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McGLINCHEY STAFFORD LANG

A LAW CORPORATION

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RECORDATION NO. 18075-D FILED 1425
MAR 28 1994 -2 05 PM
INTERSTATE COMMERCE COMMISSION

March 25, 1994 RECORDATION NO. 18075-K FILED 1425

MAR 28 1994 -2 05 PM

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

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 18075-K FILED 1425

MAR 28 1994 -2 05 PM

RE: Documents for Recordation
Trinity Industries Leasing Company
Equipment Trust (Series 10 - 3rd Supplement)

INTERSTATE COMMERCE COMMISSION
RECEIVED THE OFFICE OF THE SECRETARY
MAR 28 1994 2 05 PM
ICE IN BRICH

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 Third Supplement to Equipment Trust Agreement, a primary document, dated as of March 25, 1994, between Trinity Industries Leasing Company (the "Company") and NationsBank of Texas, N.A., as Trustee (the "Bank");
2. Two (2) executed originals of an Assignment, a primary document, dated March 25, 1994, 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 25, 1994, 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 25, 1994 between the Bank, as Trustee ("Seller") and Trinity Industries Leasing Company ("Buyer").

The enclosed Third Supplement, Assignment and Bill of Sale referenced in paragraphs 1, 2 and 3, above, relate to the Equipment Trust Agreement dated as of December 30, 1992 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 18075 on December 31, 1992, along with an Assignment and Bill of Sale under Recordation Nos. 18075-A and 18075-B, respectively; the First Supplement to Equipment Trust

Michael Peters

C. Countryman

RECORDATION NO. 18075-M FILED 1425
MAR 28 1994 -2 05 PM
INTERSTATE COMMERCE COMMISSION

[Handwritten signature]

McGLINCHEY STAFFORD LANG
A LAW CORPORATION

Secretary
March 25, 1994
Page 2

Agreement dated as of March 26, 1993 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 18075-C on March 29, 1993, along with an Assignment and Bill of Sale under Recordation Nos. 18075-D and 18075-E, respectively; and the Second Supplement to Equipment Trust Agreement dated as of September 24, 1993 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 18075-F on September 27, 1993, along with an Assignment and Bill of Sale under Recordation Nos. 18075-G and 18075-H, respectively.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to 84 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 Third 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 Third Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Third 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) Third Supplement to Equipment Trust Agreement, a primary document, dated as of March 25, 1994, between the Company (as vendor and lessee), and the Bank, as Trustee, and covering seventy-two (72) railroad cars, and (ii) Assignment, a primary document, dated March 25, 1994, between the Company (as Assignor),

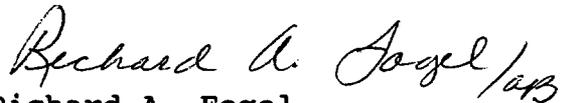
McGLINCHEY STAFFORD LANG
A LAW CORPORATION

Secretary
March 25, 1994
Page 3

and the Bank, as Trustee, and covering seventy-two (72) railroad cars.

- (b) Secondary Documents. Bill of Sale, a secondary document, dated March 25, 1994, between the Company (as Seller), and the Bank, as Trustee (as Buyer), and covering various railroad cars, and connected to the Third Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated March 25, 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 December 30, 1992 referred to above.

Very truly yours,



Richard A. Fogel

RAF:ps
Enclosures

DDD050BE

EXHIBIT A

1. Railroad Car Net Lease Agreement, dated January 1, 1994, between Trinity Industries Leasing Company and Exxon Chemical Americas, covering the following described railroad cars (Partial Rider 5):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
45	5,851 cu.ft. Lo Covered Hopper Cars	ECUX 867025,867028,867030 867032-867035(inclusive) 867037-867041(inclusive) 867043-867053(inclusive) 867055-867059(inclusive) 867061-867077(inclusive)

2. 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>
13	5,125 cu.ft. Lo Covered Hopper Cars	TILX 5243,5247,5253,5257 5261-5268(inclusive) 5270

3. Railroad Car Lease Agreement, dated September 11, 1986, between Trinity Industries Leasing Company and Occidental Chemical Corporation covering the following described railroad cars (Partial Rider 6):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
14	14,298 Gal. 111A100W1 Hopper Cars	TILX 150041-150050(inclusive) 150053,150054 150060,150062

