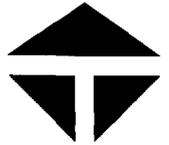


TRINITY INDUSTRIES LEASING COMPANY

A Subsidiary of Trinity Industries, Inc.



September 26, 1994

RECORDATION NO. 14864-3 K L M FILED 1425

SEP 28 1994 -3 05 PM

INTERSTATE COMMERCE COMMISSION

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 4, Second Supplement)

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 Second Supplement to Equipment Trust Agreement, a primary document, dated as of September 22, 1994, between Trinity Industries Leasing Company and Bankers Trust Company, as successor Trustee;
- 2. Two (2) executed originals of an Assignment, a primary document, dated September 22, 1994, between Trinity Industries Leasing company ("Assignor") and Bankers Trust Company, as successor Trustee ("Assignee");
- 3. Two (2) executed originals of a Bill of Sale, a secondary document, dated September 22, 1994, between Trinity Industries Leasing Company ("Seller") and Bankers Trust Company, as successor Trustee ("Buyer"); and
- 4. Two (2) executed originals of a Bill of Sale, a secondary document, dated September 22, 1994 between Bankers Trust Company, as successor Trustee ("Seller") and Trinity Industries Leasing Company ("Buyer").

The enclosed Second Supplement, Assignment and Bill of Sale referenced in paragraphs 1, 2 and 3, above, relate to the Equipment Trust Agreement dated as of November 15, 1985 between Trinity Industries Leasing Company and Bankers Trust Company, as successor Trustee, which was filed and recorded under Recordation No. 14864 on December 18, 1985, along with an Assignment and Bill of Sale

Michael Peters
Quincy Parts

under Recordation Nos. 14684-A and 14864-B, respectively; the First Supplement to Equipment Trust Agreement dated as of August 13, 1992 between Trinity Industries Leasing Company and Bankers Trust Company, as successor Trustee, which was filed and recorded under Recordation No. 14684-H on August 20, 1992, along with an Assignment and Bill of Sale under Recordation Nos. 14684-G and 14684-I, respectively.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to Six (6) railcars and the lease thereof subject to the said Equipment Trust Agreement that were released from the Equipment Trust and assigned by the said successor Trustee to Trinity Industries Leasing 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 Bankers Trust Company, the successor Trustee is Four Albany Street, New York, New York 10015.

The railroad equipment covered by the Second 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 Second Supplement to Equipment Trust Agreement).

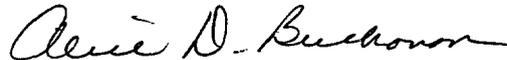
You are hereby authorized to deliver any unneeded copies of the Second Supplement to Equipment Trust Agreement, the Assignment and the Bills of Sale, with the filing date noted thereon, following recordation thereof, to the representative of Washington Service Bureau who is delivering this letter and said enclosures to you.

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

- (a) Primary Documents. (i) Second Supplement to Equipment Trust Agreement, a primary document, dated as of September 22, 1994, between Trinity Industries Leasing Company (as vendor and lessee), and Bankers Trust Company, as successor Trustee, and covering Four (4) railcars, and (ii) Assignment, a primary document, dated September 22, 1994, between Trinity Industries Leasing Company (as Assignor), and Bankers Trust Company, as successor Trustee, and covering Four (4) railcars.
- (b) Secondary Documents. Bill of Sale, a secondary document, dated September 22, 1994, between Trinity Industries

- (b) Secondary Documents. Bill of Sale, a secondary document, dated September 22, 1994, between Trinity Industries Leasing Company (as Seller), and Bankers Trust Company, as successor Trustee (as Buyer), and covering various railroad cars, and connected to the Second Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated September 22, 1994, between Bankers Trust Company, as successor Trustee (Seller) and Trinity Industries Leasing Company (Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement dated as of November 15, 1985 referred to above.

