

REGISTRATION NO 14864 X
FILED 1/22

DEC 26 1995 - 1 55 PM

TRINITY INDUSTRIES LEASING COMPANY, U.S. DEPARTMENT OF COMMERCE (Series 4#5)

Equipment Trust

Bill of Sale

THIS AGREEMENT, dated the 21st day of December, 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 Fifth Supplement to Equipment Trust Agreement dated as of December 21, 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 Thirteen (13) 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]

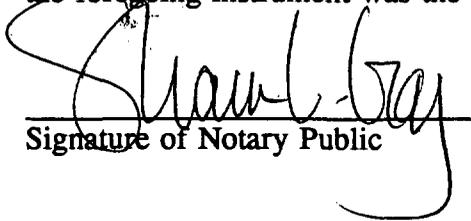
ATTEST:

Neil O Shoop
Assistant Secretary

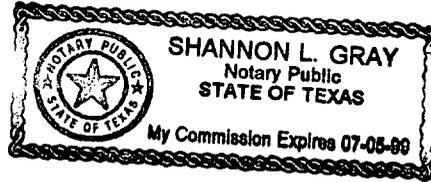
STATE OF TEXAS §

COUNTY OF DALLAS §
§

On this 24th day of December, 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.



Signature of Notary Public



My Commission expires:

EXHIBIT A

1. 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>
2	18,372 Gal. 111A60W7 Tank Cars	TILX 200126, 200127

2. Railroad Car Lease Agreement, dated October 9, 1995, between Trinity Industries Leasing Company and Commonwealth Edison Company covering the following described railroad cars (Partial Rider 1):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
6	4,000 cu. ft. Lo Hopper Cars	TILX 4224-4229

3. Railroad Car Lease Agreement, dated October 30, 1995, between Trinity Industries Leasing Company and KOCH Refining Company, L.P. covering the following described railroad cars (Rider 1):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
4	29,947 Gal. 111A100W1 Tank Cars	TILX 190315-190318

4. Master Car Lease Agreement, dated August 1, 1995, between Trinity Industries Leasing Company and White Springs Agricultural Chemicals, Inc. covering the following described railroad cars (Partial Rider 3):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	14,298 Gal. 111A100W1 Tank Car	TILX 150099

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>
2 Tank Cars	111A60W7	18,372 Gal..	TILX200126, 200127	10/95
6 Hopper Cars	Lo	4,000 cu. ft.	TILX4224-4229	10/95
4 Tank Cars	111A100W1	29,947 Gal.	TILX 190315-190318	11/95
1 Tank Car	111A100W1	14,298 Gal.	TILX 150099	11/95