

TRINITY INDUSTRIES LEASING COMPANY

Equipment Trust, Series 4

Bill of Sale

RECORDATION NO. 14864
AUG 20 1992 12 05 PM
INTERSTATE COMMERCE COMMISSION

THIS AGREEMENT, DATED as of the 13th day of August, 1992, between TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation (hereinafter called "Seller"), and BANKERS TRUST COMPANY, a New York banking corporation, as successor Trustee (hereinafter called "Buyer"), pursuant to Section 4.05(b)(4) of the Equipment Trust Agreement dated as of November 15, 1985, as from time to time supplemented or amended (as from time to time supplemented or amended, the "Equipment Trust Agreement"), between Seller and Buyer,

W I T N E S S E T H:

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 rail 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 rail cars and that Seller's title to the described rail cars is free from all liens and encumbrances (including any leasehold interests therein) other than the Existing Leases described in the attached Exhibit B, subleases permitted by Section 4.08 of the Equipment Trust Agreement, 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 rail cars described in Exhibit A hereto unto Buyer, its successors and assigns, against all lawful claims.

TRINITY INDUSTRIES LEASING COMPANY

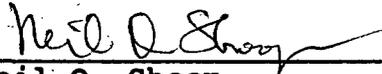
By


K. W. Lewis

Senior Vice President

(SEAL)

ATTEST:


Neil O. Shoop
Assistant Secretary

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

On this 13th day of August, 1992, before me personally appeared K. W. Lewis 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.



Notary Public

My Commission Expires:

[SEAL]

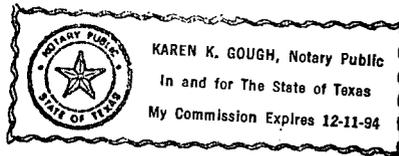


EXHIBIT A

DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Nos.</u>
6 Hopper Cars	LO	4,750 Cu. Ft.	TILX 511589, 511603 511621, 511635 511639, 511649
2 Tank Cars	112J340W	34,000 Gal.	TILX 300350, 300356

EXHIBIT B

Description of Existing Leases

1. Railroad Car Lease Agreement, dated July 23, 1991, between Trinity Industries Leasing Company and Sunrise Cooperative, Inc. covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
6	4,750 Cu. Ft. LO Hopper Cars	TILX 511589, 511603 511621, 511635 511639, 511649

2. Railroad Car Lease Agreement, dated September 28, 1979, between Trinity Industries Leasing Company and Conoco, Incorporated (assigned to Vista Chemical Company) covering the following described railroad cars (Partial Rider 4):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
2	34,000 Gal. 112J340W Tank Cars	TILX 300350, 300356