

10736-B 10736-B
RECORDATION NO. FILED 1425
10736-C
10736-D

JUL 24 1990 -2 05 PM

INTERSTATE COMMERCE COMMISSION (8/15/79 Indenture)

#45

RECORDATION NO. 10736-A FILED 1425

TRINITY RAILCAR LEASING CORPORATION
2525 Stemmons Freeway
Dallas, Texas 75207
(214) 631-4420

JUL 24 1990 -2 05 PM

INTERSTATE COMMERCE COMMISSION

July 3, 1990

0-205A007

Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue
Washington, D.C. 20423

RECORDATION NO. 10736-C FILED 1425

JUL 24 1990 -2 05 PM

INTERSTATE COMMERCE COMMISSION

JUL 24 1 54 PM '90
MOTOR OPERATING UNIT

Attn: 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 relating to the Indenture dated as of August 15, 1979 (the "Indenture") between Trinity Railcar Leasing Corporation (the "Company") and NCNB Texas National Bank, Assignee of the Federal Deposit Insurance Corporation, as Receiver of First Republic Bank Dallas, N.A. (formerly named Republic National Bank of Dallas) (the "Trustee"), as Trustee:

1. One (1) original and two (2) copies of a lease dated July 10, 1989 (the "Texasgulf Lease") between the Company as lessor and Texasgulf, Inc., as lessee, a primary document as defined in the foregoing Rules and Regulations;

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2. One (1) original and two (2) copies of a lease dated September 1, 1989 (the "Canadian Pacific Lease") between the Company, as lessor and Canadian Pacific Limited, as lessee, a primary document as defined in the foregoing Rules and Regulations; and

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3. Three (3) original Indenture Supplements dated as of July 3, 1990 (the "Supplement") between the Company and the Trustee, a secondary document as defined in the foregoing Rules and Regulations.

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The Indenture was filed and recorded under recordation number 10736 on August 13, 1979, and supplemented by a lease dated November 10, 1978, between the Company and Ideal Basic Industries, Inc. under recordation number 10736-A.

C. J. Korndorfer

Secretary
Interstate Commerce Commission
July 3, 1990
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The addresses of the parties to the enclosed document are:

1. Texasgulf Lease:

Lessor: Trinity Railcar Leasing Corporation
2525 Stemmons Freeway
Dallas, Texas 75207

Lessee: Texasgulf, Inc.
High Ridge Park
Stamford, CT 06904

2. Canadian Pacific Lease:

Lessor: Trinity Railcar Leasing Corporation
2525 Stemmons Freeway
Dallas, Texas 75207

Lessee: Canadian Pacific Limited
Windsor Station
Montreal, PQ H3C 3E4

3. Supplement:

Company: Trinity Railcar Leasing Corporation
2525 Stemmons Freeway
Dallas, Texas 75207

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

A description of the railroad equipment covered by (i) the Texasgulf Lease is set forth in Exhibit A hereto, (ii) the Canadian Pacific Lease is set forth in Exhibit B hereto and (iii) the Supplement is set forth in Exhibit C 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 \$45.00 to cover the required recordation fees.

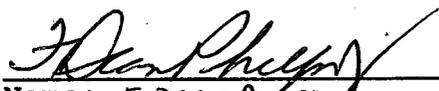
You are hereby authorized to deliver stamped copies of the enclosed documents not needed for your records to the representative of Alvord & Alvord who is delivering this letter and said enclosures to you.

Secretary
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Short summaries of the documents to appear in the Commission's Index File are as follows:

1. Primary Document. Lease dated July 10, 1989 between Trinity Railcar Leasing Corporation, Lessor, and Texasgulf, Inc., as Lessee, covering various railroad cars.
2. Primary Document. Lease dated September 1, 1989 between Trinity Railcar Leasing Corporation, Lessor, and Canadian Pacific Limited, as Lessee, covering various railroad cars.
3. Secondary Document. Indenture Supplement dated July 3, 1990 between Trinity Railcar Leasing Corporation and NCNB Texas National Bank, as Trustee (relating to Indenture dated as of August 15, 1979 between Trinity Railcar Leasing Corporation and NCNB Texas National Bank, Assignee of the Federal Deposit Insurance Corporation, as Receiver of First Republic Bank Dallas, N.A. (formerly named Republic National Bank of Dallas), as Trustee), covering various railroad cars.

TRINITY RAILCAR LEASING
CORPORATION


Name: F. DEAN PHELPS, JR.
Title: VICE PRESIDENT

MMH:sb
Enclosures
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JUL 24 1990 -2 05 PM

(8/15/79 Indenture)

INTERSTATE COMMERCE COMMISSION

INDENTURE SUPPLEMENT

Indenture Supplement, dated as of July 3, 1990, between TRINITY RAILCAR LEASING CORPORATION, a Delaware corporation (the surviving corporation in a merger between Trinity Railcar Leasing Corporation, a Delaware corporation and Trinity Railcar Leasing Corporation, a Texas corporation) (the "Company") and NCNB Texas National Bank, Assignee of the Federal Deposit Insurance Corporation, as Receiver of First Republic Bank Dallas, N.A. (formerly named Republic National Bank of Dallas), as Trustee under the Indenture described below (the "Trustee").

