

TRINITY INDUSTRIES LEASING COMPANY

A Subsidiary of Trinity Industries, Inc.



Coventry - Michael Peters

14515-

RECORDATION NO. *U, V, W, X* FILED 1495

October 25, 1995

OCT 27 1995 1 00 PM

Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue N.W.
Washington, D.C. 20423
Attention: Recordation, Room 2311

RE: Documents for Recordation
Trinity Industries Leasing Company
Equipment Trust (Series 3)

RECORDATION DIVISION

OCT 27 1 19 PM '95

Dear Ladies and Gentlemen:

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:

- U-* 1. Two (2) executed originals of Seventh Supplement to Equipment Trust Agreement, a primary document, dated as of October 25, 1995, between Trinity Industries Leasing Company (the "Company") and NationsBank of Texas, N.A. (formerly NCNB Texas National Bank), as Trustee (the "Bank");
- V-* 2. Two (2) executed originals of an Assignment, a primary document, dated October 25, 1995, between the Company ("Assignor") and the Bank, as Trustee ("Assignee");
- W* 3. Two (2) executed originals of a Bill of Sale, a secondary document, dated October 25, 1995, between the Company ("Seller") and the Bank, as Trustee ("Buyer"); and
- Z* 4. Two (2) executed originals of a Bill of Sale, a secondary document, dated October 25, 1995, between the Bank, as Trustee ("Seller") and the Company ("Buyer").

The enclosed Seventh Supplement, Assignment and Bill of Sale referenced in paragraphs 1, 2 and 3, above, relate to the Equipment Trust Agreement dated as of December 15, 1984 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 14515 on December 27, 1984, along with an Assignment and Bill of Sale under Recordation Nos. 14545-A and 14545-B, respectively; the First Supplement to Equipment Trust Agreement dated as of November 20, 1989 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 14515-F on November 29, 1989, along with an Assignment and Bill of Sale under Recordation Nos. 14515-E and 14515-G, respectively; the Second Supplement to Equipment Trust Agreement dated as of August 30, 1993 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 14515-I on September 1, 1993 along with an Assignment and Bill of Sale under Recordation Nos. 14515-J and 14515-K; the Third Supplement to Equipment Trust Agreement dated as of August 30, 1994, between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 14545-E on August 30, 1994, along with an Assignment and Bill of Sale under Recordation Nos. 14545-F and 14545-G; the Fourth Supplement to Equipment Trust Agreement dated as of September 23, 1994, between the Company and the Bank, as Successor Trustee, which was filed and recorded under Recordation No. 14545-I on September 28, 1994, along with Assignment and Bill of Sale under Recordation Nos. 14545-J & 14545-K; the Fifth Supplement to Equipment Trust Agreement dated as of March 17, 1995, between the Company and the Bank, as Successor Trustee, which was filed and recorded under Recordation No. 14515-M on March 21, 1995, along with Assignment and Bill of Sale under Recordation Nos. 14515-N & 14515-O; and the Sixth Supplement to Equipment Trust Agreement dated as of September 25, 1995, between the Company and the Bank, as Successor Trustee, which was filed and recorded under Recordation No. 14515-Q on September 25, 1995, along with Assignment and Bill of Sale under Recordation Nos. 14515-R & 14515-T; respectively. ✓

The enclosed Bill of Sale referenced in paragraph 4, above, relates to 2 railcars and the lease thereof subject to the said Equipment Trust Agreement that were released from the Equipment Trust and assigned by the said Trustee to the Company.

We request that the Assignment be cross-indexed.

The address of Trinity Industries Leasing Company is 2000 Gardner Expressway, Quincy, Illinois 62306-0867, and the address of the Bank, the Trustee is 901 Main Street, Dallas, Texas 75202.

The railroad equipment covered by the Seventh Supplement to Equipment Trust Agreement is described in Exhibit A attached hereto. The foregoing railroad equipment consists solely of cars intended for use relating to interstate commerce.

Enclosed is our firm's check in the amount of \$84.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Seventh Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Seventh Supplement to Equipment Trust Agreement, the Assignment and the Bills of Sale, with the filing date noted thereon, following recordation thereof, to the representative of Washington Service Bureau who is delivering this letter and said enclosures to you.

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

- (a) Primary Documents. (i) Seventh Supplement to Equipment Trust Agreement, a primary document, dated as of October 25, 1995, between the Company (as vendor and lessee), and the Bank, as Trustee, and covering One (1) railroad car, and (ii) Assignment, a primary document, dated October 25, 1995, between the Company (as Assignor), and the Bank, as Trustee, and covering One (1) railroad car.
- (b) Secondary Documents. Bill of Sale, a secondary document, dated October 25, 1995, between the Company (as Seller), and the Bank, as Trustee (as Buyer), and covering various railroad cars, and connected to the Seventh Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated October 25, 1995, between the Bank, as Trustee (Seller) and the Company (Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement dated as of December 15, 1984 referred to above.

Very truly yours,



Alice D. Buchanan
Paralegal

RAF:ps

Enclosures



Interstate Commerce Commission
Washington, D.C. 20423-0001

10/27/95

Office Of The Secretary

Alice D. Buchanan
Trinity Industries Leasing Company
2705 S. State Street
P. O. Box 548
Chicago, Illinois (Heights, IL. 60411

Madam:

Dear

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/27/95 at 1:30PM , and assigned recordation number(s). 14515-U, V, W, X, 14864-R, S, T, U, 15195-Y, Z, AA, BB, 16017-DDD, EEE, FFF, GGG, 17848-N and 18075-T.

Sincerely yours.

