

**TRINITY INDUSTRIES LEASING COMPANY**

*A Subsidiary of Trinity Industries, Inc.*

24



RECORDATION NO. 16017-PP, QQ, RR, SS FILED 1425

SEP 28 1994 - 3 05 PM

September 26, 1994

0100381035

\$ 288.00

INTERSTATE COMMERCE COMMISSION

RECEIVED THE OFFICE OF THE SECRETARY SEP 28 2 59 PM '94 LICENSING BRANCH

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:

*Adventures - Michael Peters*

- PP 1. Two (2) executed originals of Eighth Supplement to Equipment Trust Agreement, a primary document, dated as of September 23, 1994, between Trinity Industries Leasing Company (the "Company") and NationsBank of Texas, N.A. (formerly NCNB Texas National Bank), as Trustee (the "Bank");
- QQ 2. Two (2) executed originals of an Assignment, a primary document, dated September 23, 1994, between the Company ("Assignor") and the Bank, as Trustee ("Assignee");
- RR 3. Two (2) executed originals of a Bill of Sale, a secondary document, dated September 23, 1994, between the Company ("Seller") and the Bank, as Trustee ("Buyer"); and
- SS 4. Two (2) executed originals of a Bill of Sale, a secondary document, dated September 23, 1994, between the Bank, as Trustee ("Seller") and the Company ("Buyer").

The enclosed Eighth 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 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; and the Fifth Supplement to Equipment Trust Agreement dated as of November 23, 1993 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-Y on November 24, 1993, along with an Assignment and Bill of Sale under Recordation Nos. 16017-Z and 16017-AA, respectively; the Seventh Supplement to Equipment Trust Agreement dated as of August 30, 1994, between the Company and the Bank, as Trustee which was filed and recorded under Recordation No. 16017-LL on August 30, 1994, along with an Assignment and Bill of Sale under Recordation Nos. 16017-MM and 16017-NN, respectively.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to 179 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 Eighth 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 \$72.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Eighth Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Eighth 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) Eighth Supplement to Equipment Trust Agreement, a primary document, dated as of

September 23, 1994, between the Company (as vendor and lessee), and the Bank, as Trustee, and covering Ninety Five (95) railroad cars , and (ii) Assignment, a primary document, dated September 23, 1994, between the Company (as Assignor), and the Bank, as Trustee, and covering Ninety Five (95) railroad cars .

- (b) Secondary Documents. Bill of Sale, a secondary document, dated September 23, 1994, between the Company (as Seller), and the Bank, as Trustee (as Buyer), and covering various railroad cars, and connected to the Eighth Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated September 23, 1994, 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,



Alice D. Buchanan  
Paralegal

:ab  
Enclosures

ICC-ltr.7-8

## EXHIBIT A

1. Railroad Car Lease Agreement, dated April 15, 1988, between Trinity Industries Leasing Company and Dow Chemical Company covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
5	5,850 cu.ft. Lo Covered Hopper Cars	TILX 58012-58016(inclusive)

2. Railroad Car Lease Agreement, dated May 16, 1991, between Trinity Industries Leasing Company and EKA Nobel, Inc. covering the following described railroad cars (Partial Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
3	21,000 Gal. 111A100W6 Tank Cars	TILX 200085,200087,200089

3. Railroad Car Lease Agreement, dated September 28, 1979 between Trinity Industries Leasing Company and Conoco, Inc. (assigned to E.I Dupont de Nemours & Co., Inc.) covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
8	34,090 Gal. 112J340W Tank Cars	TILX 300347,300351,300362 300364,300387,300388 300392,300397

4. Railroad Car Lease Agreement, dated July 16, 1980, between Trinity Industries Leasing Company and Cosden Oil & Chemical Company (merged into American Petrofina Company of Texas) covering the following described railroad cars (Rider 4):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
9	5,850 cu.ft. Lo Covered Hopper Cars	TILX 58002-58010(inclusive)

## EXHIBIT A

(Continued)

5. Railroad Car Lease Agreement, dated May 2, 1979, between Trinity Industries Leasing Company and El Paso Products Company (assigned to Cain Chemical, Inc. and acquired by Oxy Petrochemicals, Inc.) covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
55	34,000 Gal. 112J340W Tank Cars	TILX 300120-300133(inclusive) 300135-300141(inclusive) 300143-300147(inclusive) 300149-300158(inclusive) 300160-300173(inclusive) 300175-300179(inclusive)

6. Railroad Car Lease Agreement, dated March 12, 1982, between Trinity Industries Leasing Company and PPG Industries, Inc. covering the following described railroad cars (Rider 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
6	17,015 Gal. 111A100W1 Tank Cars	TILX 160094-160099(inclusive)

7. 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 (Rider 4):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
5	5,851 cu.ft. Lo Covered Hopper Cars	TILX 59230-59234(iclusive)

