

BILL OF SALE

(Series 3-3)

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

TRINITY INDUSTRIES LEASING COMPANY

RECORDATION NO. 24505-64 FILED 1401
AUG 30 1994 - 4 00 PM
INTERSTATE COMMERCE COMMISSION

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 4.05(a) of that certain Equipment Trust Agreement dated as of December 15, 1984 (the "Agreement") by and between the Trustee and the Company and the Request delivered to the Trustee by the Company dated August 30, 1994, all the right, title and interest of the Trustee, as Trustee under the Agreement, in and to the 257 railcars (the "Trust Equipment") described on Exhibit A hereto covered by the following Railroad Car Lease Agreements: between the Company and 130 railcars covered by the Existing Lease with the Bunge Corporation dated April 24, 1979; 126 railcars covered by the Existing Lease with Cargill, Inc., dated May 17, 1979; and 1 railcar covered by the Existing Lease with Pillsbury Company dated August 19, 1980 (such Lease having been assumed by Cargill, Inc.), 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").

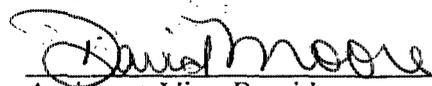
The Trustee hereby warrants that it has not caused any liens or encumbrances to have been placed on the Trust Equipment, other than the Existing Leases and the rights of the Company under the Agreement.

IN WITNESS WHEREOF, NationsBank of Texas, N.A. as such successor 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 30th day of August, 1994.

NATIONSBANK OF TEXAS, N.A.

By: 
Vice President

Attest:


Assistant Vice President

STATE OF TEXAS

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COUNTY OF DALLAS

On this 29th day of August, 1994, before me personally appeared Linda McNeil, to me personally known, who being by me duly sworn, says that she 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 she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Gail Williams
Signature of Notary Public

My Commission Expires:

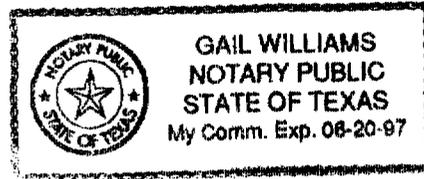


EXHIBIT A
DESCRIPTION OF LEASES

(Series 3-3)

1. Railroad Car Lease Agreement, dated April 24, 1979, between Trinity Industries Leasing Company and Bunge Corporation covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
130	4,750 Cu. Ft. Covered Hopper Cars	TILX 510700-510703, 510754-510765, 510767-510772, 510784-510786, 510788-510799, 510950-510951, 510953-510955, 510957 510963-510967, 510969-510971, 510980-510981, 510983-510987, 510989-510990, 510993,510995, 511212, 511217-511219, 511221-511222, 511227-511228, 511235-511238, 511242,511244, 511247,511250, 511255, 511261-511263, 511265,511272, 511290-511292, 511294-511296, 511298-511299, 511301,511304, 511305,511307, 511311,511313, 511315,511318, 511321-511342, 511344 511346-511350, 511354 511357-511358

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

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
126	4,750 Cu. Ft. Covered Hopper Cars	TILX 510000-510017, 510019-510028, 510030-510099, 510452-510457, 510581-510600, 511920-511921

3. Railroad Car Lease Agreement, dated August 19, 1980, between Trinity Industries Leasing Company and The Pillsbury Company covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	4,750 Cu. Ft. Covered Hopper Cars	511832

EXHIBIT B

(Series 3-3)

Quantity and Type	Class	Capacity	Initialed Car Nos.
130	Covered Hopper Cars	4,750 Cu. Ft.	TILX 510700-510703, 510754-510765, 510767-510772, 510784-510786, 510788-510799, 510950-510951, 510953-510955, 510957 510963-510967, 510969-510971, 510980-510981, 510983-510987, 510989-510990, 510993,510995, 511212, 511217-511219, 511221-511222, 511227-511228, 511235-511238, 511242,511244, 511247,511250, 511255, 511261-511263, 511265,511272, 511290-511292, 511294-511296, 511298-511299, 511301,511304, 511305,511307, 511311,511313, 511315,511318, 511321-511342, 511344 511346-511350, 511354 511357-511358

Quantity and Type	Class	Capacity	Initialed Car Nos.
126	Covered Hopper Cars	4,750 Cu. Ft.	TILX 510000-510017, 510019-510028, 510030-510099, 510452-510457, 510581-510600, 511920-511921
1	Covered Hopper Cars	4,750 Cu. Ft.	TILX 511832

exhb.3-3