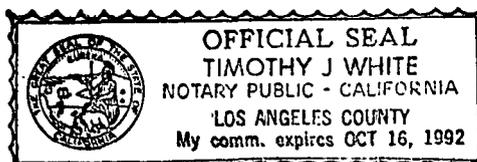
STATE OF TEXAS            )  
                                  ) ss.:  
COUNTY OF DALLAS        )

On this 12th day of December, 1988 before me personally appeared Thomas C. Bloch, to me personally known, who being by me duly sworn, says that he is the Senior Vice President of The CIT Group/Equipment Financing, Inc., a \_\_\_\_\_ corporation, 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 acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

[Seal]

*Timothy J. White*

Signature of Notary Public



My Commission Expires: October 16, 1992

STATE OF TEXAS            )  
                                  ) ss.:  
COUNTY OF DALLAS        )

On this 12th day of December, 1988 before me personally appeared LINDA McNEIL, to me personally known, who being by me duly sworn, says that ~~he~~ she is the Vice President of NCNB Texas National Bank, a national banking association, that the seal affixed to the foregoing instrument is the corporate seal of said association, that said instrument was signed and sealed on behalf of said association by authority of its Board of Directors, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said association.

[Seal]

*Lurtha E. Collins*

Signature of Notary Public

My Commission Expires: 11-9-92

**SCHEDULE 1  
PART A**

9. Railroad Car Lease Agreement, dated August 11, 1986, between Trinity Industries Leasing Company and Burlington Northern Railroad Co. covering the following described railroad cars: (Rider 1)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	Articulated Double Stack Container Well Car	BN 63900-630909

34. Railroad Car Lease Agreement, dated July 15, 1988, between Trinity Industries Leasing Company and Olin Corporation covering the following described railroad cars: (Rider 1)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
19	17,368 Gal. 105J500W Tank Cars	TILX 40098-400116

37. Railroad Car Lease Agreement, dated June 19, 1984, between Trinity Industries Leasing Company and Procter & Gamble Manufacturing Company covering the following described railroad cars: (Rider 6)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
8	5,125 Cu. Ft. Covered Hopper Cars	TILX 00516-005023

43. Railroad Car Lease Agreement, dated July 1, 1987, between Trinity Industries Leasing Company and Union Carbide Corporation covering the following described railroad cars: (Rider 1)

<u>Car Numbers</u>	<u>Number of Cars</u>	<u>Type</u>
10	21,020 Gal. 111A100W1 Tank Cars	TILX 021000-021003, 021008, 021006-021010

**SCHEDULE 1  
PART B**

9. Railroad Car Lease Agreement, dated August 11, 1986, between Trinity Industries Leasing Company and Burlington Northern Railroad Co. covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	Articulated Double Stack Container Well Car	BN 63900-63909

34. Railroad Car Lease Agreement, dated July 15, 1988, between Trinity Industries Leasing Company and Olin Corporation covering the following described railroad cars: (Rider 1)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
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37. Railroad Car Lease Agreement, dated June 19, 1984, between Trinity Industries Leasing Company and Procter & Gamble Manufacturing Company covering the following described railroad cars: (Rider 6)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
8	5,125 Cu. Ft. Covered Hopper Cars	TILX 005016-005023

43. Railroad Car Lease Agreement, dated July 1, 1987, between Trinity Industries Leasing Company and Union Carbide Corporation covering the following described railroad cars: (Rider 1)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	21,020 Gal. 111A100W1 Tank Cars	TILX 021000-021003, 021004, 021006-021010