

RECORDATION NO. 16017-^{AA} FILED 11/23/93

McGLINCHEY STAFFORD LANG
A LAW CORPORATION

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RECORDATION NO. 16017-^Z FILED 11/23/93
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NOV 24 1993 -2 30 PM

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November 23, 1993

NOV 24 1993 -2 30 PM

0100051869

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

RECORDATION NO. 16017-^{BB} FILED 11/23/93

NOV 24 1993 -2 30 PM

LEASING BRANCH

NOV 24 2 25 PM '93

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 Fifth Supplement to Equipment Trust Agreement, a primary document, dated as of November 23, 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 November 23, 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 November 23, 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 November 23, 1993 between the Bank, as Trustee ("Seller") and the Company ("Buyer").

The enclosed Fifth 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

Michael P. ...
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McGLINCHEY STAFFORD LANG
A LAW CORPORATION

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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; and the Fourth Supplement to Equipment Trust Agreement dated as of August 30, 1993 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-U on September 1, 1993, along with an Assignment and Bill of Sale under Recordation Nos. 16017-V and 16017-W, respectively.

The enclosed Bill of Sale referenced in paragraph 4, above; relates to 61 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 Fifth 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 Fifth Supplement to Equipment Trust Agreement).

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

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A LAW CORPORATION

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

- (a) Primary Documents. (i) Fifth Supplement to Equipment Trust Agreement, a primary document, dated as of November 23, 1993, between the Company (as vendor and lessee), and the Bank, as Trustee, and covering twenty-two (22) railroad cars, and (ii) Assignment, a primary document, dated November 23, 1993, between the Company (as Assignor), and the Bank, as Trustee, and covering twenty-two (22) railroad cars.
- (b) Secondary Documents. Bill of Sale, a secondary document, dated November 23, 1993, between the Company (as Seller), and the Bank, as Trustee (as Buyer), and covering various railroad cars, and connected to the Fifth Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated November 23, 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>
4	5,851 cu.ft. Lo Covered Hopper Cars	TILX 59111,59215,59235, 59239

2. Railroad Car Lease Agreement, dated May 17, 1979, between Trinity Industries Leasing Company and Cargill, Inc. covering the following described railroad cars (Partial Rider 12):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
18	5,125 cu.ft. Lo Covered Hopper Cars	TILX 5185 5195-5201 (inclusive), 5204-5213 (inclusive)

Interstate Commerce Commission
Washington, D.C. 20423

11/24/93

OFFICE OF THE SECRETARY

Richard A. Fogel
McGlinchey Stafford Lang
2777 Stemmons Freeway Suite 925
Dallas Texas 75207

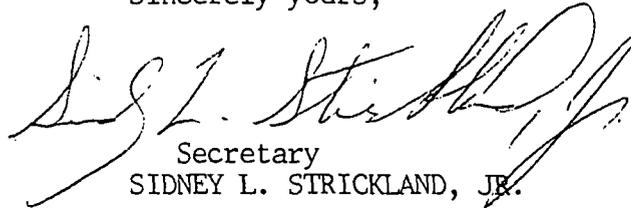
Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,

on 11/24/93 at 2:30pm, and assigned
recordation number(s).

16017-Y, 16017-Z, 16017-AA & 16017-BB

Sincerely yours,



Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

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RECORDED TO 16017 14 FILED 14

NOV 24 1993 - 2:00 PM

INTERSTATE COMMERCE COMMISSION

FIFTH SUPPLEMENT
TO EQUIPMENT TRUST AGREEMENT

(TRINITY INDUSTRIES LEASING COMPANY EQUIPMENT TRUST SERIES 7)

Dated as of November 23, 1993

Between

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

AND

TRINITY INDUSTRIES LEASING COMPANY

FIFTH SUPPLEMENT dated as of November 23, 1993 (herein called this "Fifth 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. The Fourth 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. 16017-U.

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 22 railcars covered by the Existing Lease with ICI Americas Inc. dated February 7, 1983 (Rider 2) (assigned to Cain Chemical Inc. and assumed by Oxy Petrochemicals Inc.), described in Exhibit B to the Trust Agreement and the 39 railcars covered by the Existing Lease with CSX Transportation, Inc. dated July 1, 1987 (Rider 1) (assigned to Conrail) 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 Fifth 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, Fourth Supplement and this Supplement.

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

6. This Fifth 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 Q. Shoy
Assistant Secretary

By:

F. Dean Phelps
F. Dean Phelps
Vice President

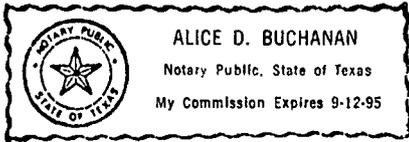
[SEAL]

STATE OF TEXAS §
§ ss.
COUNTY OF DALLAS §

On this 23 day of November, 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 Alice D. Buchanan

My Commission Expires: 9-12-95



NATIONSBANK OF TEXAS, N.A., Trustee

By: [Signature]
Name: Linda McNeil
Title: Vice President

Attest:
[Signature]

[SEAL]

STATE OF TEXAS §
§ ss.
COUNTY OF DALLAS §

On this 23 day of November, 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 Alice D. Buchanan

My Commission Expires: 9-12-95

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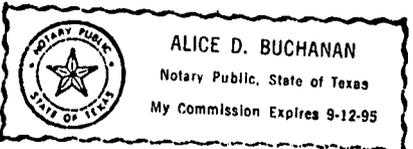


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<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
18	5,125 cu.ft. Lo Covered Hopper Cars	TILX 5185 5195-5201 (inclusive), 5204-5213 (inclusive)

EXHIBIT B

(Series 7)

DESCRIPTION OF TRUST EQUIPMENT

Quantity and Type	Class	Capacity	Initialed Car Numbers	Earliest Service
4 Hopper Cars	Lo	5,851 cu. ft.	TILX 59111,59215, 59235,59239	9/93
18 Hopper Cars	Lo	5,125 cu. ft.	TILX 5185 5195-5201 (inclusive) 5204-5213 (inclusive)	8/93