

0100567085

TRINITY INDUSTRIES LEASING COMPANY

A Subsidiary of Trinity Industries, Inc.



RECORDATION NO. 16017 FILED 1425
March 17, 1995
MAR 21 1995 - 3 10 PM

INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue N.W.
Washington, D.C. 20423
Attention: Recordation, Room 2311

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

RECEIVED
OFFICE OF THE
SECRETARY
MAR 21 3 08 PM '95
LICENSING AND CH

Dear Ladies and Gentlemen:

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 Ninth Supplement to Equipment Trust Agreement, a primary document, dated as of March 17, 1995, 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 March 17, 1995, between the Company ("Assignor") and the Bank, as Trustee ("Assignee");
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated March 17, 1995, 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 March 17, 1995, between the Bank, as Trustee ("Seller") and the Company ("Buyer").

The enclosed Ninth 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; and the Sixth Supplement to the Equipment Trust Agreement dated as of February 23, 1994, between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-CC on February 23, 1994, along with an Assignment and Bill of Sale under Recordation Nos. 16017-DD and 16017-GG, respectfully; and Correction Agreement to Sixth Supplement to Equipment Trust Agreement dated as of March 25, 1994, between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-HH on March 29, 1994, along with an Assignment and Bill of Sale under Recordation Nos. 16017-II and 16017-JJ, respectfully; 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, respectfully; and the Eighth Supplement to Equipment Trust Agreement dated as of September 23, 1994, between the Company and the Bank as Trustee, which was filed and recorded under Recordation No. 16017-PP on September 28, 1994, along with Assignment and Bill of Sale under Recordation Nos. 16017-QQ and 16017-RR, respectfully.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to Two Hundred and Ninety Three (293) 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 Ninth 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 check in the amount of \$168.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Ninth Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Ninth 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) Ninth Supplement to Equipment Trust Agreement, a primary document, dated as of March 17, 1995, between the Company (as vendor and lessee), and the Bank, as Trustee, and covering Two Hundred and Eight (208) railroad cars, and (ii) Assignment, a primary document, dated March 17, 1995, between the Company (as Assignor), and the Bank, as Trustee, and covering Two Hundred and Eight (208) railroad cars.
- (b) Secondary Documents. Bill of Sale, a secondary document, dated March 17, 1995, between the Company (as Seller), and the Bank, as Trustee (as Buyer), and covering various railroad cars, and connected to the Ninth Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated March 17, 1995, 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

Enclosures

RECORDATION NO. 16017-77 FILED 1425
MAR 21 1995 - 3 10 PM
INTERSTATE COMMERCE COMMISSION

**NINTH SUPPLEMENT
TO EQUIPMENT TRUST AGREEMENT**

(TRINITY INDUSTRIES LEASING COMPANY EQUIPMENT TRUST SERIES 7)

Dated as of March 17, 1995

Between

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

AND

TRINITY INDUSTRIES LEASING COMPANY

NINTH SUPPLEMENT dated as of March 17, 1995 (herein called this "Ninth 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 Correction Agreement to the Sixth Supplement to Equipment Trust Agreement dated as of March 25, 1994, between the Company and the Trustee, which was filed with the ICC on March 29, 1994, under Recordation No. 16017-HH. 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. The Eighth Supplement to the Trust Agreement dated September 23, 1994, between the Company and the Trustee was filed with the ICC on September 28, 1994, under Recordation No. 16017-PP

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 Two Hundred and Ninety Three (293) railroad cars comprised of the following leases: Forty Nine (49) railcars covered by the existing Lease Agreement dated July 16, 1980, between Trinity Industries Leasing Company and Cosden Oil & Chemical Company (name changed to Fina Oil & Chemical Company)(Riders 4 & 5); One Hundred and Eighty Five (185) railcars covered by the Lease Agreement, dated January 20, 1983, between Trinity Industries Leasing Company and Missouri-Kansas-Texas Railroad Company (assumed by Missouri Pacific Railroad Company as described in Paragraph 10 of Exhibit A to Assignment dated June 19, 1989, and acquired by Union Pacific Railroad) (Partial Rider 1);

Thirty Seven (37) railcars covered by the existing Lease Agreement dated May 1, 1984, between Trinity Industries Leasing Company and Vista Chemical Company (such cars were previously subject to the Railroad Car Lease Agreement described in paragraph 46 of Exhibit B to the Assignment dated November 4, 1988) (Partial Rider 3); Twenty Two (22) railcars covered by the existing Lease Agreement (Rider 3) dated May 1, 1984, between Trinity Industries Leasing Company and Vista Chemical Company (assigned to Vulcan Chemicals by Agreement dated October 3, 1988, among Vista Chemicals Company, Vulcan Chemicals and Trinity Industries Leasing Company) (such cars were previously subject to the Railroad Car Lease Agreement described in paragraph 46 of Exhibit B to the Assignment dated November 4, 1988) 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 Ninth 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, Correction to the Sixth Supplement, Seventh Supplement, Eighth Supplement and this Supplement.