Vernon A. Williams
Secretary

Enclosure(s)

\$ 378.00 The amount indicated at the left has been received in payment of a fee in connection with document filed on the date shown. This receipt is issued for the amount paid and in no way indicate acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

RECORDATION NO. 14515-2 FILED 1995

OCT 27 1995 11 33 PM

REGISTERED INSTRUMENTS SECTION

**Seventh SUPPLEMENT
TO EQUIPMENT TRUST AGREEMENT**

(TRINITY INDUSTRIES LEASING COMPANY EQUIPMENT TRUST SERIES 3)

Dated as of October 25, 1995

Between

**NATIONSBANK OF TEXAS, N.A.,
(formerly known as NCNB Texas National Bank), TRUSTEE**

AND

TRINITY INDUSTRIES LEASING COMPANY

Seventh SUPPLEMENT dated as of October 25, 1995 (herein called this "Seventh Supplement"), to the Equipment Trust Agreement dated as of December 15, 1984 (hereinafter called the "Trust Agreement"), between TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation (hereinafter called the "Company") and NATIONSBANK OF TEXAS, N.A., (formerly known as NCNB Texas National Bank), a national banking association, as successor Trustee (hereinafter in such capacity called the "Trustee").

PRELIMINARY STATEMENT

A. The Trust Agreement was filed with the Interstate Commerce Commission (the "ICC") on December 27, 1984 under Recordation No. 14515.

B. The First Supplement to the Trust Agreement, dated November 20, 1989, between the Company and the Trustee was filed with the ICC on November 29, 1989, under Recordation No. 14515-F. The Second Supplement to the Trust Agreement, dated August 30, 1993, between the Company and the Trustee was filed with the ICC on September 1, 1993, under Recordation No. 14515-I. The Third Supplement to the Trust Agreement, dated August 30, 1994, between the Company and the Trustee was filed with the ICC on August 30, 1994, under Recordation No. 14545-E. The Fourth Supplement to the Trust Agreement, dated September 23, 1994, between the Company and the Trustee was filed with the ICC on September 28, 1994, under Recordation No. 14545-I. The Fifth Supplement to the Trust Agreement, dated March 17, 1995, between the Company and the Trustee was filed with the ICC on March 21, 1995, under Recordation No. 14515-M. The Sixth Supplement to the Trust Agreement, dated September 25, 1995, between the Company and the Trustee was filed with the ICC on September 25, 1995, under Recordation No. 14515-Q.

C. The Company has, pursuant to Section 4.05(a) of the Trust Agreement, issued its Request that the Trustee assign to the Company the following leases: Two (2) railcars covered by the existing Lease Agreement dated August 25, 1994, between Trinity Industries Leasing Company and Excel Railcar Corporation (Partial Ridier 1), described in Exhibit A to the Trust Agreement (the "Assigned Equipment").

D. Pursuant to Section 4.05(a) of the Trust Agreement and such Request, the Company desires to convey to the Trustee other Equipment described in Exhibits A and B hereto of an aggregate fair value no less than the fair value of the Assigned Equipment (the "Substituted Equipment").

E. 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 the Substituted Equipment and Existing Leases contained in Exhibits A and B hereto; and in accordance with Section 4.01 of the Trust Agreement, the Substituted Equipment shall be Trust Equipment and shall be included in the trust created

thereunder and subject to all of the terms and provisions thereof.

2. 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.

3. Terms used in this Seventh Supplement shall have the respective meanings ascribed to them in the Trust Agreement.

4. 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 the First Supplement, Second Supplement, Third Supplement, Fourth Supplement, Fifth Supplement, Sixth Supplement and this Seventh Supplement.

5. This Seventh 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 Seventh 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 Seventh Supplement. It shall not be necessary in making proof of this Seventh Supplement to produce or account for more than one such counterpart.

6. This Seventh 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.

Attest:

Neil O. Shroy
Assistant Secretary

TRINITY INDUSTRIES LEASING COMPANY

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

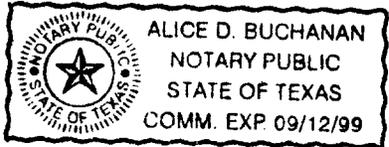
[SEAL]

STATE OF TEXAS §
 § ss.
COUNTY OF DALLAS §

On this 25th day of October, 1995, 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.

Signature of Notary Public Alice D. Buchanan

My Commission Expires: _____



NATIONSBANK OF TEXAS, N.A.,
Successor Trustee

By: [Signature]
Name: Robert Patterson
Title: Vice President

Attest:

[Signature]
VICE PRESIDENT
[SEAL]

STATE OF TEXAS §
 § ss.
COUNTY OF DALLAS §

On this 26th day of October, 1995, before me personally appeared Robert Patterson, to me personally known, who being by me duly sworn, says that he is the vice president of NATIONSBANK of TEXAS, N.A., 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.

Signature of Notary Public B. H. Smith

My Commission Expires: _____

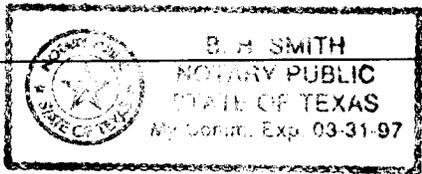


EXHIBIT A

1. Railroad Car Lease Agreement, dated August 3, 1995, between Trinity Industries Leasing Company and Arcadian Fertilizer L.P. covering the following described railroad cars (Partial Rider 1):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	18,372 Gal. 111A60W7 Tank Cars	TILX 200118

EXHIBIT B
DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
1 Tank Car	111A60W7	18,372 Gal.	TILX 200118	10/95