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-P

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

0-225A021

July 17, 1990

RECORDATION NO 11400-P
FILED 1425

AUG 13 1990 -11 45 PM

INTERSTATE COMMERCE COMMISSION

AUG 13 11 40 AM '90
MOTOR OPERATING UNIT

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

RECORDATION NO 11400-0
FILED 1425

AUG 13 1990 -11 45 PM

INTERSTATE COMMERCE COMMISSION

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 (a) three (3) . . . executed originals of an Assignment dated as of July 17, 1990 (to the Equipment Trust Agreement, dated as of January 15, 1980 (the "Trust Agreement") between Trinity Industries Leasing Company (the "Company") and Mercantile National Bank at Dallas (subsequently named MBank Dallas, N.A., subsequently named 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.) (the "Trustee")), as original Trustee between the Company and the Trustee (the "Assignment"), a primary document as defined in the foregoing Rules and Regulations and (b) three (3) executed originals of a Correction Agreement dated as of July 17, 1990 (to the Trust Agreement) between the Company and the Trustee (the "Correction Agreement"), a secondary document as defined in the foregoing Rules and Regulations.

The enclosed Assignment and Correction Agreement relate to the Trust Agreement, which was filed and recorded under Recordation Number 11400 on January 22, 1980, and subsequently supplemented by assignments, bills of sale and supplements under Recordation Numbers 11400-A through 11400-N.

Handwritten signatures and initials on the left margin, including 'C. P. Kappeler' and 'C. Owen'.

Mrs. Mildred Lee
Interstate Commerce Commission
July 17, 1990
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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 (a) the Assignment is set forth in Exhibit A hereto (b) the Correction Agreement is set forth in Exhibit B hereto. The foregoing railroad equipment consists solely of rail cars intended for use relating to interstate commerce.

Also enclosed is a check in the amount of \$30.00 to cover the required recordation fees.

You are hereby authorized to deliver stamped copies of the Assignment 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 documents to appear in the Commission's Index follows:

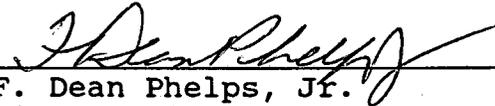
Primary Document.

Assignment dated as of July 17, 1990, between Trinity Industries Leasing Company and Bankers Trust Company, as Trustee, covering various railroad cars.

Secondary Document.

Correction Agreement dated as of July 17, 1990, between Trinity Industries Leasing Company and Bankers Trust Company, as Trustee, covering various railroad cars (relating to the Equipment Trust Agreement dated as of January 15, 1980, between Trinity Industries Leasing Company and Bankers Trust Company, Assignee of the Federal Deposit Insurance Corporation, as Receiver for MBank Dallas, N.A. (formerly named Mercantile National Bank at Dallas), as Trustee).

TRINITY INDUSTRIES LEASING COMPANY

By: 

F. Dean Phelps, Jr.
Vice President

RECORDATION F.D.

FILED 1425

11400-P

AUG 13 1990 -11 45 PM

INTERSTATE COMMERCE COMMISSION

CORRECTION AGREEMENT

TRINITY INDUSTRIES LEASING COMPANY
EQUIPMENT TRUST (SERIES 1)

Dated as of July 17, 1990

Between

BANKERS TRUST COMPANY, Trustee

and

TRINITY INDUSTRIES LEASING COMPANY

CORRECTION AGREEMENT

CORRECTION AGREEMENT dated as of July 17, 1990, (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 January 15, 1980 (herein called the "Trust Agreement") between the Company and Mercantile National Bank at Dallas, subsequently named MBank Dallas, National Association (herein called "MBank"), as original Trustee. All of the corporate trust business of MBank was 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 Company 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 11400;
- (b) An Assignment dated as of January 15, 1980, between the Company and the Trustee recorded with the ICC under record number 11400-A;
- (c) A Bill of Sale dated as of January 15, 1980, between the Company and the Trustee recorded with the ICC under record number 11400-B;
- (d) A Financing Statement executed by the Company, as Debtor, covering the property conveyed by the Assignment dated as of January 15, 1980 and filed with the Secretary of State of Texas on January 21, 1980 under file number 010067;
- (e) An Assignment dated as of February 8, 1980, between the Company and the Trustee recorded with the ICC under record number 11400-C;

