

McGLINCHEY STAFFORD LANG
A PROFESSIONAL LIMITED LIABILITY COMPANY

RECORDATION NO. 17848-R, S, T, U
FILED 1/1/96
DEC 19 1996 - 11 30 AM

NEW ORLEANS
HOUSTON
BATON ROUGE
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JACKSON
FORT SMITH
LAKE PROVIDENCE

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DALLAS, TEXAS 75207

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DIRECT DIAL:

December 10, 1996

Secretary
Surface Transportation Board
Twelfth Street & Constitution Avenue N.W.
Washington, D.C. 20423
Attention: Recordation, Room 2311

RE: Documents for Recordation
Trinity Industries Leasing Company
Equipment Trust (Series 9-5)

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 Surface Transportation Board ("STB") 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 December 5, 1996, between Trinity Industries Leasing Company (the "Company") and The Bank of New York, as Successor Trustee (the "Bank");
2. Two (2) executed originals of an Assignment, a primary document, dated December 5, 1996, between the Company ("Assignor") and the Bank, as Successor Trustee ("Assignee");
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated December 5, 1996, between the Company ("Seller") and the Bank, as Successor Trustee ("Buyer"); and
4. Two (2) executed originals of a Bill of Sale, a secondary document, dated December 5, 1996, between the Bank, as Successor 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 June 30, 1992 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 17848 on July 1, 1992, along with an Assignment and Bill of Sale under Recordation Nos. 17848-B and 17848-A, respectively; the Second Supplement to Equipment Trust Agreement dated as of March 17, 1995, between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 17848-F on March 21, 1995, along with Assignment and Bill of Sale

Counterpart - Michael Perotti

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BOARD

Dec 19 11 32 AM '96

LAURENCE J. MCGINCHY
A FIDELITY & BOND COMPANY

TELEPHONE (212) 960-9700
FAX (212) 960-9700
RICKETTS BUILDING

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NEW YORK, NY 10038
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A FIDELITY & BOND COMPANY
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LAW OFFICES
McGLINCHEY STAFFORD LANG
A PROFESSIONAL LIMITED LIABILITY COMPANY

under Recordation Nos. 17848-G and 17848-H, respectfully; the Third Supplement to Equipment Trust Agreement dated as of September 25, 1995, between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 17848-J on September 25, 1995, along with Assignment and Bill of Sale under Recordation Nos. 17848-K and 17848-L, respectively; and the Fourth Supplement to Equipment Trust Agreement dated as of August 27, 1996, between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 17848-O on September 3, 1996, along with Assignment and Bill of Sale under Recordation Nos. 17848-P and 17848-Q, respectively.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to thirteen (13) railcars and the leases 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 101 Barclay, (21W), New York, NY 10286.

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 firm's check in the amount of \$84.00 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.

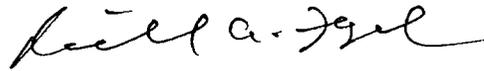
A short summary of the documents appear in the index follows:

- (a) Primary Documents. (i) Fifth Supplement to Equipment Trust Agreement, a primary document, dated as of December 5, 1996, between the Company (as vendor and lessee), and the Bank, as Successor Trustee, and covering Twelve (12) railcars, and (ii) Assignment, a primary document, dated December 5, 1996, between the Company (as Assignor), and the Bank, as Successor Trustee, and covering Twelve (12) railcars.
- (b) Secondary Documents. Bill of Sale, a secondary document, dated December 5, 1996, between the Company (as Seller), and the Bank, as Successor 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 December 5, 1996, between the Bank, as Successor Trustee (Seller) and the Company (Buyer), and covering various

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railroad cars, and connected to the Equipment Trust Agreement dated as of June 30, 1992 referred to above.

