

BILL OF SALE

(Series 4-4)

BANKERS TRUST COMPANY,
AS TRUSTEE
TO

RECORDATION NO. 148642 FILED 1025

OCT 27 1995 - 1 30 PM

TRINITY INDUSTRIES LEASING COMPANY
STATE 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 October 25, 1995, all the right, title and interest of the Trustee, as Trustee under the Agreement, in and to the Thirty Seven (37) railroad cars (the "Trust Equipment") described on Exhibit A hereto covered by the following Railroad Car Lease Agreements: Thirty Seven (37) railcars covered by the existing Lease Agreement dated August 25, 1994, between Trinity Industries Leasing Company and Excel Railcar Corporation (Partial Rider 1) 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 25th day of October, 1995.

BANKERS TRUST COMPANY

By: *Kerrin Weeks*
Vice President

Attest:

Lucille Rauh
~~Assistant Vice President~~
ASSISTANT TREASURER

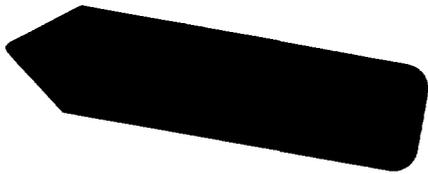
STATE OF NEW YORK §
 §
COUNTY OF NEW YORK §

On this 23rd day of October, 1995, before me personally appeared KEVIN WEEKS, to me personally known, who being by me duly sworn, says that he 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.

*Asst.
Treasurer*

Margaret Berezka
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 2/22/96

EXHIBIT A

1. Railroad Car Net Lease Agreement, dated August 25, 1994 between Trinity Industries Leasing Company and Excel Railcar Corporation, covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
37	2,950 cu. ft. Lo Covered Hopper Cars	ERCX 9614 - 9650

**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>
37 Hopper Cars	Lo	2,950 cu. ft.	ERCX 9614 - 9650	1/95