- (f) A Bill of Sale dated as of February 8, 1980, between the Company and the Trustee recorded with the ICC under record number 11400-D;
- (g) A Financing Statement executed by the Company, as Debtor, covering the property conveyed by the Assignment dated as of February 8, 1980 and filed with the Secretary of State of Texas on February 15, 1980 under file number 024219;
- (h) An Assignment dated as of March 28, 1980 between the Company and the Trustee filed with the ICC under record number 11400-E;
- (i) A Bill of Sale dated as of March 28, 1980, between the Company and the Trustee filed with the ICC under record number 11400-F;
- (j) A Financing Statement executed by the Company, as Debtor, covering the property conveyed by the Assignment dated as of March 28, 1980 and filed with the Secretary of State of Texas on April 2, 1980 under file number 050797; and
- (k) An Assignment dated as of August 15, 1985, between the Company and the Trustee recorded with the ICC under record number 11400-G.
- (l) A Financing Statement executed by the Company, as Debtor, covering the property conveyed by the Assignment dated as of August 15, 1985 and filed with the Secretary of State of Texas on August 27, 1985 under file number 215412;
- (m) An Instrument of Resignation, Appointment and Acceptance dated as of April 17, 1989, by and among the Company, DIBB and Bankers Trust Company, and recorded with the ICC under record number 11400-H;
- (n) An Assignment dated as of April 21, 1989, between the Company and the Trustee recorded with the ICC under record number 11400-I;
- (o) A Financing Statement executed by the Company, as Debtor, covering the property conveyed by the Assignment dated as of April 21, 1989 and filed with the Secretary of State of Texas on April 25, 1989 under file number 091305;
- (p) A Correction Agreement dated as of April 21, 1989 between the Company and the Trustee filed with the ICC under record number 11400-J;

- (q) A Statement of Assignment of Financing Statement filed on April 25, 1989 relating to a Financing Statement originally filed on January 21, 1980 under file number 010067;
- (r) A Statement of Assignment of Financing Statement filed on April 25, 1989 relating to a Financing Statement originally filed on February 15, 1980 under file number 024219;
- (s) A Statement of Assignment of Financing Statement filed on April 25, 1989 relating to a Financing Statement originally filed on April 2, 1980 under file number 050797;
- (t) A Statement of Assignment of Financing Statement filed on April 25, 1989 relating to a Financing Statement originally filed on August 27, 1985 under file number 215412;
- (u) An Assignment dated as of July 19, 1989, between the Company and the Trustee recorded with the ICC under record number 11400-K;
- (v) A Financing Statement executed by the Company, as Debtor, covering the property conveyed by the Assignment dated as of July 19, 1989 and filed with the Secretary of State of Texas on July 21, 1989 under file number 163883;
- (w) A Continuation Statement filed on October 12, 1989 relating to a Financing Statement originally filed on January 21, 1980 under file number 010067;
- (x) A Continuation Statement filed on October 12, 1989 relating to a Financing Statement originally filed on February 15, 1980 under file number 024219;
- (y) A Continuation Statement filed on October 12, 1989 relating to a Financing Statement originally filed on April 12, 1980 under file number 050797;
- (z) An Assignment dated as of November 20, 1989, between the Trustee and the Company recorded with the ICC under record number 11400-L;
- (aa) A First Supplement to Equipment Trust Agreement dated as of November 20, 1989, between the Trustee and the Company recorded with the ICC under record number 11400-M;

- (bb) A Bill of Sale dated as of November 20, 1989, between the Company and the Trustee recorded with the ICC under record number 11400-N; and
- (cc) A Financing statement executed by the Company, as Debtor, covering property conveyed by the Assignment dated as of November 20, 1989 and filed with the Secretary of State of Texas on November 30, 1989 under file number 264454.

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 covenanted 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 Correction 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. 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.

4. This Correction 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:

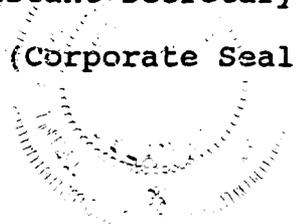


Neil O. Shoop
Assistant Secretary

By: 

F. Dean Phelps, Jr.
Vice President

(Corporate Seal)



ATTEST:

Y. Petrus
Assistant Secretary
(Corporate Seal)

BANKERS TRUST COMPANY

By: Rosemary Melendez
Name: Rosemary Melendez
Title: ASSISTANT SECRETARY

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

On this 17th day of July 1990, before me personally appeared F. Dean Phelps, Jr. to me personally known, who being by me duly sworn, says that he is the 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.

Jean Ann Zinsley
Notary Public

My Commission Expires:
Aug. 30, 1993
[SEAL]

SCHEDULE 1

PART A

<u>Quantity and Type</u>	<u>Capacity in Gallons</u>	<u>Initialed Car Numbers</u>
19	4,750 cu. ft. LO Covered Hopper Cars	TILX 511019-511033, 511035- 511038
10	4,750 cu. ft. LO Covered Hopper Cars	TILX 510601-510610

PART B

<u>Quantity and Type</u>	<u>Capacity in Gallons</u>	<u>Initialed Car Numbers</u>
19	4,750 cu. ft. LO Covered Hopper Cars	MNVA 511019-511033, 511035- 511038
10	4,750 cu. ft. LO Covered Hopper Cars	MNVA 510601-510610