

McGLINCHEY STAFFORD LANG

A LAW CORPORATION

NEW ORLEANS  
LITTLE ROCK  
HOUSTON  
FORT SMITH  
LAKE PROVIDENCE

2777 STEMMONS FREEWAY  
SUITE 925  
DALLAS, TEXAS 75207

RECORDATION NO. 17520-<sup>EL</sup> FILED 1425

FEB 16 1993 1:40 PM

TELEPHONE (214) 634-3939

RECORDATION NO. 17520-<sup>d</sup> FILED 1425

FEB 16 1993 1:40 PM

INTERSTATE COMMERCE COMMISSION  
RECORDATION NO. 17520-<sup>M</sup> FILED 1425

FEB 16 1993 1:40 PM

INTERSTATE COMMERCE COMMISSION February 11, 1993

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

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 17520-<sup>F</sup> FILED 1425

FEB 16 1993 1:40 PM

RE: Documents for Recordation

Dear Ms. Lee:

INTERSTATE COMMERCE COMMISSION

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 Second Supplement to Equipment Trust Agreement, a primary document, dated as of February 11, 1993, between Trinity Industries Leasing Company and The Bank of New York, as Trustee;
2. Two (2) executed originals of an Assignment, a primary document, dated February 11, 1993, between Trinity Industries Leasing company ("Assignor") and The Bank of New York, as Trustee ("Assignee");
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated February 11, 1993, between Trinity Industries Leasing Company ("Seller") and The Bank of New York, as Trustee ("Buyer"); and
4. Two (2) executed originals of a Bill of Sale, a secondary document, dated January 28, 1993 between The Bank of New York, as Trustee ("Seller") and Trinity Industries Leasing Company ("Buyer").

The enclosed Second Supplement, Assignment and Bill of Sale referenced in paragraphs 1, 2 and 3, above, relate to the Equipment Trust Agreement dated as of September 9, 1991 between Trinity Industries Leasing Company and The Bank of New York, as Trustee, which was filed and recorded under Recordation No. 17520 on September 10, 1991, along with an Assignment and Bill of Sale under Recordation Nos. 17520-A and 17520-B, respectively; and the First Supplement to Equipment Trust Agreement dated as of December 10,

*Michael A. Peters*

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Secretary  
February 11, 1993  
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1991 between Trinity Industries Leasing Company and The Bank of New York, as Trustee, which was filed and recorded under Recordation No. 17520-E on December 11, 1991, along with an Assignment and Bill of Sale under Recordation Nos. 17520-C and 17520-D, respectively.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to 50 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 Trinity Industries Leasing Company.

We request that the Assignment be cross-indexed.

The address of Trinity Industries Leasing Company is 2705 State Street, Chicago Heights, Illinois, and the address of The Bank of New York, the Trustee is 101 Barclay Street, 21st Floor, New York, New York 10007.

The railroad equipment covered by the Second 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 \$64.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Second Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Second 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) Second Supplement to Equipment Trust Agreement, a primary document, dated as of February 11, 1993, between Trinity Industries Leasing Company (as vendor and lessee), and The Bank of New York, as Trustee, and covering 99 railroad hopper cars, and (ii) Assignment, a primary document, dated February 11, 1993, between Trinity Industries Leasing Company (as Assignor), and The Bank of New York, as Trustee, and covering 99 railroad hopper cars.

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- (b) Secondary Documents. Bill of Sale, a secondary document, dated February 11, 1993, between Trinity Industries Leasing Company (as Seller), and The Bank of New York, as Trustee (as Buyer), and covering various railroad cars, and connected to the Second Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated January 28, 1993, between The Bank of New York, as Trustee (Seller) and Trinity Industries Leasing Company (Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement dated as of September 9, 1991 referred to above.

Very truly yours,



Richard A. Fogel

RAF:ps  
Enclosures

Interstate Commerce Commission  
Washington, D.C. 20423

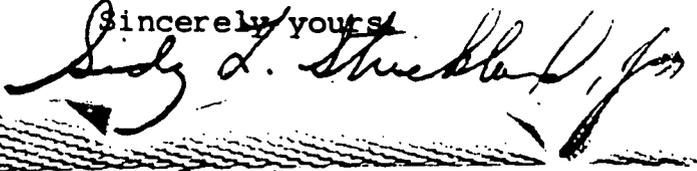
2/16/ 93

OFFICE OF THE SECRETARY

Richard A. Fogel  
Mc Glinchey Stafford Lang  
2777 Stemmons Freeway  
Dallas, Texas 75207

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 2/16/93 at 1:40pm , and assigned re-  
recording number (s). 17520-F, 17520-G 17520-H & 17520-I

Sincerely yours,  
  
Secretary

SIDNEY L. STRICKLAND, JR.

