

SERIES TWO

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12226-L

12226-M

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

RECORDATION NO

12226-M
FILED 1425

0-208A023

JUL 27 1990 - 1 05 PM
INTERSTATE COMMERCE COMMISSION

July 24, 1990

RECORDATION NO

12226-M
FILED 1425

JUL 27 1990 - 1 05 PM

INTERSTATE COMMERCE COMMISSION

JUL 27 12 56 PM '90
TELEOPERATING UNIT

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

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 (i) three (3) executed originals of an Assignment dated as of July 24, 1990 (to the Equipment Trust Agreement, dated as of June 15, 1980 (the "Trust Agreement" between Trinity Industries Leasing Company (the "Company") and Republic National Bank of Dallas (subsequently named First Republic Bank Dallas, N.A., now named NCNB Texas National Bank (the "Trustee") (as assignee of the Federal Deposit Insurance Corporation, as receiver for First Republic Bank Dallas, N.A.)), as Trustee) between the Company and the Trustee (the "Assignment"), a primary document as defined in the foregoing Rules and Regulations (ii) three (3) executed originals of a Modification Agreement dated as of July 24, 1990 (to the Trust Agreement) between the Company and the Trustee (the "Modification Agreement"), a secondary document as defined in the foregoing Rules and Regulations.

The enclosed Assignment relates to the Trust Agreement, which was filed and recorded under Recordation Number 12226 on September 25, 1980, and subsequently supplemented by assignments and bills of sale under Recordation Numbers 12226-A through 12226-S.K

We request that the Assignment be cross-indexed.

C. J. Kayler

Mrs. Mildred Lee
Interstate Commerce Commission
July 24, 1990
Page 2

and bills of sale under Recordation Numbers 12226-A through 12226-G.

We request that the Assignment be cross-indexed.

The addresses of the parties to the enclosed document are:

Company: Trinity Industries Leasing Company
3910 Washington Avenue
Houston, Texas 77007

Trustee: NCNB Texas National Bank
901 Main Street
16th Floor
Dallas, Texas 75202

A description of the railroad equipment covered by (i) the Assignment is set forth in Exhibit A hereto and (ii) the Modification is set forth in Exhibit B hereto. The foregoing railroad equipment consists solely of railroad 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:

1. Primary Document. Assignment dated as of July 24, 1990, between Trinity Industries Leasing Company and NCNB Texas National Bank, as Trustee, covering various railroad cars.
2. Secondary Document. Modification Agreement dated as of July 24, 1990, between Trinity Industries Leasing and NCNB Texas National Bank, as Trustee, covering various railroad cars (relating to the Equipment Trust Agreement dated as of June 15, 1980 between Trinity Industries Leasing Company and Republic National Bank of Dallas).

TRINITY INDUSTRIES LEASING COMPANY

By: 

F. Dean Phelps, Jr.
Vice President

RECORDATION NO. 15226-5m FILED 1425
JUL 27 1990 - 1 05 PM
INTERSTATE COMMERCE COMMISSION

MODIFICATION AGREEMENT

TRINITY INDUSTRIES LEASING COMPANY
EQUIPMENT TRUST (SERIES 2)

Dated as of July 24, 1990

Between

NCNB TEXAS NATIONAL BANK, Trustee

and

TRINITY INDUSTRIES LEASING COMPANY

Modification Agreement

Modification Agreement dated as of July 24, 1990, (hereinafter called this "Modification Agreement"), between NCNB TEXAS NATIONAL BANK (as assignee of the Federal Deposit Insurance Corporation, receiver of First RepublicBank Dallas, N.A. formerly RepublicBank Dallas, N.A., formerly Republic National Bank of Dallas), a national banking association, 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 June 15, 1980 (herein called the "Trust Agreement") between the Company and Republic National Bank of Dallas, subsequently named First RepublicBank Dallas, N.A. All of the corporate trust business of First RepublicBank Dallas, N.A. has been assigned to NCNB Texas National Bank by the Federal Deposit Insurance Corporation.

