

TRINITY INDUSTRIES LEASING COMPANY

(Series 4-4)

Equipment Trust

Bill of Sale

RECORDATION NO. 14864-7 FILED 1492

OCT 27 1995 - 1 30 PM

INDIAN TERRITORY COMMERCE COMMISSION

THIS AGREEMENT, dated the 25th day of October, 1995, between Trinity Industries Leasing Company, a Delaware Corporation, (hereinafter called "Seller"), and Bankers Trust Company, a New York banking corporation, as Trustee (hereinafter called "Buyer"), as contemplated by the Fourth Supplement to Equipment Trust Agreement dated as of October 25, 1995, supplementing and amending 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, its successors and assigns, the following described equipment:

The Twenty Two (22) railcars described in Exhibit A and more particularly identified in Exhibit B and incorporated by reference herein (the "Equipment").

Seller hereby warrants that Seller has good and marketable title to the Equipment, that Seller's title to the Equipment is free from all liens and encumbrances (including any leasehold interests therein) other than the Existing Leases described in the attached Exhibit A, subleases permitted by Section 4.08 of the Equipment Trust Agreement, the Assignment of even date herewith between the 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 Equipment unto Buyer, its successors and assigns, against all lawful claims.

TRINITY INDUSTRIES LEASING COMPANY

By: K. W. Lewis  
K. W. Lewis  
Senior Vice President

[SEAL]

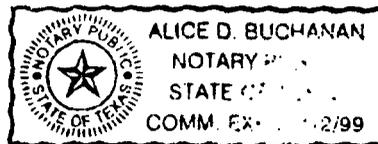
ATTEST:

Neil D. Shover  
Assistant Secretary

STATE OF TEXAS       §  
                                  §  
COUNTY OF DALLAS   §

On this 2<sup>nd</sup> day of October, 1995, 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, the 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.

Alice D. Buchanan  
Signature of Notary Public



My Commission expires:

9-12-99

## EXHIBIT A

1. Railroad Car Lease Agreement, dated June 19, 1995, between Trinity Industries Leasing Company and Procter and Gamble Manufacturing Company covering the following described railroad cars (Partial Rider 11):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
14	5,125 cu. ft. Lo covered Hopper Cars	TILX 5348 - 5361

2. Railroad Car Lease Agreement, dated August 3, 1995, between Trinity Industries Leasing Company and Arcadian Fertilizer L.P. covering the following described railroad cars (Partial Rider 1):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
6	18,372 Gal. 111A60W7 Tank Cars	TILX 200119 - 200124

3. Railroad Car Lease Agreement, dated September 5, 1995, between Trinity Industries Leasing Company and North American Chemical Company, covering the following described railroad cars (Rider 1):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
2	5,125 cu. ft. Lo Covered Hopper Cars	TILX 5346 - 5347

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>
14 Hopper Cars	Lo	5,125 cu. ft.	TILX 5348 - 5361	09/95
6 Tank Cars	111A60W7	18,372 Gal.	TILX 200119 - 200124	10/95
2 Hopper Cars	Lo	5,125 cu. ft.	TILX 5346 - 5347	09/95