

TRINITY INDUSTRIES, INC.



RECORDATION NO. 18075-S
FILED 1425

0100808008

OCT 6 - 1995 - 11 30 AM
October 5, 1995

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 18075-R
FILED 1425

OCT 6 - 1995 - 11 30 AM

INTERSTATE COMMERCE COMMISSION

LICENSING BRANCH

OCT 6 11 23 AM '95

RECEIVED
OFFICE OF THE
SECRETARY

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 10-4 CORRECTION)

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:

1. Two (2) executed originals of Correction Agreement to the Fourth Supplement to Equipment Trust Agreement, a primary document, dated as of September 29, 1995, between Trinity Industries Leasing Company (the "Company") and NationsBank of Texas, N.A., as Trustee (the "Bank");
2. Two (2) executed originals of a Bill of Sale, a secondary document, effective as of September 29, 1995, between the Bank, as Trustee ("Seller") and the Company ("Buyer").

The enclosed Correction Agreement to the Fourth Supplement and Bill of Sale referenced in paragraphs 1 and 2 above, relate to the Equipment Trust Agreement dated as of December 30, 1992 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 18075 on December 31, 1992, along with an Assignment and Bill of Sale under Recordation Nos. 18075-A and 18075-B, respectively; the First Supplement to Equipment Trust Agreement dated as of March 26, 1993, between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 18075-C on March 29, 1993, along with an Assignment and Bill of Sale under Recordation Nos. 18075-D and 18075-E, the Second Supplement to Equipment Trust Agreement dated as of September 24, 1993, between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 18075-F on September 27, 1993, along with an Assignment and Bill of Sale under Recordation Nos. 18075-H and 18075-G; the Third Supplement to Equipment Trust Agreement dated as of March 25, 1994, between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 18075-J on March 28, 1994 along with an Assignment and Bill of Sale under Recordation Nos. 18075-K and 18075-L; and the Fourth Supplement to the Equipment Trust Agreement dated as of September 25, 1995, between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 18075-N on September 25, 1995, along with an Assignment and Bill of Sale under Recordation Nos. 18075-O and 18075-P, respectfully.

Counters parts - Michael Petro

The enclosed Bill of Sale referenced in paragraph 2, above, relates to 7 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.

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.

Enclosed is our firm's check in the amount of \$42.00 to cover the recordation fee.

You are hereby authorized to deliver any unneeded copies of the Correction Agreement to the Fourth Supplement to Equipment Trust Agreement and the Bill 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) Correction Agreement to the Fourth Supplement to Equipment Trust Agreement, a primary document, dated as of September 29, 1995, between the Company (as vendor and lessee), and the Bank, as Trustee, and deleting Seven (7) railroad cars from the Fourth Supplement to Equipment Trust Agreement dated as of September 25, 1995.
- (b) Secondary Documents. Bill of Sale, a secondary document, effective as of September 29, 1995, between the Bank, as Trustee (Seller) and the Company (Buyer), and covering various railroad cars, and connected to the Fourth Supplement to Equipment Trust Agreement dated as of December 30, 1992 referred to above.

Very truly yours,



Alice D. Buchanan
Paralegal

Enclosures

RECORDATION NO. 18075-R FILED 1425
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STATE COMMERCE COMMISSION

**CORRECTION AGREEMENT
TO FOURTH SUPPLEMENT**

(TRINITY INDUSTRIES LEASING COMPANY EQUIPMENT TRUST SERIES 10)

Dated as of September 29, 1995

Between

NATIONSBANK OF TEXAS, N.A., TRUSTEE

AND

TRINITY INDUSTRIES LEASING COMPANY

EXHIBIT A

1. Railroad Car Lease Agreement, dated May 17, 1979, between Trinity Industries Leasing Company and Excel Corporation, a wholly-owned subsidiary of Cargill, Inc., covering the following described railroad cars (Partial Rider 20):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
7	25,498 Gal. 111A100W1 Tank Cars	TILX 16169 - 16175

CORRECTION AGREEMENT dated as of September 29, 1995 (herein called this "Correction Agreement"), to the Equipment Trust Agreement dated as of December 30, 1992 (hereinafter called the "Trust Agreement"), between TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation (hereinafter called the "Company") and NATIONSBANK OF TEXAS, N.A., a national banking association, as 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 31, 1992 under Recordation No. 18075.

B. The First Supplement to the Trust Agreement dated March 26, 1993, between the Company and the Trustee was filed with the ICC on March 29, 1993, under Recordation No. 18075-C. The Second Supplement to the Trust Agreement dated September 24, 1993, between the Company and the Trustee was filed with the ICC on September 27, 1993, under Recordation No. 18075-F. The Third Supplement to the Trust Agreement dated March 25, 1994, between the Company and the Trustee was filed with the ICC on March 28, 1994, under Recordation No. 18075-J. The Fourth 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. 18075-N.

C. The Company has, pursuant to Section 5.05(a) of the Trust Agreement, issued its Request that the Trustee reassign to the Company the Seven (7) railcars covered by the Existing Lease with Excel Corporation, a wholly owned subsidiary of Cargill, Inc., dated May 17, 1979 (Partial Rider 20) described in Exhibit A to the Fourth Supplement to the Trust Agreement (the "Assigned Equipment"), as the Assigned Equipment was erroneously conveyed to the Trustee.

D. Pursuant to Section 5.05(a) of the Trust Agreement and such Request, the Company desires to correct such error and convey to the Trustee Deposited Cash in the amount of \$406,000 which represents an amount no less than the fair value of the Assigned Equipment.

E. The parties desire to correct and amend the Fourth Supplement to 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 Fourth Supplement to the Trust Agreement is hereby amended by removing the Assigned Equipment from the Trust Agreement.

2. The Fourth Supplement to 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 Correction Agreement 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, the Second Supplement, the Third Supplement and the Fourth Supplement, as amended hereby.

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

6. This Correction Agreement 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.

TRINITY INDUSTRIES LEASING COMPANY

Attest:

Neil D. Shroyer
Assistant Secretary

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

[SEAL]

NATIONSBANK OF TEXAS, N.A., Trustee

Attest:

Walter Howard

By: *Robert Patterson*
Robert Patterson
Vice President

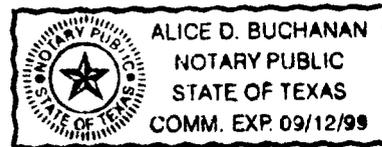
STATE OF TEXAS §
 § ss.
COUNTY OF DALLAS §

On this 4th 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: _____

[SEAL]



STATE OF TEXAS §
 § ss.
COUNTY OF DALLAS §

On this 5th 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: _____