Pursuant to the Trust Agreement the following documents were executed and delivered and recorded as described below:

- (a) The Trust Agreement recorded with the Interstate Commerce Commission (herein called the "ICC") under record number 12226;
- (b) An Assignment dated as of September 22, 1980, between the Company and the Trustee recorded with the ICC under record number 12226-A;
- (c) A Bill of Sale dated as of September 22, 1980, between the Company and the Trustee recorded with the ICC under record number 12226-B;
- (d) The First Supplement to the Trust Agreement dated as of November 25, 1980 between the Company and the Trustee recorded with the ICC under record number 12226-C;
- (e) A Financing Statement executed by the Company, as Debtor, covering the property conveyed by the Assignment dated as of September 22, 1980, and filed with the Secretary of State of Texas on September 25, 1980 under file number 148412;

- (f) An Assignment dated as of November 25, 1980, between the Company and the Trustee recorded with the ICC under record number 12226-D;
- (g) A Bill of Sale dated as of November 25, 1980, between the Company and the Trustee recorded with the ICC under record number 12226-E;
- (h) A Financing Statement executed by the Company, as Debtor, covering the property conveyed by the assignment dated as of November 25, 1980, and filed with the Secretary of State of Texas on December 1, 1980 under file number 186539;
- (i) An Assignment dated as of June 18, 1982, between the Company and the Trustee recorded with the ICC under record number 12226-F;
- (j) A Financing Statement executed by the Company, as Debtor, covering property conveyed by the Assignment dated as of June 18, 1982, and filed with the Secretary of State of Texas on April 14, 1988 under file number 085788;
- (k) An Assignment dated as of August 15, 1985 between the Company and the Trustee recorded with the ICC under record number 12226-G;
- (l) A Financing Statement executed by the Company, as Debtor, covering 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 215410;
- (m) An Assignment dated as of July 19, 1989 between the Company and the Trustee recorded with the ICC under record number 12226-H;
- (n) A Financing Statement executed by the Company, as Debtor, covering 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 163884;
- (o) An Amendment filed on July 21, 1989 relating to a Financing Statement originally filed on September 25, 1980 under file number 148412;
- (p) An Amendment filed on July 21, 1989 relating to a Financing Statement originally filed on December 1, 1980 under file number 186539;

- (q) An Assignment dated as of November 20, 1989 between the Company and the Trustee recorded with the ICC under record number 12226-I;
- (r) A Second Supplement to Equipment Trust Agreement dated as of November 20, 1989 between the Company and the Trustee recorded with the ICC under record number 12226-J;
- (s) A Bill of Sale dated as of November 20, 1989, between the Company and the Trustee recorded with the ICC under record number 12226-K; and
- (t) 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 264453.

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 Modification 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 Modification 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 Modification Agreement.

4. This Modification 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. Deans Phelps, Jr.
Vice President

(Corporate Seal)

NCNB TEXAS NATIONAL BANK

ATTEST:



Assistant Secretary

By: 

Linda McNeil
Vice President

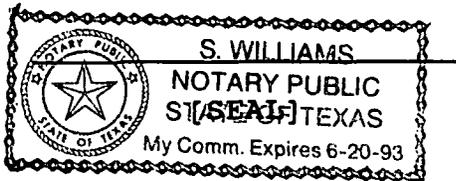
(Corporate Seal)

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

On this 24th day of July 1990, before me personally appeared Linda McNeil, to me personally known, who being by me duly sworn, says that she is a Vice President of NCNB TEXAS NATIONAL BANK, 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 she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

S. Williams
Notary Public

My Commission Expires:



STATE OF TEXAS §
 §
COUNTY OF DALLAS §

On this 26th 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.

Karen K. Gough

Notary Public

My Commission Expires:

[SEAL]



KAREN K. GOUGH

Comm. Exp. — December 11, 1990

STATE OF TEXAS

SCHEDULE 1

PART A

<u>Quantity and Type</u>	<u>Capacity in Gallons</u>	<u>Initialed Car Numbers</u>
4 Covered Hopper Cars	4,750 Cu. Ft.	KYLE 511476, 511489, 511508 511549

PART B

<u>Quantity and Type</u>	<u>Capacity in Gallons</u>	<u>Initialed Car Numbers</u>
4 Covered Hopper Cars	4,750 Cu. Ft.	MNVA 511476, 511489, 511508 511549

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