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TRINITY INDUSTRIES LEASING COMPANY

(Series 4-8)

Equipment Trust

Bill of Sale

THIS AGREEMENT, dated the 5th day of December, 1996, 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 Seventh Supplement to Equipment Trust Agreement dated as of December 5, 1996, 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 thirty-two (32) 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: *F. Dean Phelps*
F. Dean Phelps
Vice President

[SEAL]

ATTEST:

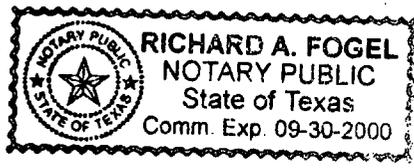
Neil D. Shwon
Assistant Secretary

STATE OF TEXAS §
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COUNTY OF DALLAS §

On this 5 day of December, 1996, before me, personally appeared F. Dean Phelps, to me personally known, who being by me duly sworn, says that he is the 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 July 10, 1989, between Trinity Industries Leasing Company and ADM Transportation Company covering the following described railroad cars (Rider 8):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	5191 cu. ft. Lo Covered Hopper Car	TIMX 1013

- 2. Railroad Car Lease Agreement, dated July 10, 1989, between Trinity Industries Leasing Company and ADM Transportation Company covering the following described railroad cars (Rider 10):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
31	5127 cu. ft. Lo Covered Hopper Cars	ADMX 49070-49100

Series 4

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>
1 Hopper Car	Lo	5191 cu. ft.	TIMX 1013	08/96
31 Hopper Cars	Lo	5127 cu. ft.	ADMX 49070-49100	09/96