

RECORDATION NO. 14804/10
Filed 1426

DEC 18 1985 - 10 45 AM

INTERSTATE COMMERCE COMMISSION

TRINITY INDUSTRIES LEASING COMPANY

13

Equipment Trust, Series 4

Bill of Sale

THIS AGREEMENT, dated the 18th day of December, 1985, between Trinity Industries Leasing Company, a Texas corporation (hereinafter called "Seller"), and MBank Dallas, N.A., a national banking association, as Trustee (hereinafter called "Buyer"), as contemplated by the Equipment Trust Agreement dated as of November 15, 1985 (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 the railroad cars described in Exhibit A attached hereto and made a part hereof for all purposes.

Seller hereby warrants that it has good and marketable title to the described railroad cars and that Seller's title to the described railroad cars 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 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 described railroad cars unto Buyer, its successors
and assigns, against all lawful claims.

TRINITY INDUSTRIES LEASING COMPANY

By: *E.B. Breeding*
E.B. Breeding, Senior Vice President

(SEAL)

ATTEST:

Neil O. Shoop
Assistant Secretary

State of Texas

County of Dallas

On this 17 day of December, 1985 before me personally appeared, E. B. Breeding, to me personally known, who being by me duly sworn, says that he is the Senior 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.

[Seal]

Quanie Hopp
Signature of notary public

My Commission expires 6-4-88.

EXHIBIT A

1. Railroad Car Net Lease Agreement, dated December 12, 1983, between Trinity Industries Leasing Company and Canadian Occidental Petroleum, Ltd. covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Number</u>
100	13,500 Gal. 111A100W3 Tank Cars	TILX 135170-135269

2. Railroad Car Net Lease Agreement, dated May 20, 1985, between Trinity Industries Leasing Company and Cargill Incorporated covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Number</u>
50	20,514 Gal. 111A100W1 Tank Cars	CRGX 7000-7049

3. Railroad Car Net Lease Agreement, dated May 18, 1983, between Trinity Industries Leasing Company and Amoco Minerals Company (assigned to Cyprus Mines Corporation) covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Number</u>
106	14,100 Gal. 111A100W1 Tank Cars	AMMX 14000-14040 AMMX 14201, 14207 AMMX 14208, 14210 AMMX 14214-14274

4. Railroad Car Net Lease Agreement, dated March 19, 1984, between Trinity Industries Leasing Company and Gulf Oil Corporation (acquired by CHEVRON, USA) covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Number</u>
18	30,000 Gal. 111A100W1 Tank Cars	TILX 190033-190050

5. Railroad Car Net Lease Agreement, dated June 28, 1984, between Trinity Industries Leasing Company and Midwest Solvents Company, Inc. covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Number</u>
22	29,947 Gal. 111A100W1 Tank Cars	MWSX 29637-29658

6. Railroad Car Net Lease Agreement, dated August 9, 1984, between Trinity Industries Leasing Company and Minnesota Corn Processors, Inc. covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Number</u>
20	17,641 Gal. 111A100W3 Tank Cars	MNCX 1025-1044

7. Railroad Car Full Service Lease Agreement, dated June 4, 1984, between Trinity Industries Leasing Company and Nova Energy Systems Inc. covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Number</u>
32	29,947 Gal. 111A100W1 Tank Cars	TILX 190051-190082

8. Railroad Car Net Lease Agreement, dated April 13, 1983, between Trinity Industries Leasing Company and A. E. Staley Manufacturing Company covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Number</u>
50	17,604 Gal. 111A100W3 Tank Cars	STMX 000200-000249