

# McGLINCHEY STAFFORD LANG

A LAW CORPORATION

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HOUSTON  
BATON ROUGE  
LITTLE ROCK  
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DALLAS, TEXAS 75207

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DIRECT DIAL:

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INTERSTATE COMMERCE COMMISSION

August 31, 1993

SEP 1 1993 2:44 PM

INTERSTATE COMMERCE COMMISSION

3-244A033

SEP 1 1993 2:44 PM

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

RE: Documents for Recordation  
Trinity Industries Leasing Company  
Equipment Trust (Series 7)

Dear Ms. Lee:

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 Fourth Supplement to Equipment Trust Agreement, a primary document, dated as of August 30, 1993, between Trinity Industries Leasing Company (the "Company") and NationsBank of Texas, N.A. (formerly NCNB Texas National Bank), as Trustee (the "Bank");
2. Two (2) executed originals of an Assignment, a primary document, dated August 30, 1993, between the Company ("Assignor") and the Bank, as Trustee ("Assignee");
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated August 30, 1993, between the Company ("Seller") and the Bank, as Trustee ("Buyer"); and
4. Two (2) executed originals of a Bill of Sale, a secondary document, dated August 30, 1993 between the Bank, as Trustee ("Seller") and the Company ("Buyer").

The enclosed Fourth Supplement, Assignment and Bill of Sale referenced in paragraphs 1, 2 and 3, above, relate to the Equipment Trust Agreement dated as of November 4, 1988 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017 on November 8, 1988, along with an Assignment and Bill of Sale under Recordation Nos. 16017-A and 16017-B, respectively; the First Supplement to Equipment Trust Agreement

*C. Buckley*

16017 W

16017 V

16017 X

16017-2

\$ 64.00

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MOTOR OPERATING UNIT

McGLINCHEY STAFFORD LANG  
A LAW CORPORATION

Secretary  
August 31, 1993  
Page 2

dated as of November 20, 1989 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-I on November 29, 1989, along with an Assignment and Bill of Sale under Recordation Nos. 16017-H and 16017-J, respectively; the Second Supplement to Equipment Trust Agreement dated as of August 13, 1992 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-N on August 20, 1992 along with an Assignment and Bill of Sale under Recordation Nos. 16017-M and 16017-O, respectively; and the Third Supplement to Equipment Trust Agreement dated as of August 26, 1992 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-S on August 28, 1992 along with an Assignment and Bill of Sale under Recordation Nos. 16017-R and 16017-T, respectively.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to 144 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 2705 State Street, Chicago Heights, Illinois, and the address of the Bank, the Trustee is 901 Main Street, Dallas, Texas 75202.

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

You are hereby authorized to deliver any unneeded copies of the Fourth 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.

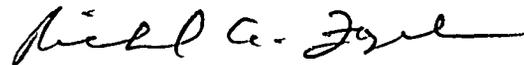
A short summary of the documents appear in the index follows:

McGLINCHEY STAFFORD LANG  
A LAW CORPORATION

Secretary  
August 31, 1993  
Page 3

- (a) Primary Documents. (i) Fourth Supplement to Equipment Trust Agreement, a primary document, dated as of August 30, 1993, between the Company (as vendor and lessee), and the Bank, as Trustee, and covering sixty-four (64) railroad cars, and (ii) Assignment, a primary document, dated August 30, 1993, between the Company (as Assignor), and the Bank, as Trustee, and covering sixty-four (64) railroad cars.
- (b) Secondary Documents. Bill of Sale, a secondary document, dated August 30, 1993, between the Company (as Seller), and the Bank, as Trustee (as Buyer), and covering various railroad cars, and connected to the Fourth Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated August 30, 1993, between the Bank, as Trustee (Seller) and the Company (Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement dated as of November 4, 1988 referred to above.