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

6. This Ninth 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 O. Swann*
Assistant Secretary

By: *K. W. Lewis*
K. W. Lewis
Senior Vice President

[SEAL]

NATIONSBANK OF TEXAS, N.A., Trustee

By: *David Moore*
Name: David Moore
Title: Vice President

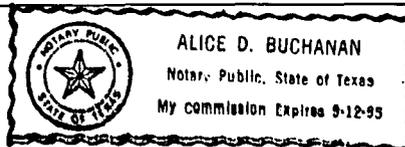
Attest: *[Signature]*
Assistant Secretary

STATE OF TEXAS §
§ ss.
COUNTY OF DALLAS §

On this 17th day of March, 1995, before me personally appeared K. W. Lewis, to me personally known, who being by me duly sworn, says that he is the Senior 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 *Allice D. Buchanan*

My Commission Expires: _____



STATE OF TEXAS

§
§ ss.
§

COUNTY OF DALLAS

On this 17th day of March, 1995, 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 he 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: _____

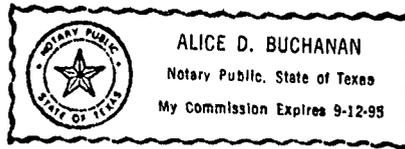


EXHIBIT A

1. Railroad Car Net Lease Agreement, dated April 13, 1983, between Trinity Industries Leasing Company and A.E. Staley Manufacturing Company covering the following described railroad cars (Partial Rider 12):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
4	5,125 cu.ft. Lo Covered Hopper Cars	TILX 5244,5245,5254,5269

2. Railroad Car Lease Agreement, dated January 7, 1993, between Trinity Industries Leasing Company and Heritage Group, DBA Calumet Lubricants Company covering the following described railroad cars (Partial Rider 1)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
4	23,635 Gal. 111A100W1 Tank Cars	TILX 260001,260002,260013,260048

3. Railroad Car Lease Agreement, dated May 17, 1979, between Trinity Industries Leasing Company and Cargill, Inc. covering the following described railroad cars (Partial Rider 15):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
89	29,947 Gal. 111A100W1 Tank Cars	TILX 190168-190251,190253-190256 190260

4. Railroad Car Lease Agreement, dated August 21, 1979, between Trinity Industries Leasing Company and Coastal Refining & Marketing, Inc. covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	34,090 Gal. 112J340W Tank Cars	TILX 300180-300184,300186-300190

EXHIBIT A

(Continued)

5. Railroad Car Lease Agreement dated August 21, 1979 between Trinity Industries Leasing Company and Coastal Refining & Marketing, Inc. covering the following described railroad cars (Rider 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	34,090 Gal. 112J340W Tank Cars	TILX 300185,300191-300199

6. Railroad Car Lease Agreement dated March 17, 1994, between Trinity Industries Leasing Company and Consolidated Oil & Transportation Company, Inc. covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
2	23,589 Gal. 111A100W1 Tank Cars	TILX 260707,260708

7. Railroad Car Net Lease Agreement dated March 7, 1983, between Trinity Industries Leasing Company and IBP, Inc. covering the following described railroad cars (Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
29	23,635 Gal. 111A100W1 Tank Cars	IBPX 260003,260005,260006,260009 260010,260012,260014-260018 260020,260021,260024-260026 260028,260029,260032 260035-260037,260039,260040 260043-260047

8. Railroad Car Lease Agreement dated August 30, 1993 between Trinity Industries Leasing Company and Italgrani Elevator Company covering the following described railroad cars (Partial Rider 1):

EXHIBIT A

8. (Continued)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	4,750 cu.ft. Lo Covered Hopper Car	TILX 510608

9. Railroad Car Lease Agreement dated March 11, 1992, between Trinity Industries Leasing Company and Koch Nitrogen Company covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
20	34,000 Gal. 111A100W1 Tank Cars	TILX 300301,300306-300310,300312 300313,300315,300317-300320 300323,300324,300327 300330-300332,300334

10. Railroad Car Lease Agreement dated September 11, 1986, between Trinity Industries Leasing Company and Occidental Chemical Corporation covering the following described railroad cars (Rider 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
29	14,298 Gal. 111A100W1 Tank Cars	TILX 150040,150051,150052 150055-150059,150061 150063-150082

11. Railroad Car Lease Agreement dated March 28, 1989, between Trinity Industries Leasing Company and Petrowest Petroleum, Ltd. covering the following described railroad cars (Rider 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	34,000 Gal. 112J340W Tank Cars	TILX 300335-300344

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>
4 Hopper Cars	Lo	5,125 cu.ft.	TILX 5244,5245,5254,5269	3/94
4 Tank Cars	111A100W1	23,635 Gal.	TILX 260001,260002,260013,260048	1/80
89 Tank Cars	111A100W1	29,947 Gal.	TILX 190168-190251,190253-190256 190260	9/94
10 Tank Cars	112J340W	34,090 Gal.	TILX 300180-300184,300186-300190	12/79
10 Tank Cars	112J340W	34,090 Gal.	TILX 300185,300191-300199	12/79
2 Tank Cars	111A100W1	23,589 Gal.	TILX 260707,260708	5/94
29 Tank Cars	111A100W1	23,635 Gal.	IBPX 260003,260005,260006,260009 260010,260012,260014-260018 260020,260021,260024-260026 260028,260029,260032 260035-260037,260039,260040 260043-260047	12/79
1 Hopper Car	Lo	4,750 cu.ft.	TILX 510608	1/80
20 Tank Cars	112J340W	34,000 Gal.	TILX 300301,300306-300310,300312 300313,300315,300317-300320 300323,300324,300327 300330-300332,300334	1/80
29 Tank Cars	111A100W1	14,298 Gal.	TILX 150040,150051,150052 150055-150059,150061 150063-150082	3/94
10 Tank Cars	112J340W	34,000 Gal.	TILX 300335-300344	6/80