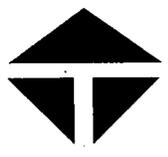


0100567086

TRINITY INDUSTRIES LEASING COMPANY

A Subsidiary of Trinity Industries, Inc.



REGISTRATION NO. 15195-Q-T FILED 1995

March 17, 1995

MAR 21 1995 3 10 PM

RECEIVED THE
OFFICE OF THE
SECRETARY
MAR 21 3 06 PM '95
LICENSING BRANCH

Secretary
Interstate Commerce Commission
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 5-3)

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 Interstate Commerce Commission ("ICC") 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 March 17, 1995, between Trinity Industries Leasing Company (the "Company") and NationsBank of Texas, N.A. (formerly NCNB Texas National Bank), as Successor Trustee (the "Bank");
2. Two (2) executed originals of an Assignment, a primary document, dated March 17, 1995, 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 March 17, 1995, 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 March 17, 1995, between the Bank, as Successor Trustee ("Seller") and the Company ("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 March 15, 1987 between the Company and the 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 the Company and the Bank, 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; and the Second Supplement to Equipment Trust Agreement dated as of February 16, 1994, between the Company and the Bank, as Successor Trustee, which was filed and recorded under Recordation No. 15195-M on February 23, 1994, along with Assignment and Bill of Sales under Recordation Nos. 15195-N and 15195-O, respectfully.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to Fifty One (51) 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 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 901 Main Street, Dallas, Texas 75202.

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 \$168.00 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 March 17, 1995, between the Company (as vendor and lessee), and the Bank, as Successor Trustee, and covering Forty Two (42) railroad cars, and (ii) Assignment, a primary document, dated March 17, 1995, between the Company (as Assignor), and the Bank, as Successor Trustee, and covering Forty Two (42) railroad cars.
- (b) Secondary Documents. Bill of Sale, a secondary document, dated March 17, 1995, between the Company (as Seller), and the Bank, as Successor Trustee (as Buyer), and covering various railroad cars, and connected to the Third Supplement to Equipment Trust Agreement referred to

in paragraph (a) above, and Bill of Sale, a secondary document, dated March 17, 1995, between the Bank, as Successor Trustee (Seller) and the 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,



Alice D. Buchanan
Paralegal

Enclosures

BILL OF SALE

(Series 5-3)

NATIONSBANK OF TEXAS, N.A.,
AS TRUSTEE
TO

RECORDATION NO. 15195-T
FILED 1995

TRINITY INDUSTRIES LEASING COMPANY

MAR 21 1995 3 10 PM

NOTARIAL PUBLIC

NationsBank of Texas, N.A. (formerly known as NCNB Texas National Bank), as Successor Trustee (the "Trustee"), in consideration of the sum of Ten Dollars (\$10.00) in hand paid and other good and valuable consideration, the receipt of which is hereby acknowledged, has bargained, sold, assigned and transferred, and by these presents does hereby bargain, sell, assign, and transfer unto Trinity Industries Leasing Company (the "Company"), a Delaware corporation, pursuant to Section 5.05(a) of that certain Equipment Trust Agreement dated as of March 15, 1987 (the "Agreement") by and between the Trustee and the Company and the Request delivered to the Trustee by the Company dated March 17, 1995, all the right, title and interest of the Trustee, as Trustee under the Agreement, in and to the Fifty One (51) railcars (the "Trust Equipment") described on Exhibit A hereto covered by the following Railroad Car Lease Agreements: Thirty Five (35) railcars covered by the existing Lease Agreement, dated February 15, 1980, between Trinity Industries Leasing Company and Ashland Oil, Inc., (Partial Rider 17); Sixteen (16) railcars covered by the existing Lease Agreement, dated February 15, 1980, between Trinity Industries Leasing Company and Ashland Oil, Inc., (Partial Rider 16). as described on Exhibit B to the Agreement together with all right, title and interest of the Trustee in and to any and all existing leases or subleases in respect of the Trust Equipment as described on Exhibit B hereto (the "Existing Leases").

The Trustee hereby warrants that it has not caused any liens or encumbrances to have been placed on the Trust Equipment, other than the Existing Leases and the rights of the Company under the Agreement.

IN WITNESS WHEREOF, NationsBank of Texas, N.A. as such trustee has caused this Bill of Sale to be executed by its duly authorized officers and its corporate seal to be hereunto affixed, duly attested, this 17th day of March, 1995.

NATIONSBANK OF TEXAS, N.A.

By: David Moore
Vice President

Attest:

[Signature]
Assistant Vice President
Assistant Secretary

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

On this 17th day of March, 1995, before me personally appeared David Moore, 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 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:

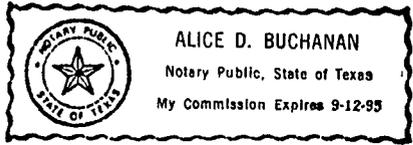


EXHIBIT A

1. Railroad Car Lease Agreement, dated February 15, 1980, between Trinity Industries Leasing Company and Ashland Oil, Inc. covering the following described railroad cars (Partial Rider 17):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
35	34,000 Gal. 112J340W Tank Cars	TILX 300561-300580 300586-300595 300696-300700

2. Railroad Car Lease Agreement, dated February 15, 1980, between Trinity Industries Leasing Company and Ashland Oil, Inc. covering the following described railroad cars (Partial Rider 16):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
16	34,000 Gal. 112J340W Tank Cars	TILX 300535-300550

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>
35 Tank Cars	112J340W	34,000 Gal.	TILX 300561-300580 300586-300595 300696-300700	5/81
16 Tank Cars	112J340W	34,000 Gal.	TILX 300535-300550	12/80