W I T N E S S E T H :

WHEREAS, the Indenture dated as of August 15, 1979, as amended from time to time as contemplated therein (herein, as so amended from time to time, called the "Indenture") between the Company and the Trustee, provides for the execution and delivery from time to time to the Trustee under the Indenture of supplements thereto substantially in the form hereof, each of which shall particularly describe one or more items of Equipment or Leases (such terms and other defined terms in the Indenture being herein used with the same meanings) for the purpose of subjecting such Equipment and/or Leases to the Lien of the Indenture.

WHEREAS, the Indenture grants to the Trustee thereunder a first and prior Lien as to all of the Company's right, title and interest on (i) all Equipment, (ii) the Lease and all Equipment Receivables and (iii) all proceeds of the foregoing.

WHEREAS, there exists a lease dated November 10, 1978 between the Company, as lessor, and Ideal Basic Industries, Inc., as lessee, covering various rail cars subject to the Indenture (the "Lease"); and

WHEREAS, the Lease has been terminated; and

WHEREAS, certain of the rail cars subject to the Lease have been leased, pursuant to (i) that certain lease dated September 1, 1989 between the Company, as lessor, and Canadian Pacific Limited, as lessee, and (ii) that certain lease dated July 10, 1989 between the Company, as lessor, and Texasgulf, Inc., as lessee (collectively, the "New Leases"); and

WHEREAS, the Company wishes to supplement the Indenture in order to reflect the termination of the Lease and the creation of the New Leases and to grant the Trustee a lien and security

interest in the Company's rights under the New Leases, all in accordance with the terms and provisions of the Indenture.

NOW, THEREFORE, this Supplement witnesseth, that, to secure the payment in full of the Notes and the performance of the covenants in the Indenture and herein, and in consideration of the premises and of the sum of \$1.00 paid by the Trustee to the Company, the receipt whereof is hereby acknowledged, the Company by these presents does mortgage, pledge, assign and grant a security interest in, unto the Trustee, all right, title and interest whatsoever of the Company in and to (i) the New Leases described in Annex A attached hereto and made a part hereof insofar (and only insofar) as such New Leases cover the rail cars described in Annex A hereto, and (ii) all proceeds thereof.

The Company, however, shall remain liable to observe and perform all of the conditions and covenants provided to be observed or performed by it in such New Leases, and neither the Trustee nor the Noteholders shall be responsible or liable in any manner or to any extent for the observance or performance of any of such conditions or covenants.

TO HAVE AND TO HOLD the aforesaid property unto the Trustee and its successors and assigns forever, in trust and for the uses and purposes and subject to the covenants and conditions set forth in the Indenture.

This Supplement shall be construed as supplemental to the Indenture and shall form a part thereof and the Indenture is hereby incorporated by reference herein and is hereby ratified, approved and confirmed.

THIS SUPPLEMENT IS BEING DELIVERED IN THE STATE OF NEW YORK AND THE RIGHTS OF THE PARTIES SHALL BE GOVERNED BY AND CONSTRUED AND ENFORCED IN ACCORDANCE WITH THE LAWS OF THE STATE OF NEW YORK.

This Supplement may be executed by the Company in separate counterparts, each of which when so executed and delivered is an original, but all such counterparts shall together constitute but one and the same Supplement.

IN WITNESS WHEREOF, the Company has caused this Supplement to be duly executed by its officers thereunto duly authorized, as of the date and year first above written.

TRINITY RAILCAR LEASING CORPORATION

[Corporate Seal]

By *Alan Phelps*
Vice President

Attest:

Neil Q Shoen
Assistant Secretary

NCNB TEXAS NATIONAL BANK

[Corporate Seal]

By *M. Speil*
Title: Vice President

Attest:

Vance Lindpro
Title: ASSISTANT VICE PRESIDENT

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STATE OF TEXAS

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COUNTY OF DALLAS

On this 9th 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 RAILCAR LEASING CORPORATION, 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
Comm. Exp. — December 11, 1990
STATE OF TEXAS

Karen K. Gough
Notary Public

My Commission Expires:

[SEAL]

STATE OF TEXAS

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COUNTRY OF DALLAS

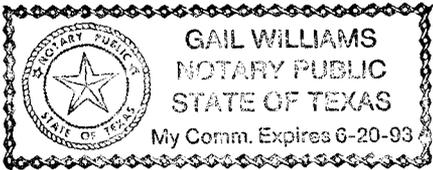
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On this 16th day of July, 1990, before me personally appeared LINDA MCNEIL, to me personally known, who being by me duly sworn, says that he/she is a Vice President/Trust Officer of NCNB TEXAS NATIONAL BANK, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, hat 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.

Gail Williams
Notary Public

My Commission Expires:
6-20-93
[SEAL]



ANNEX A

1. Lease dated as of September 1, 1989 between Trinity Railcar Leasing Corporation and Canadian Pacific Limited, covering fifty-four (54) 4,750 cubic foot covered triple hopper cars marked TRNX and numbered:

500043 - 500049, 500051 - 500085, 500087, 500088, 500090, 500091,
500094 - 500098, 500800, 500801, 500803

2. Lease dated July 10, 1989 between Trinity Railcar Leasing Corporation and Texasgulf, Inc., covering forty (40) covered triple hopper cars equipped with trough hatches and gravity outlet gates marked TRNX and numbered:

500000 - 500003, 500005 - 500009, 500011 - 500019, 500021 - 500042