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# TRINITY INDUSTRIES LEASING COMPANY

*A Subsidiary of Trinity Industries, Inc.*



RECORDATION NO. 15195 Q-T  
FILED 1495

MAR 21 1995 - 3 10 PM

March 17, 1995

INTERSTATE COMMERCE COMMISSION

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

RECEIVED  
OFFICE OF THE  
SECRETARY  
MAR 21 3 06 AM '95  
LICENSING BRANCH

RE: Documents for Recordation  
Trinity Industries Leasing Company  
Equipment Trust (Series 5-3)

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 Third Supplement to Equipment Trust Agreement, a primary document, dated as of March 17, 1995, between Trinity Industries Leasing Company (the "Company") and NationsBank of Texas, N.A. (formerly NCNB Texas National Bank), as Successor Trustee (the "Bank");
2. Two (2) executed originals of an Assignment, a primary document, dated March 17, 1995, between the Company ("Assignor") and the Bank, as Successor Trustee ("Assignee");
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated March 17, 1995, between the Company ("Seller") and the Bank, as Successor Trustee ("Buyer"); and
4. Two (2) executed originals of a Bill of Sale, a secondary document, dated March 17, 1995, between the Bank, as Successor Trustee ("Seller") and the Company ("Buyer").

The enclosed Third Supplement, Assignment and Bill of Sale referenced in paragraphs 1, 2 and 3, above, relate to the Equipment Trust Agreement dated as of March 15, 1987 between the Company and the NationsBank of Texas, N.A., formerly known as NCNB Texas National Bank, Successor Trustee, as Trustee, which was filed and recorded under Recordation No. 15195 on March 31, 1987, along with

'an Assignment and Bill of Sale under Recordation Nos. 15195-A and 15195-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. 15195-I on November 29, 1989, along with an Assignment and Bill of Sale under Recordation Nos. 15195-H and 15195-J, respectively; and the Second Supplement to Equipment Trust Agreement dated as of February 16, 1994, between the Company and the Bank, as Successor Trustee, which was filed and recorded under Recordation No. 15195-M on February 23, 1994, along with Assignment and Bill of Sales under Recordation Nos. 15195-N and 15195-O, respectfully.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to Fifty One (51) 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 Third 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 check in the amount of \$168.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Third Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Third 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) Third Supplement to Equipment Trust Agreement, a primary document, dated as of March 17, 1995, between the Company (as vendor and lessee), and the Bank, as Successor Trustee, and covering Forty Two (42) railroad cars, and (ii) Assignment, a primary document, dated March 17, 1995, between the Company (as Assignor), and the Bank, as Successor Trustee, and covering Forty Two (42) railroad cars.
- (b) Secondary Documents. Bill of Sale, a secondary document, dated March 17, 1995, between the Company (as Seller), and the Bank, as Successor Trustee (as Buyer), and covering various railroad cars, and connected to the Third Supplement to Equipment Trust Agreement referred to

in paragraph (a) above, and Bill of Sale, a secondary document, dated March 17, 1995, between the Bank, as Successor Trustee (Seller) and the Company (Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement dated as of March 15, 1987 referred to above.

Very truly yours,

A handwritten signature in cursive script that reads "Alice D. Buchanan".

Alice D. Buchanan  
Paralegal

Enclosures

RECORDATION NO. 15195-Q FILED 1425

MAR 21 1995 - 3 10 PM

STATE COMMERCE COMMISSION

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**THIRD SUPPLEMENT  
TO EQUIPMENT TRUST AGREEMENT**

(TRINITY INDUSTRIES LEASING COMPANY EQUIPMENT TRUST SERIES 5)

Dated as of March 17, 1995

Between

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

AND

TRINITY INDUSTRIES LEASING COMPANY

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THIRD SUPPLEMENT dated as of March 17, 1995 (herein called this "Third Supplement"), to the Equipment Trust Agreement dated as of March 15, 1987 (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 March 31, 1987 under Recordation No. 15195.

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. 15195-I. The Second 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. 15195-M.

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 Fifty One (51) railroad cars comprised of the following leases: Thirty Five (35) railcars covered by the existing Lease Agreement, dated February 15, 1980, between Trinity Industries Leasing Company and Ashland Oil, Inc., (Partial Rider 17); Sixteen (16) railcars covered by the existing Lease Agreement, dated February 15, 1980, between Trinity Industries Leasing Company and Ashland Oil, Inc., (Partial Rider 16). 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 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 Exhibits A & B 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 Third 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 and this Supplement.

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

6. This Third 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 O'Shoon  
Assistant Secretary

By:

K. W. Lewis  
Senior Vice President

[SEAL]

NATIONSBANK OF TEXAS, N.A., Trustee

By: David Moore  
Name: David Moore  
Title: Vice President

Attest:

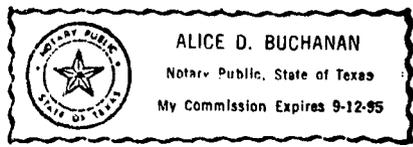
[Signature]  
Assistant Secretary

STATE OF TEXAS                   §  
   § ss.  
COUNTY OF DALLAS               §

On this 17th day of March, 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: \_\_\_\_\_



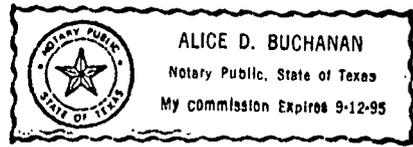
[SEAL]

STATE OF TEXAS                   §  
   § ss.  
COUNTY OF DALLAS               §

On this 17th day of March, 1995, before me personally appeared David Moore, 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     Alice D. Buchanan

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



## EXHIBIT A

1. Railroad Car Lease Agreement, dated April 2, 1992, between Trinity Industries Leasing Company and AG Processing, Inc. covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	25,498 Gal. 111A100W1 Tank Car	TILX 250177

2. Railroad Car Net Lease Agreement, dated January 1, 1994, between Trinity Industries Leasing Company and Exxon Chemical Americas covering the following described railroad cars (Partial Rider 5):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
16	5,851 cu.ft. Lo Covered Hopper Cars	ECUX 867078-867093

3. Railroad Car Lease Agreement, dated March 28, 1989, between Trinity Industries Leasing Company and Petrowest Petroleum Ltd. covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
14	34,000 Gal. 112J340W Tank Cars	TILX 300300,300302-300305 300311,300316,300321 300322,300325,300326 300328,300329,300333

4. Railroad Car Net Lease Agreement, dated August 25, 1994, between Trinity Industries Leasing Company and Excel Railcar Corporation, covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
11	2,950 cu.ft. Lo Covered Hopper Cars	ERCX 9486-9496

**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	111A100W1	25,498 Gal.	TILX 250177	6/93
16 Hopper Cars	Lo	5,851 cu.ft.	ECUX 867078-867093	3/94
14 Tank Cars	112J340W	34,000 Gal.	TILX 300300,300302-300305 300311,300316,300321 300322,300325,300326 300328,300329,300333	1/80
11 Hopper Cars	Lo	2,950 cu.ft.	ERCX 9486-9496	12/94