# TRINITY INDUSTRIES, INC.

RECORDATION 17520-HH, II, JJ, KK

April 19, 1996

APR 24 1996 -11 AM

INTERSTATE COMMERCE COMMISSION

APR 24 11 29 AM '96

RECEIVED SURFACE TRANSPORTATION BOARD

Counterparts — Michael Peters

Secretary
Surface Transportation Board
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 8, Ninth Supplement)

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 Surface Transportation Board ("STB"), formerly known as the Interstate Commerce Commission ("ICC"), thereunder, enclosed herewith for filing and recordation are the following documents:

1. Two (2) executed originals of Ninth Supplement to Equipment Trust Agreement, a primary document, dated as of April 19, 1996, 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 April 19, 1996, 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 April 19, 1996, 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 April 19, 1996 between The Bank of New York, as Trustee ("Seller") and Trinity Industries Leasing Company ("Buyer").

The enclosed Ninth 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; the First Supplement to Equipment Trust Agreement dated as of December 10, 1991 between Trinity Industries

2525 STEMMONS FREEWAY • DALLAS, TEXAS 75207 • POST OFFICE BOX 568887 • DALLAS, TEXAS 75356-8887
(214) 631-4420 • FAX: (214) 589-8501

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; the Second Supplement to Equipment Trust Agreement dated as of February 11, 1993 between Trinity Industries Leasing Company and The Bank of New York, as Trustee, which was filed and recorded under Recordation No. 17520-F on February 16, 1993, along with an Assignment and Bill of Sale under Recordation Nos. 17520-G and 17520-H; the Third Supplement to Equipment Trust Agreement dated as of August 30, 1993, between Trinity Industries Leasing Company and The Bank of New York, as Trustee, which was filed and recorded under Recordation No. 17520-J on September 1, 1993, along with an Assignment and Bill of Sale under Recordation Nos. 17520-K and 17520-L; the Fourth Supplement to Equipment Trust Agreement dated as of February 16, 1994, between Trinity Industries Leasing Company and The Bank of New York, as Trustee, which was filed and recorded under Recordation No. 17520-N on February 23, 1994, along with an Assignment and Bill of Sale under Recordation Nos. 17520-O and 17520-P; the Fifth Supplement to Equipment Trust Agreement dated as of September 22, 1994, between Trinity Industries Leasing Company and The Bank of New York, as Trustee, which was filed and recorded under Recordation No. 17520-R on September 28, 1994, along with an Assignment and Bill of Sale under Recordation Nos. 17520-S and 17520-T; the Sixth Supplement to Equipment Trust Agreement dated as of September 20, 1995, between Trinity Industries Leasing Company and The Bank of New York, as Trustee, which was filed and recorded under Recordation No. 17520-V on September 22, 1995, along with an Assignment and Bill of Sale under Recordation Nos. 17520-W and 17520-X; the Seventh Supplement to the Trust Agreement, dated December 21, 1995, between the Trinity Industries Leasing Company and The Bank of New York, as Trustee, which was filed and recorded under Recordation No. 17520-Z on December 26, 1995, along with an Assignment and Bill of Sale under Recordation Nos. 17520-AA and 17520-BB; and the Eighth Supplement to the Trust Agreement, dated February 16, 1996, between the Trinity Industries Leasing Company and The Bank of New York, as Trustee, which was filed and recorded under Recordation No. 17520-DD on February 23, 1996, along with an Assignment and Bill of Sale under Recordation Nos. 17520-EE and 17520-FF, respectively.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to One Hundred and Sixty Nine (169) railroad cars 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 2000 Gardner Expressway, Quincy, Illinois 62306-0867, and the address of The Bank of New York, the Trustee is 101 Barclay Street (21W), New York, New York 10286.

The railroad equipment covered by the Ninth 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 Ninth Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Ninth 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) Ninth Supplement to Equipment Trust Agreement, a primary document, dated as of April 19, 1996, between Trinity Industries Leasing Company (as vendor and lessee), and The Bank of New York, as Trustee, and covering Two Hundred and Twenty Four (224) railroad cars, and (ii) Assignment, a primary document, dated April 19, 1996, between Trinity Industries Leasing Company (as Assignor), and The Bank of New York, as Trustee, and covering Two Hundred and Twenty Four (224) railroad cars.

