

McGLINCHEY STAFFORD LANG

A LAW CORPORATION

NEW ORLEANS
HOUSTON
BATON ROUGE
LITTLE ROCK
WASHINGTON, D.C.
FORT SMITH
LAKE PROVIDENCE

2777 STEMMONS FREEWAY
SUITE 925
DALLAS, TEXAS 75207

TELEPHONE (214) 634-3939
FAX (214) 634-3971
DIRECT DIAL:

February 21, 1994

RECORDATION NO. 15193 9M, N.O.P.
FILED 1425

FEB 23 1994 - 2 25 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 5)

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 February 16, 1994, between Trinity Industries Leasing Company and NationsBank of Texas, N.A., formerly known as NCNB Texas National Bank, successor trustee;
2. Two (2) executed originals of an Assignment, a primary document, dated February 16, 1994, between Trinity Industries Leasing company ("Assignor") and NationsBank of Texas, N.A., formerly known as NCNB Texas National Bank, successor trustee; ("Assignee");
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated February 16, 1994, between Trinity Industries Leasing Company ("Seller") and NationsBank of Texas, N.A., formerly known as NCNB Texas National Bank, successor trustee; ("Buyer"); and
4. Two (2) executed originals of a Bill of Sale, a secondary document, dated February 16, 1994 between NationsBank of Texas, N.A., formerly known as NCNB Texas National Bank, 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

AM
AM
AM

McGLINCHEY STAFFORD LANG
A LAW CORPORATION

Secretary
February 21, 1994
Page 2

Trust Agreement dated as of March 15, 1987 between Trinity Industries Leasing Company and NationsBank of Texas, N.A., formerly known as NCNB Texas National Bank, successor trustee, as Trustee, which was filed and recorded under Recordation No. 15195 on March 31, 1987, along with an Assignment and Bill of Sale under Recordation Nos. 15195-A and 15195-B, respectively; the First Supplement to Equipment Trust Agreement dated as of November 20, 1989 between Trinity Industries Leasing Company and NationsBank of Texas, N.A., formerly known as NCNB Texas National Bank, successor trustee, as Trustee, which was filed and recorded under Recordation No. 15195-I on November 29, 1989, along with an Assignment and Bill of Sale under Recordation Nos. 15195-H and 15195-J, respectively.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to nineteen (19) 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 Trinity Industries Leasing 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 NationsBank of Texas, the Trustee is 901 Main Street, Dallas, TX, 75202.

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 \$64.00 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:

McGLINCHEY STAFFORD LANG
A LAW CORPORATION

Secretary
February 21, 1994
Page 3

- (a) Primary Documents. (i) Second Supplement to Equipment Trust Agreement, a primary document, dated as of February 16, 1994, between Trinity Industries Leasing Company (as vendor and lessee), and NationsBank of Texas, N.A., formerly known as NCNB Texas National Bank, successor trustee, as Trustee, and covering twelve (12) railroad cars, and (ii) Assignment, a primary document, dated February 16, 1994, between Trinity Industries Leasing Company (as Assignor), and NationsBank of Texas, N.A., formerly known as NCNB Texas National Bank, successor trustee, as Trustee, and covering twelve (12) railroad cars.
- (b) Secondary Documents. Bill of Sale, a secondary document, dated February 16, 1994, between Trinity Industries Leasing Company (as Seller), and NationsBank of Texas, N.A., formerly known as NCNB Texas National Bank, successor trustee, as 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 February 16, 1994, between NationsBank of Texas, N.A., formerly known as NCNB Texas National Bank, successor trustee, as Trustee (Seller) and Trinity Industries Leasing Company (Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement dated as of March 15, 1987 referred to above.