Enclosure(s)

SE-30  
(7/79)

RECORDATION NO. 17520-F FILED 1425

FEB 16 1993 1:43 PM

INTERSTATE COMMERCE COMMISSION

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**SECOND SUPPLEMENT  
TO EQUIPMENT TRUST AGREEMENT**

(TRINITY INDUSTRIES LEASING COMPANY EQUIPMENT TRUST SERIES 8)

Dated as of February 11, 1993

Between

THE BANK OF NEW YORK, TRUSTEE

AND

TRINITY INDUSTRIES LEASING COMPANY

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SECOND SUPPLEMENT dated as of February 11, 1993 (herein called this "Second Supplement"), to the Equipment Trust Agreement dated as of September 9, 1991 (hereinafter called the "Trust Agreement"), between TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation (hereinafter called the "Company") and THE BANK OF NEW YORK, a New York Banking Corporation, 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 September 10, 1991 under Recordation No. 17520.

B. The First Supplement to the Trust Agreement, dated December 10, 1991, between the Company and the Trustee was filed with the ICC on December 11, 1991, under Recordation No. 17520-E.

C. The Company has, pursuant to Section 5.05(a) of the Trust Agreement, issued its Request that the Trustee assign to the Company the units of Equipment covered by the Existing Lease with Exxon Chemicals America dated May 9, 1990 (Rider 1) described in Exhibit B to the Trust Agreement (the "Assigned Equipment").

D. Pursuant to Section 5.05(a) of the Trust Agreement and such Request, the Company delivered to the Trustee cash in an amount not less than the fair value of the Assigned Equipment and, by bill of sale dated January 28, 1993, the Trustee assigned the Assigned Equipment to the Company.

E. The Company desires to convey to the Trustee other Equipment of an aggregate fair value no less than the amount of cash so delivered to the Trustee and have such cash released to the Company.

F. Pursuant to Section 5.05(d) of the Trust Agreement, the Company has issued its Request that the Trustee release such cash in exchange for the Company's conveyance of the Equipment described in Exhibits A and B hereto (the "Substituted Equipment").

G. 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 Second 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 and this Second Supplement.

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

6. This Second 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.

TRINITY INDUSTRIES LEASING COMPANY

Attest:

Neil D. Shoop  
Assistant Secretary

By:

F. Dean Phelps  
F. Dean Phelps  
Vice President

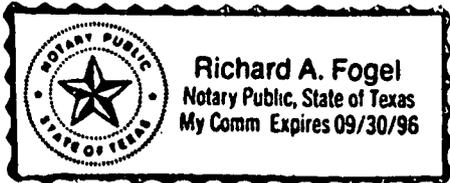
[SEAL]

STATE OF TEXAS §  
§ ss.  
COUNTY OF DALLAS §

On this 11<sup>th</sup> day of February, 1993, before me personally appeared F. Dean Phelps, 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.

Signature of Notary Public Richard A. Fogel

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



THE BANK OF NEW YORK, Trustee

By: Walter N. Gitlin  
Name: WALTER N. GITLIN  
Title: VICE PRESIDENT

Attest: [Signature]  
ASSISTANT VICE PRESIDENT

[SEAL]

STATE OF NEW YORK §  
§ ss.  
COUNTY OF NEW YORK §

On this 12<sup>th</sup> day of February, 1993, before me personally appeared WALTER N. GITLIN, to me personally known, who being by me duly sworn, says that he is the VICE PRESIDENT of THE BANK OF NEW YORK, 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 Robert Schneck

My Commission Expires: 5-31-93

ROBERT SCHNECK  
Notary Public, State of New York  
No. 4746935  
Qualified in Nassau County  
Certificate filed in New York County  
Commission Expires May 31, 1993

