

INTERSTATE COMMERCE COMMISSION

THIS SUPPLEMENT TO EQUIPMENT TRUST AGREEMENT dated as of September 16, 1992, (the "Supplement"), between NationsBank of Texas, N.A., a national banking association, as Trustee (the "Trustee"), and Trinity Industries Leasing Company, a Delaware corporation (the "Company").

WHEREAS, the Company and the Trustee have entered into that certain Equipment Trust Agreement dated as of June 30, 1992 (the "Agreement"), which provided for the Company's sale, transfer and delivery to the Trustee of 505 units of railroad equipment described therein;

WHEREAS, the Agreement provided for title to such railroad equipment to be vested in the Trustee and leased to the Company, subject to the Existing Leases between the Company and various lessees;

WHEREAS, pursuant to the Agreement, the Company issued and sold to NationsBanc Leasing Corporation of Georgia \$25,000,000 of principal amount of Trinity Industries Leasing Company 8.24% Equipment Trust Certificates due June 30, 2002 (Series 9) (the "Trust Certificates") which amount was received by the Trustee on June 30, 1992, to be delivered by the Trustee pursuant to the Agreement to the Company to reimburse the Company for up to 80% of the Cost of the Trust Equipment;

WHEREAS, pursuant to the Trustee Bill of Sale and the Assignment dated as of June 30, 1992, 482 units of railroad equipment described in the Trustee Bill of Sale and the Assignment of the Existing Leases, were transferred to the Trustee and \$23,755,926.60 was delivered by the Trustee to the Company to reimburse the Company for up to 80% of the Cost of the Trust Equipment covered by such Trustee Bill of Sale;

WHEREAS, the remaining 23 units of railroad equipment described in the Agreement, but not conveyed by the Trustee Bill of Sale dated as of June 30, 1992, have now been delivered to the lessees under the Existing Leases and, pursuant to Section 5.02 of the Agreement, such equipment is to be included as part of the Trust Equipment by Supplement to the Agreement and such equipment is described in Exhibit "A" attached hereto and is subject to the Existing Leases described in Exhibit "B" attached hereto (the "Additional Equipment"); and

WHEREAS, in accordance with Sections 4.02 and 4.03 of the Agreement, the Company has issued its Request that the Trustee pay to the Company out of Deposited Cash the amount of \$1,244,074.40 that is not in excess of 80% of the aggregate Cost of the Trust Equipment described in Exhibit A hereto.

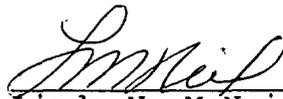
NOW, THEREFORE, in consideration of the mutual covenants and promises herein contained and other good and valuable consideration, the parties hereto hereby agree as follows:

1. Upon execution of this Supplement to the Agreement, the Company shall sell, assign and transfer to the Trustee, the Additional Equipment described in Exhibit A hereto. The Company shall deliver to the Trustee a Bill of Sale and an Assignment with respect to such Additional Equipment. Upon transfer of such Additional Equipment to the Trustee (or its agent) pursuant to Sections 4.01 and 4.03 of the Agreement, the Trustee shall pay, upon Request, to the Company out of Deposited Cash the amount of \$1,244,074.40, being an amount not in excess of 80% of the aggregate Cost of such Additional Equipment transferred to the Trustee (or its agent) pursuant to this Supplement.
2. As set forth in Section 4.03 of the Agreement, the Company shall deliver the Supporting Papers to the Trustee.
3. Terms used and not otherwise defined herein shall have the respective meanings ascribed to such Terms used in the Agreement.

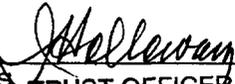
IN WITNESS WHEREOF, the Company and the Trustee have caused their names to be signed hereto by their respective officers thereunto duly authorized, and to be duly attested by one of its authorized officers by such officer's signature, as of the day and year first written.

NATIONSBANK OF TEXAS, N.A.,
Trustee

By: _____


Linda N. McNeil
Vice President

ATTEST:



Its TRUST OFFICER

Trinity Industries Leasing Company

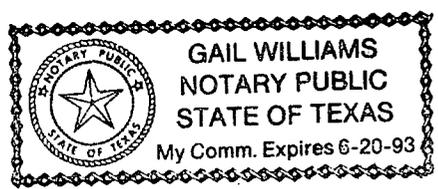
By: *K.W. Lewis*
K.W. Lewis
Senior Vice President

ATTEST:
Neil Q. Shroyer
Assistant Secretary

STATE OF TEXAS)
) ss.
COUNTY OF DALLAS)

On this 17th day of September, 1992, 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., a national banking association, 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 association.

[Seal]
Gail Williams
Signature of Notary Public
My Commission Expires: _____



STATE OF TEXAS)
) ss.
COUNTY OF DALLAS)

On this 16 day of September, 1992, 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, a Delaware 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

acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

[Seal]

Richard A. Fogel
Signature of Notary Public

My Commission Expires: _____

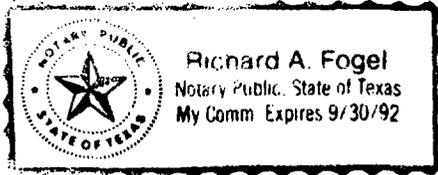


EXHIBIT A

QUANTITY & TYPE	CLASS	CAPACITY	INITIALED CAR NUMBERS	DATE OF EARLIEST SERVICE	TERM OF LEASE	MONTHLY RENTAL
4 TANK CARS	111A100W1	25,498 GAL	TILX 250133-250136	JUL 92	10 YRS	2,152
9 TANK CARS	105J500W	17,368 GAL	TILX 400227-400235	JUN 92	5 YRS	7,281
10 HOPPER CARS	LO	5,125 CU FT	TILX 5171-5180	JUL 92	5 YRS	7,750
23						17,183

EXHIBIT B

1. Railroad Car Lease Agreement, dated April 2, 1992, between Trinity Industries Leasing Company and AG Processing Inc. covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
4	25,498 Gal. 111A100W1 Tank Cars	TILX 250133-250136

2. Railroad Car Lease Agreement, dated March 3, 1992, between Trinity Industries Leasing Company and Buckman Laboratories, Inc. covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
9	17,368 Gal. 105J500W Tank Cars	TILX 400227-400235

3. Railroad Car Lease Agreement, dated May 7, 1990, between Trinity Industries Leasing Company and Minnesota Corn Processors, Inc. covering the following described railroad cars (Rider 8):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	5,125 Cu. Ft. LD Covered Hopper Cars	TILX 5171-5180