

REGISTRATION NO. 14864-4 FILED 1/10/96

BILL OF SALE DEC 26 1995 - 1 55 AM (Series 4-5)

STATE OF MICHIGAN COMMERCE COMMISSION

BANKERS TRUST COMPANY,  
AS TRUSTEE  
TO

TRINITY INDUSTRIES LEASING COMPANY

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 December 21, 1995, all the right, title and interest of the Trustee, as Trustee under the Agreement, in and to the Twenty Six (26) railroad cars (the "Trust Equipment") described on Exhibit A hereto covered by the following Railroad Car Lease Agreements: Twenty Four (24) railcars covered by the Existing Lease dated May 18, 1983, between Trinity Industries Leasing Company and AMOCO Minerals Company (assigned to Cyprus Mines Corporation) described on Exhibit A hereto, and two (2) railcars covered by the Existing Lease dated September 28, 1979 between Trinity Industries Leasing Company and Conoco, Inc. (assigned to Vista Chemical Company) (Partial Rider 4) 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 21st day of December, 1995.

BANKERS TRUST COMPANY

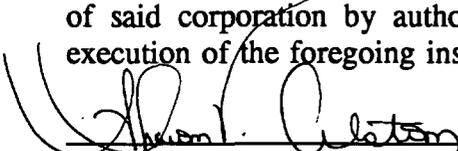
By: *Kevin Weeks*  
Vice President  
ASSISTANT TREASURER

Attest:

*Jocelyn Kaufman*  
Assistant Vice President

STATE OF NEW YORK           §  
  §  
COUNTY OF NEW YORK       §

On this 20<sup>TH</sup> day of December, 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.

  
\_\_\_\_\_  
Signature of Notary Public

My Commission Expires:  
SHARON V. ALSTON  
Notary Public, State of New York  
No. 31-4966275  
\_\_\_\_\_  
Qualified in New York County  
Commission Expires 5.7.96

## EXHIBIT A

1. Railroad Car Net Lease Agreement, dated May 18, 1983 between Trinity Industries Leasing Company and AMOCO Minerals Company (assigned to Cyprus Mines Corporation) covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
24	14,100 Gal. 111A100W1 Tank Cars	AMMX 14001, 14009, AMMX 14010, 14011, AMMX 14201, 14207 AMMX 14208, 14210 AMMX 14214-14229

2. Railroad Car Lease Agreement, dated September 28, 1979, between Trinity Industries Leasing Company and Conoco, Inc. (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

**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>
24 Tank Cars	111A100W1	14,100 Gal.	AMMX 14001, 14009 AMMX 14010, 14011 AMMX 14201, 14207 AMMX 14208, 14210 AMMX 14214-14229	11/83
2 Tank Cars	112J340W	34,000 Gal.	TILX 300350, 300356	06/80