Interstate Commerce Commission
Washington, D.C. 20423

3/38/94

OFFICE OF THE SECRETARY

Richard A Fogel

Mc Glinchey 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 3/28/94 at 2:05pm, and assigned
recording number(s). 18075-J, 18075-K 18075-L 18075-M

Sincerely yours,

Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

RECORDATION NO. 18075 FILED 1425

MAR 28 1994 -2 05 PM

INTERSTATE COMMERCE COMMISSION

**THIRD SUPPLEMENT
TO EQUIPMENT TRUST AGREEMENT**

(TRINITY INDUSTRIES LEASING COMPANY EQUIPMENT TRUST SERIES 10)

Dated as of March 25, 1994

Between

NATIONSBANK OF TEXAS, N.A.,
TRUSTEE

AND

TRINITY INDUSTRIES LEASING COMPANY

THIRD SUPPLEMENT dated as of March 25, 1994 (herein called this "Third Supplement"), to the Equipment Trust Agreement dated as of December 30, 1992 (hereinafter called the "Trust Agreement"), between TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation (hereinafter called the "Company") and NATIONSBANK OF TEXAS, N.A., 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 December 31, 1992 under Recordation No. 18075.

B. The First Supplement to the Trust Agreement, dated March 26, 1993, between the Company and the Trustee was filed with the ICC on March 29, 1993, under Recordation No. 18075-C. The Second Supplement to the Trust Agreement dated September 24, 1993, between the Company and Trustee was filed with the ICC on September 27, 1993, under recordation number 18075-F.

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 84 units of Equipment covered by the Existing Lease with Ace Cogeneration Company dated October 16, 1992 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 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 Third 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 and this Supplement.

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

6. This Third 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. Shroyer
Assistant Secretary

By: Ken W. Lewis
Senior Vice President

[SEAL]

NATIONSBANK OF TEXAS, N.A., Trustee

Attest:
Patricia L. Astor

By: Linda McNeil
Name: Linda McNeil
Title: Vice President

[SEAL]

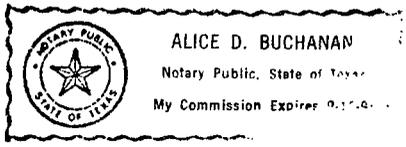
STATE OF TEXAS §
 § ss.
COUNTY OF DALLAS §

On this 25th day of March, 1994, before me personally appeared Ken 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: 9-12-95

STATE OF TEXAS §
 § ss.
COUNTY OF DALLAS §



On this 25th day of March, 1994, 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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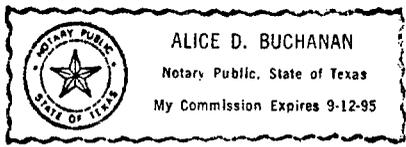


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2. Railroad Car Net Lease Agreement, dated April 13, 1983, between Trinity Industries Leasing Company and A. E. Staley Manufacturing Company, covering the following described railroad cars (Partial Rider 12):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
13	5,125 cu.ft. Lo Covered Hopper Cars	TILX 5243,5247,5253,5257 5261-5268(inclusive) 5270

3. Railroad Car Lease Agreement, dated September 11, 1986, between Trinity Industries Leasing Company and Occidental Chemical Corporation covering the following described railroad cars (Partial Rider 6):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
14	14,298 Gal. 111A100W1 Hopper Cars	TILX 150041-150050(inclusive) 150053,150054 150060,150062

EXHIBIT B

Series 10(3)

DESCRIPTION OF TRUST EQUIPMENT

Quantity and Type	Class	Capacity	Initialed Car Numbers	Earliest Service
45 Hopper Cars	Lo	5,851 cu. ft.	ECUX 867025,867028,867030 867032-867035 (inclusive) 867037-867041 (inclusive) 867043-867053 (inclusive) 867055-867059 (inclusive) 867061-867077 (inclusive)	3/94
13 Hopper Cars	Lo	5,125 cu. ft.	TILX 5243,5247 5253,5257 5261-5268 (inclusive) 5270	2/94
14 Tank Cars	111A100W1	14,298 Gal.	TILX 150041-150050 (inclusive) 150053,150054 150060,150062	2/94