

RECORDATION NO. 16017-K FILED 1425

16017-K
16017-L
430
(Series 7)

JUL 27 1990 - 1 05 PM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 16017-L FILED 1425

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

JUL 27 1990 - 1 05 PM

INTERSTATE COMMERCE COMMISSION

July 24, 1990

0-208A023

JUL 27 12 56 PM '90
RECORDING 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 the following documents:

1. Three (3) executed originals of an Assignment dated as of July 24, 1990 (to the Equipment Trust Agreement, dated as of November 4, 1988 between Trinity Industries Leasing Company (the "Company") and NCNB Texas National Bank, as Trustee (the "Trustee") (the "Trust Agreement")), between the Company and the Trustee (the "Assignment"), a primary document as defined in the foregoing Rules and Regulations; and
2. 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 and Modification Agreement relate to the Trust Agreement, which was filed and recorded under Recordation Number 16017 on November 11, 1988, and supplemented by assignments, bills of sale and a correction agreement under Recordation Numbers 16017-A through 16017-J.

We request that the Assignment be cross-indexed.

The addresses of the parties to the enclosed documents are:

C. D. ...

Mrs. Mildred Lee
Interstate Commerce Commission
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Company: Trinity Industries Leasing Company
3910 Washington Avenue
Houston, Texas 77007

Trustee: NCNB Texas National Bank
NCNB Plaza
901 Main Street
16th Floor
Dallas, Texas 75202
Attention: Corporate Trust Department

A description of the railroad equipment covered by (i) the Assignment is set forth in Exhibit A hereto and (ii) the Modification Agreement is set forth in Exhibit B hereto. The foregoing railroad equipment consists solely of rail cars intended for use relating to interstate commerce.

Also enclosed is a check in the amount of \$30.00 to cover the required recordation fee.

You are hereby authorized to deliver any 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:

(a) Primary Document. Assignment dated as of July 24, 1990, between Trinity Industries Leasing Company and NCNB Texas National Bank, as Trustee, covering various rail cars.

(b) Secondary Document. Modification Agreement dated as of July 24, 1990, between Trinity Industries Leasing Company and NCNB Texas National Bank, as Trustee, (relating to the Equipment Trust Agreement dated as of November 4, 1988 between Trinity Industries Leasing Company and NCNB Texas National Bank, as Trustee) covering various rail cars.

TRINITY INDUSTRIES LEASING COMPANY

By: _____


F. Dean Phelps, Jr.
Vice President

Enclosures

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RECORDATION NO _____ FILED 1425

JUL 27 1990 -1 05 PM

INTERSTATE COMMERCE COMMISSION

MODIFICATION AGREEMENT

TRINITY INDUSTRIES LEASING COMPANY
EQUIPMENT TRUST (SERIES 7)

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, a national banking association, as trustee (the "Trustee") under the Trust Agreement (as hereinafter defined), and TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation (herein called the "Company").

PRELIMINARY STATEMENT

The Company has sold, transferred and delivered to the Trustee certain railroad equipment (herein called the "Trust Equipment") pursuant to the Equipment Trust Agreement dated as of November 4, 1988 between the Company and the Trustee (herein called the "Trust Agreement").

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

- (a) An Equipment Trust Agreement dated as of November 4, 1988, between the Company and the Trustee (the "Trust Agreement") recorded with the Interstate Commerce Commission (the "ICC") under record number 16017;
- (b) An Assignment dated November 4, 1988, between the Trustee and the Company recorded with the ICC under record number 16017-A;
- (c) A Bill of Sale dated November 4, 1988, between Trinity Industries, Inc. ("Trinity") and the Company which was not recorded;
- (d) A Bill of Sale dated November 4, 1988, between the Company and the Trustee recorded with the ICC under record number 16017-B;
- (e) A Financing Statement executed by the Company, as Debtor, covering the property conveyed by the Assignment dated November 4, 1988 and filed with the Secretary of State of Texas on November 8, 1988 under file number 257182;
- (f) A Financing Statement executed by the Company, as Debtor, covering the railroad cars subject to the Trust Agreement and filed with the Secretary of State of Texas on November 8, 1988 under file number 257181;
- (g) A Correction Agreement dated December 9, 1988 but effective on November 4, 1988, by and among the Company, Trinity Industries, Inc., The CIT Group/Equipment Financing, Inc., and the Trustee recorded with the ICC under record number 16017-C.