EXHIBIT A

1. Railroad Car Net Lease Agreement, dated April 13, 1983, between Trinity Industries Leasing Company and AE Staley Manufacturing Company covering the following described railroad cars (Partial Rider 9):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
63	4,750 Cu. Ft. LO Covered Hopper Cars	TILX 500101, 500105 500144, 500146 500148, 500156 500161, 500169 500190, 500198 500211, 500221 500222, 500226 500246, 500254 500276, 500291 500294, 500297 500301, <del>500308</del> <del>500308</del> , 500309 500316, 500333 500340, 500343 500357, 500373 500375, 500376 500400, 500402 500403, 500411 500429, 500447 500450, 500451 500480, 500482 500483, 500485 500497, 500502 500504, 500515 500521, 500523 500525, 500531 500535, 500540 500548, 500553 500559, 500565 500573, 500592 500654, 500669 500684

2. Railroad Car Lease Agreement, dated August 4, 1989, between Trinity Industries Leasing Company and Conoco, Inc. covering the following described railroad cars (Rider 9):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
22	4,750 Cu. Ft. LO Covered Hopper Cars	TILX 500162, 500173 500184, 500336 500372, 500391 500455, 500478 500498, 500503 500506, 500529 500562, 500583 500589, 500594 500621, 500627 500636, 500645 500668, 500675

3. Railroad Car Lease Agreement, dated August 4, 1989, between Trinity Industries Leasing Company and Conoco, Inc. covering the following described railroad cars (Partial Rider 7):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
4	4,750 Cu. Ft. LO Covered Hopper Cars	TILX 511566, 511570 511642, 511652

4. Railroad Car Lease Agreement, dated November 19, 1990, between Trinity Industries Leasing Company and United States Borax & Chemical Corporation covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
3	4,750 Cu. Ft. LO Covered Hopper Cars	TILX 500132, 500493 500660

5. Railroad Car Lease Agreement, dated February 18, 1991, between Trinity Industries Leasing Company and Tennessee Eastman Company, Division of Eastman Kodak Company covering the following described railroad cars (Partial Rider 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
7	5,851 Cu. Ft. LO Covered Hopper Cars	TILX 059003-059005 059007 059011-059013

EXHIBIT B

QUANTITY & TYPE	CLASS	CAPACITY	INITIALED CAR NUMBERS	DATE OF EARLIEST SERVICE
2 HOPPER	LO	4,750 CU FT	TILX 500450, 500451	JUN 79
16 HOPPER	LO	4,750 CU FT	TILX 500101, 500105, 500198, 500221 500222, 500226, 500480, 500482 500483, 500485, 500497, 500502 500504, 500515, 500521, 500525	JUL 79
29 HOPPER	LO	4,750 CU FT	TILX 500144, 500146, 500148, 500156 500161, 500169, 500190, 500246 500254, 500276, 500294, 500297 500301, 500305, 500308, 500309 500316, 500333, 500343, 500523 500531, 500535, 500540, 500548 500553, 500559, 500565, 500573 500592	AUG 79
14 HOPPER	LO	4,750 CU FT	TILX 500211, 500291, 500340, 500357 500373, 500375, 500376, 500400 500402, 500403, 500411, 500429 500447, 500654	SEP 79
2 HOPPER	LO	4,750 CU FT	TILX 500669, 500684	OCT 79
2 HOPPER	LO	4,750 CU FT	TILX 500455, 500529	JUN 79
5 HOPPER	LO	4,750 CU FT	TILX 500184, 500478, 500498, 500503 500506	JUL 79
7 HOPPER	LO	4,750 CU FT	TILX 500162, 500173, 500336, 500562 500583, 500589, 500594	AUG 79
6 HOPPER	LO	4,750 CU FT	TILX 500372, 500391, 500621, 500627 500636, 500645	SEP 79
2 HOPPER	LO	4,750 CU FT	TILX 500668, 500675	OCT 79
2 HOPPER	LO	4,750 CU FT	TILX 511566, 511570	MAR 80
2 HOPPER	LO	4,750 CU FT	TILX 511642, 511652	APR 80
1 HOPPER	LO	4,750 CU FT	TILX 500493	JUL 79
1 HOPPER	LO	4,750 CU FT	TILX 500132	AUG 79
1 HOPPER	LO	4,750 CU FT	TILX 500660	SEP 79
7 HOPPER	LO	5,851 CU FT	TILX 059003-059005, 059007	DEC 92

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