

LAW OFFICES  
**McGLINCHEY STAFFORD LANG**  
A PROFESSIONAL LIMITED LIABILITY COMPANY

NEW ORLEANS  
HOUSTON  
BATON ROUGE  
LITTLE ROCK  
JACKSON  
FORT SMITH  
LAKE PROVIDENCE

2777 STEMMONS FREEWAY  
SUITE 925  
DALLAS, TEXAS 75207

TELEPHONE (214) 860-9700  
FAX (214) 860-9750  
DIRECT DIAL:

August 27, 1996

RECORDATION NO. 18275-L, M, N  
FILED 1425  
SEP 3 1996 - 1 55 PM  
INTERSTATE COMMERCE COMMISSION

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 11, Third Supplement)

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 Third Supplement to Equipment Trust Agreement, a primary document, dated as of August 27, 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 August 27, 1996, between the Company ("Assignor") and the Bank, as Trustee ("Assignee"); and
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated August 27, 1996, between the Company ("Seller") and the Bank, as Trustee ("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 June 24, 1993 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 18275 on June 25, 1993, along with an Assignment and Bill of Sale under Recordation Nos. 18275-A and 18275-B, and the First Supplement to Equipment Trust Agreement dated March 17, 1995 between the Company and the Bank, as Trustee which was filed with the ICC and recorded under Recordation No. 18275-C on March 21, 1995, along with an Assignment and Bill of Sale under Recordation Nos. 18275-D and 18275-E, and the Second Supplement to Equipment Trust Agreement dated December 21, 1995 between the Company and the Bank, as Trustee which was filed with the ICC and recorded under Recordation No. 18275-H on December 26, 1995, along with an Assignment and Bill of Sale under Recordation Nos. 18275-I and 18275-J.

*Michael Beatty*  
*Counterparts*

LAW OFFICES  
**McGLINCHEY STAFFORD LANG**  
A PROFESSIONAL LIMITED LIABILITY 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, 21st Floor, New York, New York 10286.

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 check in the amount of \$63.00 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 August 27, 1996, between the Company (as vendor and lessee), and the Bank, as Trustee, and covering Eighty-three (83) railroad cars, and (ii) Assignment, a primary document, dated August 27, 1996, between the Company (as Assignor), and the Bank, as Trustee, and covering Eighty-three (83) railroad cars.
- (b) Secondary Documents. Bill of Sale, a secondary document, dated August 27, 1996, 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.

Very truly yours,

  
Richard A. Fogel

Enclosures

RECORDATION NO. 18275-L FILED 1425

SEP 3 1996 - 1:15 PM

INTERSTATE COMMERCE COMMISSION

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**THIRD SUPPLEMENT  
TO EQUIPMENT TRUST AGREEMENT**

**(TRINITY INDUSTRIES LEASING COMPANY EQUIPMENT TRUST SERIES 11)**

Dated as of August 27, 1996

Between

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

**AND**

**TRINITY INDUSTRIES LEASING COMPANY**

---

THIRD SUPPLEMENT dated as of August 27, 1996 (herein called this "Third Supplement"), to the Equipment Trust Agreement dated as of June 24, 1993 (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 Interstate Commerce Commission (the "ICC") on June 25, 1993 under Recordation No. 18275. The First Supplement to the Trust Agreement, dated March 17, 1995, was filed with the ICC on March 21, 1995 under Recordation No. 18275-C. The Second Supplement to the Trust Agreement, dated December 21, 1995, was filed with the ICC, now known as the Surface Transportation Board ("STB"), on December 26, 1995 under Recordation No. 18275-H.

B. The Company has, pursuant to Section 5.05(a) of the Trust Agreement, issued its Request that the Trustee assign to the Company the Letter of Credit dated as of September 25, 1995 in the amount of \$5,943,000 (the "Letter of Credit").