Very truly yours,



Richard A. Fogel

RAF:ps  
Enclosures

## EXHIBIT A

1. 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 4):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
59	5,851 cu.ft. Lo Covered Hopper Cars	TILX 59040,59128,59176-59214 59216-59217,59220-59229 59236-59238,59240-59242

2. Railroad Car Lease Agreement, dated September 28, 1979, between Trinity Industries Leasing Company and E.I. Dupont de Nemours & Company, Inc. covering the following described railroad cars (Rider 8):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
5	20,500 Gal. 111A100W5 Tank Cars	TILX 110065-110069

16017-21

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INTERSTATE COMMERCE COMMISSION

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**FOURTH SUPPLEMENT  
TO EQUIPMENT TRUST AGREEMENT**

(TRINITY INDUSTRIES LEASING COMPANY EQUIPMENT TRUST SERIES 7)

Dated as of August 30, 1993

Between

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

AND

TRINITY INDUSTRIES LEASING COMPANY

---

FOURTH SUPPLEMENT dated as of August 30, 1993 (herein called this "Fourth Supplement"), to the Equipment Trust Agreement dated as of November 4, 1988 (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 Trustee (hereinafter in such capacity called the "Trustee").

#### PRELIMINARY STATEMENT

A. The Trust Agreement was filed with the Interstate Commerce Commission (the "ICC") on November 8, 1988 under Recordation No. 16017.

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. 16017-I. The Second Supplement to the Trust Agreement, dated August 13, 1992, between the Company and the Trustee was filed with the ICC on August 20, 1992, under Recordation No. 16017-N. The Third Supplement to the Trust Agreement, dated August 26, 1992, between the Company and the Trustee was filed with the ICC on August 28, 1992 under Recordation No. 16017-S.

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 128 units of Equipment covered by the Existing Lease with Conoco, Inc. dated August 4, 1989 described in Exhibit A to the Assignment dated July 24, 1990, the 5 units of Equipment covered by the Existing Lease with MNVA Railroad, Inc. dated November 1, 1989 described in Exhibit A to the Assignment dated July 24, 1990, and the 11 units of Equipment covered by the Existing Lease with Cargill, Inc. dated May 17, 1979 (Rider 9) 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 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 Fourth 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 and this Supplement.

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

6. This Fourth 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:  
  
Assistant Secretary

By:   
F. Dean Phelps  
Vice President

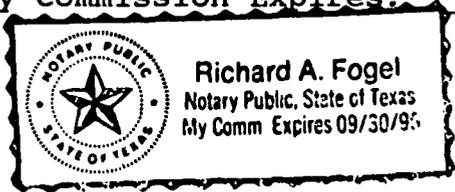
[SEAL]

STATE OF TEXAS                   §  
                                          § ss.  
COUNTY OF DALLAS               §

On this 27 day of August, 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: \_\_\_\_\_



NATIONSBANK OF TEXAS, N.A., Trustee

By: Linda McNeil  
Name: Linda McNeil  
Title: Vice President

Attest:  
Carrie L. Sherwood  
CARRIE L. SHERWOOD  
VICE PRESIDENT

[SEAL]

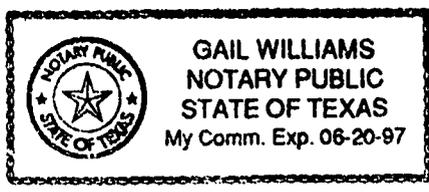
STATE OF TEXAS                   §  
                                          § ss.  
COUNTY OF DALLAS               §

On this 30<sup>th</sup> day of August, 1993, before me personally appeared Linda McNeil, to me personally known, who being by me duly sworn, says that she 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 she acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

Signature of Notary Public Gail Williams

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

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2. Railroad Car Lease Agreement, dated September 28, 1979, between Trinity Industries Leasing Company and E.I. Dupont de Nemours & Company, Inc. covering the following described railroad cars (Rider 8):

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5	20,500 Gal. 111A100WS Tank Cars	TILX 110065-110069

EXHIBIT B

DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Initialed Capacity</u>	<u>Car Numbers</u>	<u>Earliest Service</u>
59 Hopper Cars	Lo	5,851 cu.ft.	TILX 59040,59128 59176-59214 59216-59217 59220-59229 59236-59238 59240-59242	6/93
5 Tank Cars	111A100W5	20,500 Gal.	TILX 110065-110069	7/93