(b) Secondary Documents. Bill of Sale, a secondary document, dated April 19, 1996, 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 Ninth Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated April 19, 1996, 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,

Alice D. Buchanan

Alice D. Buchanan
Paralegal

RAF:ab

Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

4/24/96

Alice D. Buchanan
Trinity Industries, Inc.
2525 Stemmons Freeway
Dallas, Texas 75207

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/24/96 at 11:35AM, and assigned recordation number(s). 17520-HH, 17520-II, 17520-JJ and 17520-KK.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

$ 84.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates 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 Janice M. Fort

17520-HH
APR 24 1996

# NINTH SUPPLEMENT
# TO EQUIPMENT TRUST AGREEMENT

(TRINITY INDUSTRIES LEASING COMPANY EQUIPMENT TRUST SERIES 8)

Dated as of April 19, 1996

Between

THE BANK OF NEW YORK, TRUSTEE

AND

TRINITY INDUSTRIES LEASING COMPANY

NINTH SUPPLEMENT dated as of April 19, 1996 (herein called this "Ninth 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. The Second Supplement to the Trust Agreement, dated February 11, 1993, between the Company and the Trustee was filed with the ICC on February 16, 1993, under Recordation No. 17520-F. The Third 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. 17520-J. The Fourth Supplement to the Trust Agreement, dated February 16, 1994, between the Company and the Trustee was filed with the ICC on February 23, 1994, under Recordation No. 17520-N. The Fifth Supplement to the Trust Agreement, dated September 22, 1994, between the Company and the Trustee was filed with the ICC on September 28, 1994, under Recordation No. 17520-R. The Sixth Supplement to the Trust Agreement, dated September 20, 1995, between the Company and the Trustee was filed with the ICC on September 22, 1995, under Recordation No. 17520-V. The Seventh Supplement to the Trust Agreement, dated December 21, 1995, between the Company and the Successor Trustee was filed with the ICC on December 26, 1995, under Recordation No. 17520-Z. The Eighth Supplement to the Trust Agreement, dated February 16, 1996, between the Company and the Successor Trustee was filed with the ICC on February 23, 1996, under Recordation No. 17520-DD.

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 following railcars: One Hundred and Sixty Nine (169) railcars covered by the existing Lease Agreement dated May 20, 1985, between Trinity Industries Leasing Company and Cargill, Inc. (Partial Rider 2) described in Exhibit A to the Trust Agreement (the "Assigned Equipment").

D. Pursuant to Section 5.05(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 Ninth 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, the Second Supplement, the Third Supplement, the Fourth Supplement, the Fifth Supplement, the Sixth Supplement, the Seventh Supplement, the Eighth Supplement and this Supplement.

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

6. This Ninth 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

By: _____
F. Dean Phelps
Vice President

Attest: _____
Assistant Secretary

[SEAL]

THE BANK OF NEW YORK, Trustee

By: _____
Name: ROBERT F. McINTYRE
Title: Vice President

Attest: _____

STATE OF TEXAS §
§
COUNTY OF DALLAS §

On this 15th day of April, 1996, 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: Alice D. Buchanan

My Commission Expires: _____

ALICE D. BUCHANAN
NOTARY PUBLIC
STATE OF TEXAS
COMM. EXP. 09/12/99

THE BANK OF NEW YORK, Trustee

By: _____
Name: _____
Title: _____

Attest:

_____

[SEAL]

STATE OF NEW YORK §
§
COUNTY OF NEW YORK §

On this ____ day of April, 1996, before me personally appeared Remo J. Reale, to me personally known, who being by me duly sworn, says that he is the Assistant 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: William Cassels

My Commission Expires: _____

WILLIAM J. CASSELS
Notary Public, State of New York
No. 01CA5027729
Qualified in Bronx County
Certificate Filed in New York County
Commission Expires May 16, 1996

# EXHIBIT A

1. Railroad Car Lease Agreement, dated April 1, 1993, between Trinity Industries Leasing Company and Ashland Chemical Company, a division of Ashland, Inc. covering the following described railroad cars (Rider 1):

| Number or Cars | Type | Car Numbers |
|---|---|---|
| 3 | 21,000 Gal.<br>111A100W1<br>Tank Cars | TILX 220000-220002 |