8. Railroad Car Lease Agreement, dated June 24, 1992, between Trinity Industries Leasing Company and Windsor Chemicals, Inc, covering the following described railroad cars (Partial Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
4	23,589 Gal. 111A100W1 Tank Cars	TILX 260805-260808(inclusive)

Interstate Commerce Commission  
Washington, D.C. 20423

9/28/94

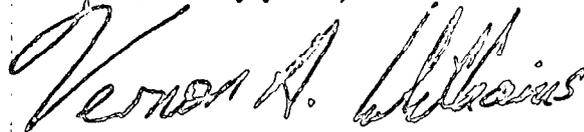
OFFICE OF THE SECRETARY

Alice D. Buchanan  
Trinity Industries Leasing Company  
2000 Gardner Expressway  
P. O. Box 867  
Quincy, Illinois 62306-0867

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 9/28/94 at 3:05PM, and assigned recordation number(s). 16017-PP, QQ, RR and SS., 17520-R, S, T and U., 18545-I, J, K and L., 14864-J, K, L and M.

Sincerely yours,

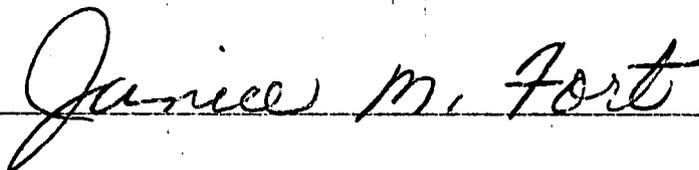


Vernon A. Williams  
Acting Secretary

Enclosure(s)

\$ 288.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



PP

RECORDATION NO. 1607- FILED 1425

SEP 28 1994 -3 05 PM

INTERSTATE COMMERCE COMMISSION

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**EIGHTH SUPPLEMENT  
TO EQUIPMENT TRUST AGREEMENT**

(TRINITY INDUSTRIES LEASING COMPANY EQUIPMENT TRUST SERIES 7)

Dated as of September 23, 1994

Between

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

AND

TRINITY INDUSTRIES LEASING COMPANY

---

EIGHTH SUPPLEMENT dated as of September 23, 1994 (herein called this "Eighth 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. The Fifth Supplement to the Trust Agreement, dated November 23, 1993, between the Company and the Trustee was filed with the ICC on November 24, 1993, under Recordation No. 16017-Y. The Sixth Supplement to the Trust Agreement, dated February 23, 1994, between the Company and the Trustee was filed with the ICC on February 23, 1994, under Recordation No. 16017-CC. The Seventh Supplement to the Trust Agreement dated August 30, 1994, between the Company and the Trustee was filed with the ICC on August 30, 1994, under Recordation No. 16017-LL.

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 One Hundred and Seventy Nine (179) railroad cars comprised of the following leases: Three (3) railcars covered by the existing Lease Agreement dated January 21, 1981, between Trinity Industries Leasing Company and ADM Transportation Company (Partial Rider 2); Thirty Four (34) railcars covered by the existing Lease Agreement dated August 14, 1985, between Trinity Industries Leasing Company and Bartlett and Company (Partial Riders 1 & 2); One (1) railcar covered by the existing Lease Agreement dated August 20, 1981, between Trinity Industries Leasing Company and Columbus & Greenville Railway Company (Partial Rider 3); Ten (10) railcars covered by the existing Lease Agreement dated May 17, 1979, between Trinity Industries Leasing Company and Cargill, Inc. (Partial Rider 9); Twenty Nine (29) railcars covered by the existing Lease Agreement dated August 14, 1985, between Trinity Industries Leasing Company and Bartlett and Company (such cars were previously subject to the Railroad Car Lease Agreements described in paragraphs 8, 13 and 18 of Exhibit B to the Assignment dated

November 4, 1998); Sixty Five (65) railcars covered by the existing Lease Agreement dated November 1, 1989, between Trinity Industries Leasing Company and MNVA Railroad, Inc. (such cars were previously subject to the Railroad Car Lease Agreements described in (i) paragraphs 8, 13, 18 and 21 of Exhibit B to the November 4, 1988 Assignment and (ii) paragraph 4 of Exhibit A to the June 19, 1989 Assignment); Seventeen (17) railcars covered by the existing Lease Agreement dated August 20, 1981, between Trinity Industries Leasing Company and Columbus and Greenville Railway Company (such cars were previously subject to The Railroad Car Lease Agreements described in paragraphs 8, 13, 18 and 21 of Exhibit B to the Assignment dated November 4, 1988); One (1) railcar covered by the existing Lease Agreement dated October 13, 1990, between Trinity Industries Leasing Company and Columbia Grain & Ingredients, Inc. (Partial Rider 1); One (1) railcar covered by the existing Lease Agreement dated July 23, 1991, between Trinity Industries Leasing Company and Sunrise Cooperative, Inc. (Partial Rider 1); Eighteen (18) railcars covered by the existing Lease Agreement dated October 17, 1989, between Trinity Industries Leasing Company and ConAgra, Inc. (such cars were previously subject to the Railroad Car Lease Agreement with Columbus & Greenville Railway Company as described in paragraph 10 of Exhibit B to the November 4, 1988 Assignment) (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 Eighth 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, Fifth Supplement, Sixth Supplement, Seventh Supplement and this Supplement.