Very truly yours,



Alice D. Buchanan
Paralegal

:ab
series.4-2

Enclosures

ICC-LTR.4-2

EXHIBIT A

1. 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):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	4,750 cu.ft. Lo Covered Hopper Cars	TILX 511572

2. Railroad Car Lease Agreement, dated March 29, 1985, between Trinity Industries Leasing Company and Exxon Chemical Americas covering the following described railroad cars (Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
3	5,850 cu.ft. Lo Covered Hopper Cars	TILX 58022-58024(inclusive)

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INTERSTATE COMMERCE COMMISSION

**SECOND SUPPLEMENT
TO EQUIPMENT TRUST AGREEMENT**

(TRINITY INDUSTRIES LEASING COMPANY EQUIPMENT TRUST SERIES 4)

Dated as of September 22, 1994

Between

BANKERS TRUST COMPANY, SUCCESSOR TRUSTEE

AND

TRINITY INDUSTRIES LEASING COMPANY

SECOND SUPPLEMENT TO EQUIPMENT TRUST AGREEMENT dated as of September 22, 1994, (herein called this "Second Supplement") between TRINITY INDUSTRIES LEASING COMPANY, a Delaware Corporation (hereinafter called the "Company") and BANKERS TRUST COMPANY, a New York banking corporation (in its capacity as successor trustee under the Trust Agreement, hereinafter called "Trustee").

PRELIMINARY STATEMENT

A. The Company and MBank Dallas, National Association ("Mbank"), as original Trustee, entered into the Equipment Trust Agreement dated as of November 15, 1985 (as supplemented or amended to the date hereof, hereinafter call the "Trust Agreement").

B. All of the corporate trust business of Mbank was assigned to the Deposit Insurance Bridge Bank, National Association (herein called "DIBB") by the Federal Deposit Insurance Corporation, as receiver for Mbank, and pursuant to an Instrument of Resignation, Appointment and Acceptance dated as of April 17, 1989 among the Company, DIBB and Bankers Trust Company was appointed as successor Trustee.

C. The Trust Agreement was filed with the Interstate Commerce Commission (the "ICC") on December 18, 1985, under Recordation No. 14864.

D. The First Supplement to the Trust Agreement, dated August 13, 1992, between the Company and the Successor Trustee was filed with the ICC on August 20, 1992, under Recordation No. 14864-H.

E. Pursuant to the terms of a Purchase Agreement dated as of November 15, 1985 (hereinafter called the "Purchase Agreement"), among the Company and Trinity Industries, Inc., a Delaware corporation, and each of the institutional investors named in Schedule A thereto (such investors herein collectively called the "Purchasers"), the Purchasers have each purchased Equipment Trust Certificates issued or to be issued under the Trust Agreement.

F. 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 rail cars contained in Exhibit A hereto and by adding to Exhibit B to the Trust Agreement the descriptions of Existing Leases contained in Exhibit B hereto; and in accordance with Section 4.02 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; and such rail cars shall be included in the trust

contained in Exhibit B hereto; and in accordance with Section 4.02 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; and such rail cars shall be included in the trust created under the Trust Agreement and be 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 Second 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 Second Supplement.

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

6. This Supplement shall in all respects be governed by, and construed and enforced in accordance with, the laws of the State of Illinois (including the conflicts of laws rules), including all matters of construction, validity and performance.

7. The recitals herein are those of the Company and not the Trustee.

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

By: _____


F. Dean Phelps
Vice President

Attest:

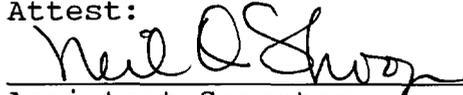

Assistant Secretary
[SEAL]

EXHIBIT A

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<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	4,750 cu.ft. Lo Covered Hopper Cars	TILX 511572

2. Railroad Car Lease Agreement, dated March 29, 1985, between Trinity Industries Leasing Company and Exxon Chemical Americas covering the following described railroad cars (Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
3	5,850 cu.ft. Lo Covered Hopper Cars	TILX 58022-58024(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>
1 Hopper Car	Lo	4,750 cu.ft.	TILX 511572	1/80
3 Hopper Cars	Lo	5,850 cu.ft.	TILX 58022-58024(inclusive)	12/88