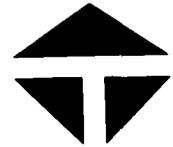


TRINITY INDUSTRIES LEASING COMPANY

A Subsidiary of Trinity Industries, Inc.

4



RECORDATION NO. 15195-Y, Z, AA, BB
OCT 27 1995

October 25, 1995

Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue N.W.
Washington, D.C. 20423
Attention: Recordation, Room 2311

LICENSING BRANCH
OCT 21 1 04 PM '95

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

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 Interstate Commerce Commission ("ICC") thereunder, enclosed herewith for filing and recordation are the following documents:

1 - undelivered - Michael Peters

- 1. Two (2) executed originals of Fifth Supplement to Equipment Trust Agreement, a primary document, dated as of October 25, 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 October 25, 1995, between the Company ("Assignor") and the Bank, as Successor Trustee ("Assignee");
- AA 3. Two (2) executed originals of a Bill of Sale, a secondary document, dated October 25, 1995, between the Company ("Seller") and the Bank, as Successor Trustee ("Buyer"); and
- BB 4. Two (2) executed originals of a Bill of Sale, a secondary document, dated October 25, 1995, 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 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; the Second Supplement to Equipment Trust Agreement as of February 16, 1994, between the Company and the Bank, as Trustee, which was recorded under Recordation No. 15195-M on February 23, 1994, along with an Assignment and Bill of Sale under Recordation Nos. 15195-N and 15195-O; the Third Supplement to the Equipment Trust Agreement as of March 17, 1995, between the Company and the Bank, as Trustee, which was recorded under Recordation No 15195-Q on March 21, 1995, along with an Assignment and Bill of Sale under Recordation Nos. 15195-R and 15195-S; and the Fourth Supplement to Equipment Trust Agreement dated as of September 25, 1995, between the Company and the Bank, as Successor Trustee, which was filed and recorded under Recordation No. 15195-U on September 25, 1995, along with the Assignment and Bill of Sales under Recordation Nos. 15195-V and 15195-W, respectfully.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to 128 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 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).

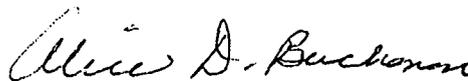
You are hereby authorized to deliver any unneeded copies of the Fifth Supplement to Equipment Trust Agreement, the Assignment and the Bills of Sale, with the filing date noted thereon, following recordation thereof, to the representative of Washington Service Bureau who is delivering this letter and 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 October 25, 1995, between the Company (as vendor and lessee), and the Bank, as Successor Trustee, and covering One Hundred and Nine (109) railcars, and (ii) Assignment, a primary document, dated October 25, 1995, between the Company (as Assignor), and the Bank, as Successor Trustee, and covering One Hundred and Nine (109) railcars.
- (b) Secondary Documents. Bill of Sale, a secondary document, dated October 25, 1995, 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 October 25, 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,

A handwritten signature in cursive script that reads "Alice D. Buchanan".

Alice D. Buchanan
Paralegal

RAF:ps
Enclosures

RECORDATION NO. 15795-BB FILED 1425

OCT 27 1995 - 1 30 PM

BILL OF SALE ~~UNIFORM COMMERCIAL CODE~~ (Series 15-5)

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

TRINITY INDUSTRIES LEASING COMPANY

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 October 25, 1995, all the right, title and interest of the Trustee, as Trustee under the Agreement, in and to the 128 railcars (the "Trust Equipment") described on Exhibit A hereto covered by the following Railroad Car Lease Agreement: One Hundred and Twenty Eight (128) railcars covered by the existing Lease Agreement dated August 25, 1994, between Trinity Industries Leasing Company and Excel Railcar Corporation (Partial Rider 1) 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 26th day of October, 1995.

NATIONSBANK OF TEXAS, N.A.

By: 
Vice President

Attest:

~~Assistant~~ Vice President

STATE OF TEXAS

§
§
§

COUNTY OF DALLAS

On this 26th day of October, 1995, before me personally appeared Robert Patterson, 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.

B. H. Smith
Signature of Notary Public

My Commission Expires:

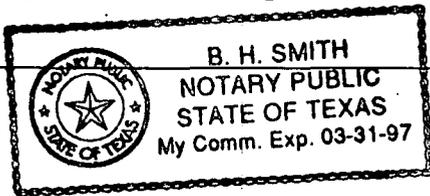


EXHIBIT A

1. Railroad Car Net Lease Agreement, dated August 25, 1994, between Trinity Industries Leasing Company and Excel Railcar Corporation, covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
128	2,950 cu. ft. Lo Covered Hopper Cars	ERCX 9486 - 9613

**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>
128 Hopper Cars	Lo	2,950 cu. ft.	ERCX 9486 - 9613	1/95