Very truly yours,



Richard A. Fogel

RAF:ps
Enclosures

EXHIBIT ASeries 5

1. Railroad Car Lease Agreement, dated May 17, 1979, between Trinity Industries Leasing Company and Cargill, Inc. covering the following described railroad cars (Partial Rider 12):

Number of Cars	Type	Car Numbers
12	5,125 Cu. Ft. Lo Covered Hopper Cars	TILX 5214-5225 (inclusive)

DDD4D4D

Interstate Commerce Commission
Washington, D.C. 20423

2/23/94

OFFICE OF THE SECRETARY

Richard A Fogel
McGlinchey Stafford Lang
2777 Stemmons Freeway
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 2/23/94 at 2:25pm, and assigned

recordation number(s). 17520-N, O, P, Q 16017-CC DD EE FF & 15195-M, N, O, I

Sincerely yours,

Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

RECORDATION NO. 15195-19 FILED 1425

FEB 23 1994 -2 25 PM

INTERSTATE COMMERCE COMMISSION

**SECOND SUPPLEMENT
TO EQUIPMENT TRUST AGREEMENT**

(TRINITY INDUSTRIES LEASING COMPANY EQUIPMENT TRUST SERIES 5)

Dated as of February 16, 1994

Between

NATIONSBANK OF TEXAS, N.A.,
formerly known as NCNB Texas National Bank, Successor Trustee

AND

TRINITY INDUSTRIES LEASING COMPANY

SECOND SUPPLEMENT dated as of February 16, 1994 (herein called this "Second Supplement"), to the Equipment Trust Agreement dated as of March 15, 1987 (hereinafter called the "Trust Agreement"), between TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation (hereinafter called the "Company") and NATIONSBANK OF TEXAS, N.A., formerly known as NCNB Texas National Bank, 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 March 31, 1987 under Recordation No. 15195.

B. The First Supplement to the Trust Agreement, dated November 20, 1989, between the Company and the Trustee was filed with the ICC on November 29, 1989, under Recordation No. 15195-I.

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 19 units of Equipment covered by the Existing Lease with Northern Propane Gas Company dated May 26, 1981 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 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 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 Second 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. Shoop
Assistant Secretary

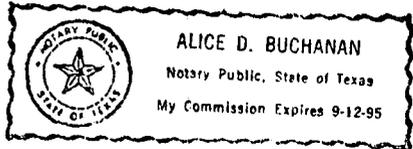
By: F. Dean Phelps
F. Dean Phelps
Vice President

[SEAL]

STATE OF TEXAS §
 § ss.
COUNTY OF DALLAS §

On this 16 day of February, 1994, 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 Alice D. Buchanan
My Commission Expires: 9-12-95



NATIONSBANK OF TEXAS, N.A. formerly known as NCNB Texas National Bank

By: [Signature]
Name: LINDA MONEIL
Title: VICE PRESIDENT

Attest: [Signature]

[SEAL]

STATE OF TEXAS §
 § ss.
COUNTY OF DALLAS §

On this 16 day of February, 1994, before me personally appeared LINDA MONEIL, to me personally known, who being by me duly sworn, says that he 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 he 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

DDD04D1D

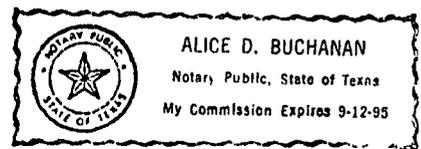


EXHIBIT A

Series 5

1. Railroad Car Lease Agreement, dated May 17, 1979, between Trinity Industries Leasing Company and Cargill, Inc. covering the following described railroad cars (Partial Rider 12):

Number of Cars	Type	Car Numbers
12	5,125 Cu. Ft. Lo Covered Hopper Cars	TILX 5214-5225 (inclusive)

DDD4D4D

EXHIBIT B**Series 5****DESCRIPTION OF TRUST EQUIPMENT**

Quantity and Type	Class	Capacity	Initialed Car Numbers	Earliest Service
12 Hopper Cars	Lo	5,125 Cu. Ft.	TILX 5214-5225 (inclusive)	10/93

DDD04D4A