

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:

May 28, 1997

RECORDATION NO. 15494-N, O, P, Q FILED

Secretary  
Surface Transportation Board  
1925 K Street N.W., Room 704  
Washington, D.C. 20036  
Attention: Recordation

MAY 29 '97

1-21 PM

MAY 29 1 21 PM '97

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

RE: Documents for Recordation  
Trinity Industries Leasing Company  
Equipment Trust (Series 6, Second 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 Second Supplement to Equipment Trust Agreement, a primary document, dated as of May 23, 1997, between Trinity Industries Leasing Company (the "Company") and Texas Commerce Bank National Association, as Successor Trustee (the "Bank");
2. Two (2) executed originals of an Assignment, a primary document, dated May 23, 1997, between the Company ("Assignor") and the Bank, as Trustee ("Assignee");
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated May 23, 1997, between the Company ("Seller") and the Bank, as Trustee ("Buyer"); and
4. Two (2) executed originals of a Bill of Sale, a secondary document, dated May 23, 1997, between the Bank, as Trustee ("Seller") and the Company ("Buyer").

The enclosed Second Supplement, Assignment and Bill of Sale referenced in paragraphs 1, 2 and 3, above, relate to the Equipment Trust Agreement dated as of January 15, 1988 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 15494 on February 4, 1988, along with an Assignment and Bill of Sale under Recordation Nos. 15494-A and 15494-B, respectively; the First Supplement to Equipment Trust Agreement dated as of December 5, 1996 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 15494-J on December 19, 1996, along with an Assignment and Bill of Sale under Recordation Nos. 15494-K and 15494-M, respectively.

*Charles T. Potts*

*Earle Fennell*

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

The enclosed Bill of Sale referenced in paragraph 4, above, relates to Fifty-Six (56) 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 2200 Ross Avenue, 5th Floor, Dallas, Texas 75201.

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 check in the amount of \$96.00 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:

- (a) Primary Documents. (i) Second Supplement to Equipment Trust Agreement, a primary document, dated as of May 23, 1997, between the Company (as vendor and lessee), and the Bank, as Trustee, and covering Eighty (80) railroad cars, and (ii) Assignment, a primary document, dated May 23, 1997, between the Company (as Assignor), and the Bank, as Trustee, and covering Eighty (80) railroad cars.
- (b) Secondary Documents. Bill of Sale, a secondary document, dated May 23, 1997, between the Company (as Seller), and the Bank, 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 May 23, 1997, between the Bank, as Trustee (Seller) and the Company (Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement dated as of January 15, 1988 referred to above.

Very truly yours,



Richard A. Fogel

Enclosures

Surface Transportation Board  
Washington, D.C., 20423-0001

Richard A. Fogel  
McGlinchey Stafford Lang  
2777 Stemmons Freeway, Ste. 925  
Dallas, Texas, 75207

5/29/97

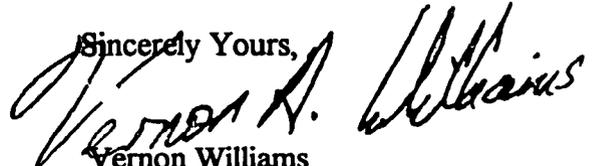
Dear: Sir

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301

and 49 CFR 1177.3 (c), on 5/29/97 at 1:21PM and

assigned recordation number(s). 15494-N, 15494-O, 15494-P and 15494-Q  
16017-BBBB, 16017-CCCC, 16017-DDDD and 16017-EEEE.

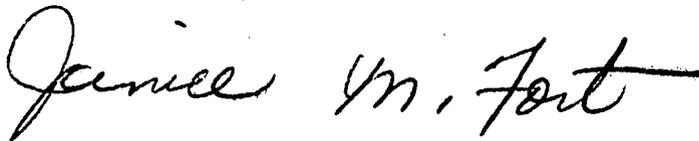
Sincerely Yours,

  
Vernon Williams  
Secretary

Enclosed (s)

\$ 192.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has had an opportunity to examine your document.

Signature:



RECORDATION NO. 15494-N FILED

MAY 29 '97

1-21 PM

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**SECOND SUPPLEMENT  
TO EQUIPMENT TRUST AGREEMENT**

**(TRINITY INDUSTRIES LEASING COMPANY EQUIPMENT TRUST SERIES 6)**

Dated as of May 23, 1997

Between

Texas Commerce Bank National Association,  
Successor Trustee

AND

TRINITY INDUSTRIES LEASING COMPANY

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SECOND SUPPLEMENT dated as of May 23, 1997 (herein called this "Second Supplement"), to the Equipment Trust Agreement dated as of January 15, 1988 (hereinafter called the "Trust Agreement"), between TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation (hereinafter called the "Company") and Texas Commerce Bank National Association, as Successor Trustee (hereinafter in such capacity called the "Trustee").

#### PRELIMINARY STATEMENT

A. The Trust Agreement was filed with the Surface Transportation Board (the "STB") on February 4, 1988 under Recordation No. 15494.

B. The First Supplement to the Trust Agreement, dated December 5, 1996, between the Company and the Trustee was filed with the STB on December 19, 1996, under Recordation No. 15494-J.

C. The Company has, pursuant to Section 5.05(a) of the Trust Agreement, issued its Request that the Trustee assign to the Company Fifty-Six (56) railroad cars described in Exhibit C hereto (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 Exhibits A and B to the Trust Agreement the descriptions of the Substituted Equipment and Existing Lease 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 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 D. Shroyer  
Assistant Secretary

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

[SEAL]

Texas Commerce Bank National  
Association, Successor Trustee

By: Dennis J. Roemlein  
Name: Dennis J. Roemlein  
Title: Vice President

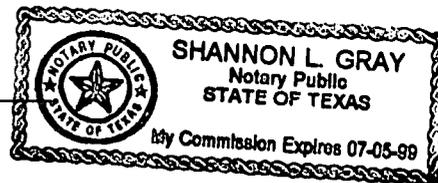
Attest:

Neil D. Shroyer

STATE OF TEXAS                   §  
  § ss.  
COUNTY OF DALLAS           §

On this 23 day of May, 1997, 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 *Shannon L. Gray*  
My Commission Expires: \_\_\_\_\_



[SEAL]

STATE OF TEXAS                   §  
  § ss.  
COUNTY OF DALLAS           §

On this 22<sup>nd</sup> day of May, 1997, before me personally appeared *Dennis Roenker*, to me personally known, who being by me duly sworn, says that he is the Vice President of Texas Commerce Bank National Association, 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 *Doris C. Naylor*  
My Commission Expires: 8-3-98

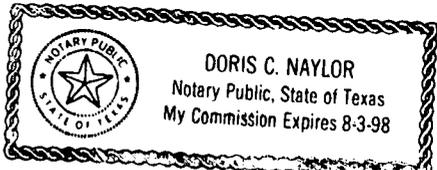


EXHIBIT A

1. Railroad Car Lease Agreement, dated July 10, 1989, between Trinity Industries Leasing Company and ADM Transportation Company covering the following described railroad cars (Partial Rider 14):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
80	5161 cu. ft. Lo Covered Hopper Cars	ADMX 49195-49208 ADMX 49210-49275

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>
80 Hopper Cars	Lo	5161 cu. ft.	ADMX 49195-49208 ADMX 49210-49275	09/96

EXHIBIT C

1. Railroad Car Lease Agreement, dated May 17, 1979, between Trinity Industries Leasing Company and Cargill, Inc. covering the following described railroad cars (Rider 23):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
56	5125 cu. ft. Lo Covered Hopper Cars	TILX 5439-5444, 5446-5495