Very truly yours,



Richard A. Fogel

RAF:slg
Enclosures

EXHIBIT A

1. Railroad Car Net Lease Agreement, dated July 18, 1995, between Trinity Industries Leasing Company and Southern Illinois Railcar Company covering the following described railroad cars (Partial Rider 4):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
12	5161 cu. ft. Lo Covered Hopper Cars	SIRX 516400-516411

RECORDATION NO. 17848-R FILED 1996

DEC 19 1996 - 11 30 AM

**FIFTH SUPPLEMENT
TO EQUIPMENT TRUST AGREEMENT**

(TRINITY INDUSTRIES LEASING COMPANY EQUIPMENT TRUST SERIES 9)

Dated as of December 5, 1996

Between

**THE BANK OF NEW YORK,
Successor Trustee**

AND

TRINITY INDUSTRIES LEASING COMPANY

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, the Second Supplement, the Third Supplement, the Fourth Supplement, and this Fifth Supplement.

5. This 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 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 Supplement. It shall not be necessary in making proof of this 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 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 O. Shwartz
Assistant Secretary

By:

F. Dean Phelps
F. Dean Phelps
Vice President

[SEAL]

THE BANK OF NEW YORK, Successor Trustee

By:

Walter N. Gitlin
Name: WALTER N. GITLIN
Title: Vice President

Attest:

Paul Seal

STATE OF TEXAS

§
§ ss.
§

COUNTY OF DALLAS

On this 5th day of December, 1996, before me personally appeared F. Dean Phelps, to me personally known, who being by me duly sworn, says that he is the 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

Shannon L. Gray

My Commission Expires: _____



[SEAL]

STATE OF NEW YORK

§
§ ss.

COUNTY OF NEW YORK

§

On this 5th day of December, 1996, before me personally appeared WALTER N. GITLIN to me personally known, who being by me duly sworn, says that he is the Vice President of THE BANK OF NEW YORK, 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

William J. Casells

My Commission Expires: _____

WILLIAM J. CASSELLS
Notary Public, State of New York
No. 01CA5027729
Qualified in Bronx County
Certificate Filed in New York County
Commission Expires May 16, 1998

FIFTH SUPPLEMENT dated as of December 5, 1996 (herein called this "Fifth Supplement"), to the Equipment Trust Agreement dated as of June 30, 1992 (hereinafter called the "Trust Agreement"), between TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation (hereinafter called the "Company") and THE BANK OF NEW YORK, a New York Banking Corporation, as Successor Trustee (hereinafter in such capacity called the "Trustee").

PRELIMINARY STATEMENT

A. The Trust Agreement was filed with the Surface Transportation Board (the "STB") on July 1, 1992 under Recordation No. 17848.

B. The First Supplement to the Trust Agreement dated September 16, 1992, between the Company and the Trustee was filed with the STB on September 21, 1992, under Recordation No. 17848-D. The Second Supplement to the Trust Agreement dated March 17, 1995, between the Company and the Trustee was filed with the STB on March 21, 1995, under Recordation No. 17848-F. The Third Supplement to the Trust Agreement dated September 25, 1995, between the Company and the Trustee was filed with the STB on September 25, 1995, under Recordation No. 17848-J. The Fourth Supplement to the Trust Agreement dated August 27, 1996, between the Company and the Trustee was filed with the STB on September 3, 1996, under Recordation No. 17848-O.

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 Ten (10) railcars covered by the Existing Lease dated May 7, 1990, between Trinity Industries Leasing Company and Minnesota Corn Processors, Inc. (Rider 8) described in Exhibit A 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 Exhibits A & B 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.

EXHIBIT A

1. Railroad Car Net Lease Agreement, dated July 18, 1995, between Trinity Industries Leasing Company and Southern Illinois Railcar Company covering the following described railroad cars (Partial Rider 4):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
12	5161 cu. ft. Lo Covered Hopper Cars	SIRX 516400-516411

5

Series 9

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>
12 Hopper Cars	Lo	5161 cu. ft.	SIRX 516400-516411	03/96