

0100567087

TRINITY INDUSTRIES LEASING COMPANY

A Subsidiary of Trinity Industries, Inc.



RECORDATION NO. 14515-M-9
FILED 1404

MAR 17 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

MAR 21 3 09 PM '95
LICENSING BRANCH

RE: Documents for Recordation
Trinity Industries Leasing Company
Equipment Trust (Series 3)

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 Fifth 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 Fifth Supplement, Assignment and Bill of Sale referenced in paragraphs 1, 2 and 3, above, relate to the Equipment Trust Agreement dated as of December 15, 1984 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 14515 on December 27, 1984, along with an Assignment and Bill of Sale under Recordation Nos. 14515-A and 14515-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. 14515-F on November 29, 1989, along with an Assignment and Bill of Sale under Recordation Nos. 14515-E and 14515-G, respectively; the Second 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. 14515-I on September 1, 1993 along with an Assignment and Bill of Sale under Recordation Nos. 14515-J and 14515-K, and the Third Supplement to Equipment Trust Agreement dated as of August 30, 1994, between the Company and the Bank, as Successor Trustee, which was filed and recorded under Recordation No. 14545-E on August 30, 1994, along with Assignment and Bill of Sale under Recordation Nos. 14545-F and 14545-G, and the Fourth Supplement to Equipment Trust Agreement dated as of September 23, 1994, between the Company and the Bank, as Successor Trustee, which was filed and recorded under Recordation No. 14545-I on September 28, 1994, along with Assignment and Bill of Sale under Recordation Nos. 14545-J & 14545-K, respectfully.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to One Hundred Seventy Nine (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 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 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 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.

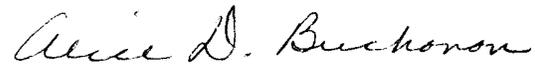
A short summary of the documents appear in the index follows:

- (a) Primary Documents. (i) Fifth Supplement to Equipment Trust Agreement, a primary document, dated as of March 17, 1995, between the Company (as vendor and lessee), and the Bank, as Trustee, and covering Ninety (90) railroad cars, and (ii) Assignment, a primary document, dated March 17, 1995,

between the Company (as Assignor), and the Bank, as Trustee, and covering Ninety (90) 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 Fifth 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 December 15, 1984 referred to above.

Very truly yours,



Alice D. Buchanan
Paralegal

Enclosures



Interstate Commerce Commission
Washington, D.C. 20423-0001

3/21/95

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 3/21/95 at 3:10PM, and assigned recordation number(s). 14515-M-F, 15195-Q-T, 16017-TT-WW, 17848-F-I and 18275-C-F.

Sincerely yours,

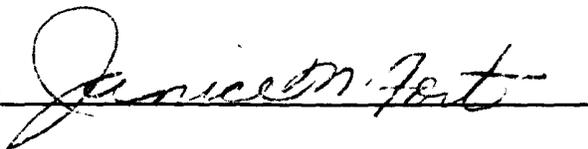

Vernon A. Williams
Secretary

Enclosure(s)

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(0100567084)
(0100567085)
(0100567086)
(0100567087)

\$ 420.00 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



14515-M
MARCH 17 1995 4:15 PM

**Fifth SUPPLEMENT
TO EQUIPMENT TRUST AGREEMENT**

(TRINITY INDUSTRIES LEASING COMPANY EQUIPMENT TRUST SERIES 3)

Dated as of March 17, 1995

Between

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

AND

TRINITY INDUSTRIES LEASING COMPANY

Fifth SUPPLEMENT dated as of March 17, 1995 (herein called this "Fifth Supplement"), to the Equipment Trust Agreement dated as of December 15, 1984 (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 successor Trustee (hereinafter in such capacity called the "Trustee").

PRELIMINARY STATEMENT

A. The Trust Agreement was filed with the Interstate Commerce Commission (the "ICC") on December 27, 1984 under Recordation No. 14515.

