

BILL OF SALE

(Series 4-3)

BANKERS TRUST COMPANY,
AS TRUSTEE
TO

RECORDATION NO. 14864-A FILED 1425

SEP 27 1995 - 11 50 AM

TRINITY INDUSTRIES LEASING COMPANY

INTERSTATE COMMERCE COMMISSION

Bankers Trust Company, 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 4.01(a) of that certain Equipment Trust Agreement dated as of November 15, 1985 (the "Agreement") by and between the Trustee and the Company and the Request delivered to the Trustee by the Company dated September 20, 1995, all the right, title and interest of the Trustee, as Trustee under the Agreement, in and to the Fifty (50) railroad cars (the "Trust Equipment") described on Exhibit A hereto covered by the following Railroad Car Lease Agreements: Forty Nine (49) railcars covered by the existing Lease Agreement dated December 12, 1983, between Trinity Industries Leasing Company and Canadian Occidental Petroleum, Ltd.; and One (1) railcar covered by the existing Lease Agreement dated August 30, 1993, between Trinity Industries Leasing Company and Italgrani Elevator Company as described on Exhibit A, 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, the Bankers Trust Company 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 20th day of September, 1995.

BANKERS TRUST COMPANY

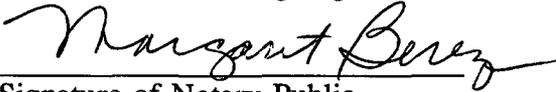
By: Jackie Bartnick
Assistant Vice President

Attest: James Rouhi
Assistant Vice President

ASSISTANT TREASURER

STATE OF NEW YORK §
 §
COUNTY OF NEW YORK §

On this 18th day of September, 1995, before me personally appeared JACKIE BAETNICK, to me personally known, who being by me duly sworn, says that he ^{ASST.} is the Vice President of Bankers Trust 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

My Commission Expires:

MARGARET BEREZA
Notary Public, State of New York
No. 31-5023900
Qualified in New York County
Commission Expires 7/22/96

EXHIBIT A

1. Railroad Car 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 NUMBERS</u>
49	13,500 gallon 111A100W3 Tank Cars	TILX135171, 135177 135178, 135181-135183 135187-135189, 135191 135193-135195, 135198 135199, 135202, 135204 135206, 135208, 135211 135216, 135218, 135219 135223, 135224, 135226 135229, 135235, 135236 135238, 135239, 135242 135245-135250 135252-135254, 135257 135260, 135262 135265-135269

2. Railroad Car Lease Agreement, dated August 30, 1993, between Trinity Industries Leasing Company and Italgrani Elevator Company covering the following described railroad cars:

<u>NUMBER OF CARS</u>	<u>TYPE</u>	<u>CAR NUMBERS</u>
1	4,750 cu. ft. Lo Covered Hopper Cars	TILX511572

**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>
49 Tank Cars	111A100W3	13,500 gallon	TILX135171, 135177 135178, 135181-135183 135187-135189, 135191 135193-135195, 135198 135199, 135202, 135204 135206, 135208, 135211 135216, 135218, 135219 135223, 135224, 135226 135229, 135235, 135236 135238, 135239, 135242 135245-135250 135252-135254, 135257 135260, 135262 135265-135269	02/84
1 Hopper Car	LO	4,750 cu. ft.	TILX511572	03/80