C. 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 Letter of Credit (the "Substituted Equipment").

D. 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.

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, the Second 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 O'Shoys  
Assistant Secretary

[SEAL]

By: F. Dean Phelps  
F. Dean Phelps  
Vice President

THE BANK OF NEW YORK,  
Successor Trustee

By: Helen M. Cotiaux  
Name: HELEN M. COTIAUX  
Title: Vice President

Attest:

[Signature]

STATE OF TEXAS  
COUNTY OF DALLAS

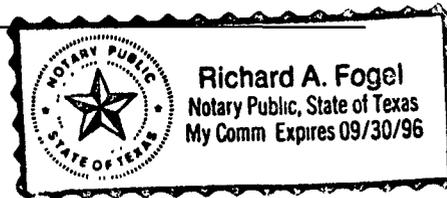
§  
§ ss.  
§

On this 27th day of August, 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

*Richard A. Fogel*

My Commission Expires:



[SEAL]

STATE OF NEW YORK  
COUNTY OF NEW YORK

§  
§ ss.  
§

On this 27th day of August, 1996, before me personally appeared HELEN M. COTIAUX, 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. Casseles*

My Commission Expires:

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



## EXHIBIT A

- 1 Railroad Car Lease Agreement, dated December 7, 1995, between Trinity Industries Leasing Company and Cereal Food Processors, Inc covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
12	5,125 cu ft Lo Covered Hopper Cars	TILX 5370-5381

- 2 Railroad Car Lease Agreement, dated December 7, 1995, between Trinity Industries Leasing Company and Cereal Food Processors, Inc. covering the following described railroad cars (Rider 2)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
4	5,125 cu ft Lo Covered Hopper Cars	TILX 5435-5438

- 3 Railroad Car Lease Agreement, dated April 24, 1995, between Trinity Industries Leasing Company and Corn Products, a Unit of CPC International, Inc covering the following described railroad cars (Rider 2)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	5,125 cu ft Lo Covered Hopper Cars	TILX 5408-5417

- 4 Railroad Car Lease Agreement, dated April 10, 1996, between Trinity Industries Leasing Company and Mark VII Logistics Services, Inc covering the following described railroad cars (Partial Rider 1)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
4	5,125 cu ft Lo Covered Hopper Cars	TILX 5404-5407

- 5 Railroad Car Lease Agreement, dated October 6, 1992, between Trinity Industries Leasing Company and Monsanto Company covering the following described railroad cars (Rider 2)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	20,413 Gal. 111A100W1 Tank Cars	TILX 220040-220049

- 6 Railroad Car Lease Agreement, dated July 29, 1994, between Trinity Industries Leasing Company and Petro-Canada Hydrocarbons, Inc covering the following described railroad cars (Rider 3)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
25	33,687 Gal. 112J340W Tank Cars	TILX 301056-301080

- 7 Railroad Car Lease Agreement, dated January 8, 1996, between Trinity Industries Leasing Company and SGL Carbon Corporation covering the following described railroad cars (Partial Rider 1)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
3	5,161 cu. ft Lo Covered Hopper Cars	TILX 516009-516011

- 8 Master Car Lease Agreement, dated August 1, 1995, between Trinity Industries Leasing Company and White Springs Agricultural Chemicals, Inc covering the following described railroad cars (Partial Rider 3)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
4	14,298 Gal 111A100W1 Tank Cars	TILX 150083, 150084 TILX 150086, 150087

(Exhibit A Continued)

Series 11

- 9 Railroad Car Lease Agreement, dated June 24, 1992, between Trinity Industries Leasing Company and Windsor Chemicals Inc covering the following described railroad cars (Partial Rider 4)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
11	23,589 Gal 111A100W1 Tank Cars	TILX 260849-260855 TILX 260857-260859 TILX 260861

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	5,125 cu ft	TILX 5370-5381	12/95
4 Hopper Cars	Lo	5,125 cu ft	TILX 5435-5438	06/96
10 Hopper Cars	Lo	5,125 cu ft	TILX 5408-5417	04/96
4 Hopper Cars	Lo	5,125 cu ft	TILX 5404-5407	02/96
10 Tank Cars	111A100W1	20,413 Gal	TILX 220040-220049	04/96
25 Tank Cars	112J340W	33,687 Gal	TILX 301056-301080	11/95
3 Hopper Cars	Lo	5,161 cu ft	TILX 516009-516011	02/96
4 Tank Cars	111A100W1	14,298 Gal	TILX 150083, 150084 TILX 150086, 150087	12/95
11 Tank Cars	111A100W1	23,589 Gal	TILX 260849-260855 TILX 260857-260859 TILX 260861	06/96