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. 14515-F. The Second 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. 14515-I. The Third Supplement to the Trust Agreement, dated August 30, 1994, between the Company and the Trustee filed with the ICC on August 30, 1994, under Recordation No. 14545-E. The Fourth 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. 14545-I.

C. The Company has, pursuant to Section 4.05(a) of the Trust Agreement, issued its Request that the Trustee assign to the Company the following leases: Thirty (30) railcars covered by the existing Lease Agreement dated February 15, 1980, between Trinity Industries Leasing Company and Ashland Petroleum Company (Partial Rider 17); Seven (7) railcars covered by the existing Lease Agreement dated February 15, 1980, between Trinity Industries Leasing Company and Ashland Petroleum Company (Partial Rider 17)(Such cars were previously subject to the Railroad Car Lease Agreement described in paragraph 8 of Exhibit A to Equipment Trust Agreement dated as of December 15, 1984); Sixty Two (62) railcars covered by the existing Lease Agreement dated February 15, 1980, between Trinity Industries Leasing Company and Ashland Petroleum Company (Partial Rider 16); Twenty (20) 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 and Chemical Co.)(Rider 3); Sixty (60) railcars covered by the existing Lease Agreement dated August 30, 1991, between Trinity Industries Leasing Company and ICAN Energy Company (Partial Rider 1), described in Exhibit A to the Trust Agreement (the "Assigned Equipment").

D. Pursuant to Section 4.05(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 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, Second Supplement, Third Supplement, Fourth Supplement and this Fifth 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:



Assistant Secretary

[SEAL]

By:


K. W. Lewis

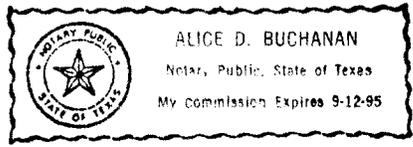
Senior Vice President

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 Alice D. Buchanan

My Commission Expires: _____



NATIONSBANK OF TEXAS, N.A.,
Successor Trustee

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

Attest:
[Signature]
Assistant Secretary
[SEAL]

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: _____

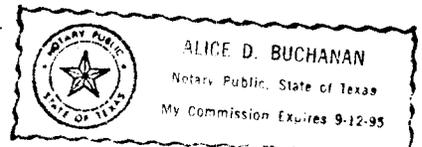


EXHIBIT A

1. Railroad Car Net Lease Agreement, dated May 17, 1979, between Trinity Industries Leasing Company and Cargill, Inc. covering the following described railroad cars (Rider 14):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
25	20,110 Gal. 105A500W Tank Cars	TILX 400321-400345

2. Railroad Car Net Lease Agreement, dated December 13, 1994, between Trinity Industries Leasing Company and South Orient Railroad Company, Ltd. covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	70 Ton Five-Unit Articulated Spine Cars	SO 1000-1009

3. Railroad Car Lease Agreement, dated June 4, 1984, between Trinity Industries Leasing Company and Nova Investments (U.S.) Inc. covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
32	34,000 Gal. 112J340W Tank Cars	TILX 300265-300271,300273-300289 300291,300293-300299

4. Railroad Car Net Lease Agreement, dated August 25, 1994, between Trinity Industries Leasing Company and Excel Railcar Corporation covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
2	2,950 cu.ft. Lo Covered Hopper Cars	ERCX 9484,9485

EXHIBIT A

(Continued)

5. 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>
21	29,947 Gal. 111A100W1 Tank Cars	TILX 190252,190257-190259 190261-190277

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>
25 Tank Cars	105A500W	20,110 Gal.	TILX 400321-400345	12/94
10 Spine Cars	Five-Unit	70-Ton	SO 1000-1009	12/94
32 Tank Cars	112J340W	34,000 Gal.	TILX 300265-300271,300273-300289 300291,300293-300299	1/80
2 Hopper Cars	Lo	2,950 cu.ft.	ERCX 9484,9485	12/94
21 Tank Cars	111A100W1	29,947 Gal.	TILX 190252,190257-190259 190261-190277	2/95