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

6. This Eighth 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 Shorn  
Assistant Secretary

By:

F. Dean Phelps  
F. Dean Phelps  
Vice President

[SEAL]

NATIONSBANK OF TEXAS, N.A., Trustee

By:

David Moore  
Name: David Moore  
Title: Vice President

Attest:

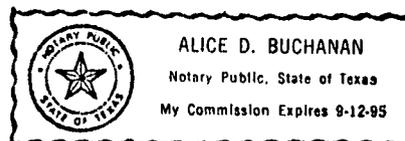
Smfeil  
Assistant Secretary

STATE OF TEXAS                   §  
   § ss.  
COUNTY OF DALLAS               §

On this 23rd day of September, 1994, 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

[SEAL]

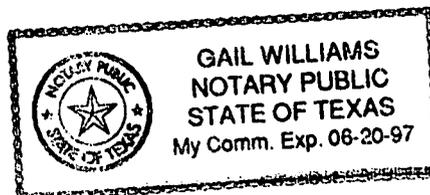


STATE OF TEXAS                   §  
   § ss.  
COUNTY OF DALLAS               §

On this 23rd day of September, 1994, 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 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:     \_\_\_\_\_

Supp 7-8



## EXHIBIT A

1. Railroad Car Lease Agreement, dated April 15, 1988, between Trinity Industries Leasing Company and Dow Chemical Company covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
5	5,850 cu.ft. Lo Covered Hopper Cars	TILX 58012-58016(inclusive)

2. Railroad Car Lease Agreement, dated May 16, 1991, between Trinity Industries Leasing Company and EKA Nobel, Inc. covering the following described railroad cars (Partial Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
3	21,000 Gal. 111A100W6 Tank Cars	TILX 200085,200087,200089

3. Railroad Car Lease Agreement, dated September 28, 1979 between Trinity Industries Leasing Company and Conoco, Inc. (assigned to E.I Dupont de Nemours & Co., Inc.) covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
8	34,090 Gal. 112J340W Tank Cars	TILX 300347,300351,300362 300364,300387,300388 300392,300397

4. Railroad Car Lease Agreement, dated July 16, 1980, between Trinity Industries Leasing Company and Cosden Oil & Chemical Company (merged into American Petrofina Company of Texas) covering the following described railroad cars (Rider 4):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
9	5,850 cu.ft. Lo Covered Hopper Cars	TILX 58002-58010(inclusive)

## EXHIBIT A

(Continued)

5. Railroad Car Lease Agreement, dated May 2, 1979, between Trinity Industries Leasing Company and El Paso Products Company (assigned to Cain Chemical, Inc. and acquired by Oxy Petrochemicals, Inc.) covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
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6. Railroad Car Lease Agreement, dated March 12, 1982, between Trinity Industries Leasing Company and PPG Industries, Inc. covering the following described railroad cars (Rider 3):

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7. 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 (Rider 4):

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8. Railroad Car Lease Agreement, dated June 24, 1992, between Trinity Industries Leasing Company and Windsor Chemicals, Inc, covering the following described railroad cars (Partial Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
4	23,589 Gal. 111A100W1 Tank Cars	TILX 260805-260808(inclusive)

**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>
5 Hopper Cars	Lo	5,850 Cu.Ft.	TILX 58012-58016(inclusive)	12/88
3 Tank Cars	111A100W6	21,000 Gal.	TILX 200085,200087,200089	6/93
8 Tank Cars	112J340W	34,090 Gal.	TILX 300347,300351,300362 300364,300387,300388 300392,300397	6/80
9 Hopper Cars	Lo	5,850 cu.ft.	TILX 58002-58010(inclusive)	11/88
55 Tank Cars	112J340W	34,000 Gal.	TILX 300120-300133(inclusive) 300135-300141(inclusive) 300143-300147(inclusive) 300149-300158(inclusive) 300160-300173(inclusive) 300175-300179(inclusive)	12/79
6 Tank Cars	111A100W1	17,015 Gal.	TILX 160094-160099(inclusive)	6/89
5 Hopper Cars	Lo	5,851 cu.ft.	TILX 59230-59234(inclusive)	7/93
4 Tank Cars	111A100W1	23,589 Gal.	TILX 260805-260808(inclusive)	7/93