- (h) An Assignment dated as of June 19, 1989 between the Trustee and the Company recorded with the ICC under record number 16017-D;
- (i) A Financing Statement executed by the Company, as debtor, covering the property conveyed by the Assignment dated as of June 19, 1989 and filed with the Secretary of State of Texas on July 10, 1989 under file number 153037;
- (j) A Modification Agreement dated as of June 19, 1989 between the Trustee and the Company recorded with the ICC under record number 16017-E;
- (k) A Partial Termination and Release dated August 16, 1989, between the Trustee and the Company filed of record with the ICC on August 31, 1989 under record number 16016-F;
- (l) A Bill of Sale dated August 16, 1989, between the Trustee and Amoco Oil Company filed of record with the ICC on August 31, 1989 under record number 16017-G;
- (m) A Partial Release of Financing Statement file number 257181 filed with the Secretary of State of Texas on August 23, 1989;
- (n) A Partial Release of Financing Statement file number 257182 filed with the Secretary of State of Texas on August 23, 1989;
- (o) An Assignment dated November 20, 1989, between the Trustee and the Company filed of record with the ICC on November 29, 1989 under record number 16017-H;
- (p) A First Supplement to Equipment Trust Agreement dated November 20, 1989, between the Trustee and the Company filed of record with the ICC on November 29, 1989 under record number 16017-I;
- (q) A Bill of Sale dated as of November 20, 1989, between the Company and the Trustee filed of record with the ICC on November 29, 1989 under record number 16017-J;
- (r) A Bill of Sale dated November 20, 1989, between Trinity and the Company which was not recorded; and
- (s) A Financing Statement naming the Company as Debtor and the Trustee as Secured Party, covering the 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 264450.

The prefix letters and the railroad car numbers 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 car numbers set forth in Part A of Schedule 1 hereto (which are contained in such Exhibit A), the prefixes set forth in Part B of Schedule 1 hereto with respect to such railroad car numbers.

2. Exhibit A to the Trust Agreement is hereby amended by substituting for the railroad car numbers set forth in Paragraph 5 of Part A of Schedule 1 hereto (which are contained in such Exhibit A), the railroad car number set forth in Paragraph 5 of Part B of Schedule 1 hereto with respect to such railroad car numbers.

3. 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.

4. 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 Correction Agreement.

5. This Modification Agreement shall be binding upon and inured to the benefit of the parties hereto, their heirs, legal representatives, successors and assigns.

6. THE PROVISIONS OF THIS MODIFICATION AGREEMENT AND ALL RIGHTS AND OBLIGATIONS OF THE PARTIES HEREUNDER 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.

TRINITY INDUSTRIES LEASING COMPANY

ATTEST:


Neil O. Shoop
Assistant Secretary

(Corporate Seal)

By: 
F. Dean Phelps, Jr.
Vice President

ATTEST:

NCNB TEXAS NATIONAL BANK, as Trustee


Title: Assistant Secretary

(Corporate Seal)

By: 
Linda McNeil
Vice President

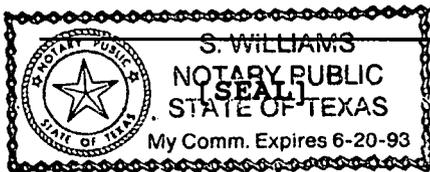
STATE OF TEXAS §
 §
COUNTY OF DALLAS §

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/Trust Officer 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 he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



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</u>	<u>Initialed Car Numbers</u>
1. 50 Tank Cars	34,090 Gallons	GWHX 81001-81030 GWHX 300551-300560, 300720-300729
2. 1 Covered Hopper Car	4,750 Cu. Ft.	CAGY 511738
3. 48 Covered Hopper Cars	4,750 Cu. Ft.	CAGY 400-438, 440-444, 446-449
4. 85 Covered Hopper Cars	4,750 Cu. Ft.	KYLE 511041, 511045, 511048, 511051, 511052, 511054, 511055, 511065, 511066, 511068, 511069, 511071, 511074, 511076, 511079- 511082, 511084, 511087- 511090, 511094, 511095, 511097-511102, 511106, 511110, 511113, 511740, 511744-511746, 511748, 511750, 511752, 511753, 511756, 511759, 511761, 511789, 511790, 511796, 511800, 511802, 511927, 511931, 511933, 511935, 511938, 511939, 511941, 511953, 511955, 511956, 511959, 511962, 511965, 511973, 511976, 511979, 511981, 511987, 512001- 512003, 511006, 512008, 512021, 512027, 512033, 512035, 512037, 512041
		KYLE 1484-1489
5. 1 Covered Hopper Car	4,750 Cu. Ft.	TILX 511047

PART B

	<u>Quantity and Type</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>
1.	50 Tank Cars	34,090 Gallons	TILX 81001-81030 TILX 300551-300560, 300720-300729
2.	1 Covered Hopper Car	4,750 Cu. Ft.	TILX 511738
3.	48 Covered Hopper Cars	4,750 Cu. Ft.	TILX 400-438, 440-444, 446-449
4.	85 Covered Hopper Cars	4,750 Cu. Ft.	MNVA 511041, 511045, 511048, 511051, 511052, 511054, 511055, 511065, 511066, 511068, 511069, 511071, 511074, 511076, 511079- 511082, 511084, 511087- 511090, 511094, 511095, 511097-511102, 511106, 511110, 511113, 511740, 511744-511746, 511748, 511750, 511752, 511753, 511756, 511759, 511761, 511789, 511790, 511796, 511800, 511802, 511927, 511931, 511933, 511935, 511938, 511939, 511941, 511953, 511955, 511956, 511959, 511962, 511965, 511973, 511976, 511979, 511981, 511987, 512001- 512003, 511006, 512008, 512021, 512027, 512033, 512035, 512037, 512041 MNVA 1484-1489
5.	1 Covered Hopper Car	4,750 Cu. Ft.	DRGW 10540

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