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February 21, 1994

RECORDATION NO. 15195 *M.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

Handwritten notes:
M.M. Jan
Mildred Lee
Secretary

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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:

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- (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

RECORDATION NO. 15795-0 FILED 1425

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TRINITY INDUSTRIES LEASING COMPANY

Equipment Trust, Series 5

INTERSTATE COMMERCE COMMISSION

Bill of Sale

THIS AGREEMENT, dated the 16th day of February, 1994, between Trinity Industries Leasing Company, a Delaware Corporation, (hereinafter called "Seller"), and NationsBank of Texas, N.A., formerly known as NCNB Texas National Bank, successor trustee, a Texas banking corporation, as Trustee (hereinafter called "Buyer"), as contemplated by the Second Supplement to Equipment Trust Agreement dated as of February 16, 1994, supplementing and amending the Equipment Trust Agreement dated as of March 15, 1987, (the "Equipment Trust Agreement"), between Seller and Buyer.

WITNESSETH

That in consideration of \$10.00 in hand paid and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Seller does hereby sell, grant and convey to the Buyer, its successors and assigns, the following described equipment:

The twelve (12) railroad cars described in Exhibit A and more particularly identified in Exhibit B and incorporated by reference herein (the "Equipment").

Seller hereby warrants that Seller has good and marketable title to the Equipment, that Seller's title to the Equipment is free from all liens and encumbrances (including any leasehold interests therein) other than the Existing Leases described in the attached Exhibit A, the Assignment of even date herewith between the Seller and Buyer and the rights of Seller under the Equipment Trust Agreement, and Seller further agrees to forever warrant and defend the title to the Equipment unto Buyer, its successors and assigns, against all lawful claims.

TRINITY INDUSTRIES LEASING COMPANY

By: *F. Dean Phelps*

F. Dean Phelps
Vice President

[SEAL]

ATTEST:

Neil Q. Shoop
Assistant Secretary

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

On this ____ 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, the 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.

Alice D. Buchanan
Signature of Notary Public

My Commission expires:
9-12-95

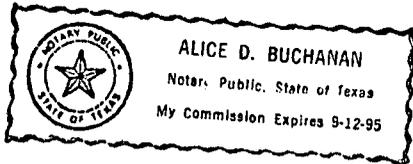


EXHIBIT A

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)

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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

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