2. Railroad Car Lease Agreement, dated April 1, 1993, between Trinity Industries Leasing Company and Ashland Chemical Company, a division of Ashland, Inc. covering the following described railroad cars (Rider 7):

| Number or Cars | Type | Car Numbers |
|---|---|---|
| 8 | 34,000 Gal.<br>112J340W<br>Tank Cars | TILX 300791-300798 |

3. Railroad Car Net Lease Agreement, dated May 20, 1985, between Trinity Industries Leasing Company and Cargill Inc. covering the following described railroad cars (Partial Rider 4):

| Number or Cars | Type | Car Numbers |
|---|---|---|
| 45 | 17,604 Gal.<br>111A100W3<br>Tank Cars | CRGX 6043-6054<br>CRGX 6056-6088 |

4. Railroad Car Lease Agreement, dated August 3, 1990, between Trinity Industries Leasing Company and Dakota Gasification Company covering the following described railroad cars (Partial Rider 4):

| Number or Cars | Type | Car Numbers |
|---|---|---|
| 5 | 23,635 Gal.<br>111A100W1<br>Tank Cars | TILX 260228-260230<br>TILX 260233, 260235 |

5. 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 17):

| Number or Cars | Type | Car Numbers |
|---|---|---|
| 87 | 23,500 Gal.<br>111A100W1<br>Tank Cars | TILX 260291-260315<br>TILX 260317-260342<br>TILX 260344-260352<br>TILX 260354-260380 |

6. Railroad Car Net Lease Agreement, dated August 9, 1984, between Trinity Industries Leasing Company and Minnesota Corn Processors, Inc. covering the following described railroad cars (Partial Rider 1):

| Number or Cars | Type | Car Numbers |
|---|---|---|
| 20 | 17,641 Gal.<br>111A100W3<br>Tank Cars | MNCX 1000-1019 |

7. Railroad Car Lease Agreement, dated October 13, 1994, between Trinity Industries Leasing Company and Murex, Inc. covering the following described railroad cars (Partial Rider 1):

| Number or Cars | Type | Car Numbers |
|---|---|---|
| 24 | 30,000 Gal.<br>111A100W1<br>Tank Cars | TILX 190000-190007<br>TILX 190009-190024 |

8. Railroad Car Full Service Lease Agreement, dated January 21, 1981, between Trinity Industries Leasing Company and NOVA Investments (U.S.) Inc. covering the following described railroad cars (Rider 1):

| Number or Cars | Type | Car Numbers |
|---|---|---|
| 32 | 34,000 Gal.<br>112J340W<br>Tank Cars | TILX 300265-300271<br>TILX 300273-300289<br>TILX 300291<br>TILX 300293-300299 |

# EXHIBIT B
## DESCRIPTION OF TRUST EQUIPMENT

| Quantity and Type | Class | Capacity | Initialed Car Numbers | Earliest Service |
|---|---|---|---|---|
| 3 Tank Cars | 111A100W1 | 21,000 Gal. | TILX 220000-220002 | 10/80 |
| 8 Tank Cars | 112J340W | 34,000 Gal. | TILX 300791-300798 | 12/82 |
| 45 Tank Cars | 111A100W3 | 17,604 Gal. | CRGX 6043-6054<br>CRGX 6056-6088 | 05/81 |
| 5 Tank Cars | 111A100W1 | 23,635 Gal. | TILX 260228-260230<br>TILX 260233, 260235 | 01/81 |
| 87 Tank Cars | 111A100W1 | 23,500 Gal. | TILX 260291-260315<br>TILX 260317-260342<br>TILX 260344-260352<br>TILX 260354-260380 | 12/82 |
| 20 Tank Cars | 111A100W3 | 17,641 Gal. | MNCX 1000-1019 | 09/84 |
| 24 Tank Cars | 111A100W1 | 30,000 Gal. | TILX 190000-190007<br>TILX 190009-190024 | 01/80 |
| 32 Tank Cars | 112J340W | 34,000 Gal. | TILX 300265-300271<br>TILX 300273-300289<br>TILX 300291<br>TILX 300293-300299 | 01/80 |