

RECORDATION NO. 14864-MM FILED

BILL OF SALE DEC 31 '97 2-10PM (Series 4)

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 4.04 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 11, 1997, all the right, title and interest of the Trustee, as Trustee under the Agreement, in and to the railroad cars (the "Trust Equipment") described on Exhibit A and covered by the Railroad Car Lease Agreements described on Exhibit B hereto, 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. EXCEPT AS EXPRESSLY SET FORTH ABOVE, TRUSTEE MAKES NO REPRESENTATION OR WARRANTY, EXPRESS OR IMPLIED, AS TO THE VALUE, TITLE, FREEDOM FROM LIENS, CONDITION, DESIGN, OPERATION, MERCHANTABILITY OR FITNESS FOR USE OF THE EQUIPMENT OR ANY OTHER REPRESENTATION OR WARRANTY WHATSOEVER.

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 22<sup>nd</sup> day of December, 1997.

BANKERS TRUST COMPANY

By: *Kevin Weeks*  
Assistant Vice President

Attest:  
*[Signature]*  
Assistant Vice President

STATE OF NEW YORK §  
  §  
COUNTY OF NEW YORK §

On this 22<sup>ND</sup> day of December, 1997, before me personally appeared KEVIN WEEKS, to me personally known, who being by me duly sworn, says that he is the Assistant 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.

*Carol Allen*  
Signature of Notary Public

My Commission Expires: 2/16/98

CAROL ALLEN  
Notary Public, State of New York  
No. 24-4920187  
Qualified in Kings County  
Commission Expires 2/16/98

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EXHIBIT A  
DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
50 Tank Cars	111A100W3	17,604 Gal.	STMX 000200-000249	12/83
49 Tank Cars	111A100W1	20,514 Gal.	CRGX 7000-7048	05/85
17 Tank Cars	111A100W1	30,000 Gal.	TILX 190033-190039 TILX 190041-190050	03/84
26 Tank Cars	111A100W1	14,100 Gal.	AMMX 14000, 14002 AMMX 14005, 14007, 14032 ECPX 14003, 14006, 14008 ECPX 14012-14017 ECPX 14023, 14025 ECPX 14027-14029 ECPX 14034-14040	12/83
20 Tank Cars	111A100W1	29,947 Gal.	MWSX 29637-29642 MWSX 29644-29653 MWSX 29655-29658	11/84
20 Tank Cars	111A100W3	17,641 Gal.	MNCX 1025-1044	04/85
30 Tank Cars	111A100W1	29,947 Gal.	TILX 190051-190066 TILX 190068-190075 TILX 190077-190082	12/84
3 Hopper Cars	Lo	5,850 cu. ft.	TILX 58022-58024	12/88
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
2 Tank Cars	111A60W7	18,372 Gal.	TILX 200126, 200127	10/95
4 Tank Cars	111A100W1	29,947 Gal.	TILX 190315-190318	11/95

(Exhibit A continued)

Series 4

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
1 Tank Car	111A100W1	14,298 Gal.	TILX 150099	11/95
8 Hopper Cars	Lo	2,950 cu. ft.	ERCX 9400-9407	12/94
6 Tank Cars	111A100W3	17,641 Gal.	STMX 600-605	08/84
3 Hopper Cars	Lo	2,950 cu. ft.	ERCX 9697-9699	12/94
5 Tank Cars	111A100W3	17,641 Gal.	MNCX 1020-1024	09/84
2 Tank Cars	111A100W1	16,664 Gal.	TILX 160018, 160054	10/88
2 Tank Cars	111A100W1	17,015 Gal.	TILX 160056, 160057	06/89
3 Tank Cars	111A100W2	13,946 Gal.	TILX 100359-100361	03/89
5 Spine Cars	Lo	70-Ton	SO 1000-1004	12/94
1 Hopper Car	Lo	5,191 cu. ft.	TIMX 1013	08/96
31 Hopper Cars	Lo	5,127 cu. ft.	ADMX 49070-49100	09/96

**EXHIBIT B**

1. **Railroad Car Net Lease Agreement, dated April 13, 1983, between Trinity Industries Leasing Company and A.E. Staley Manufacturing Company covering the following described railroad cars (Rider 1):**

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
50	17,604 Gal. 111A100W3 Tank Cars	STMX 000200-000249

2. **Railroad Car Net Lease Agreement, dated May 20, 1985, between Trinity Industries Leasing Company and Cargill Incorporated covering the following described railroad cars (Rider 1):**

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
49	20,514 Gal. 111A100W1 Tank Cars	CRGX 7000-7048

3. **Railroad Car Lease Agreement, dated March 19, 1984, between Trinity Industries Leasing Company and Gulf Oil Corporation (acquired by Chevron, USA) covering the following described railroad cars (Partial Rider 3 & 4):**

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
17	30,000 Gal. 111A100W1 Tank Cars	TILX 190033-190039 TILX 190041-190050

4. **Railroad Car Lease Agreement, dated May 18, 1983, between Trinity Industries Leasing Company and Amoco Minerals Company (assigned to Cyprus Mines Corporation), assumed in part by E.C.C. America, Inc. effective June 1, 1988 covering the following described railroad cars (Partial Rider 1 & 4):**

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
26	14,100 Gal. 111A100W1 Tank Cars	AMMX 14000, 14002, 14005 AMMX 14007, 14032 ECPX 14003, 14006, 14008 ECPX 14012-14017 ECPX 14023, 14025 ECPX 14027-14029 ECPX 14034-14040

5. **Railroad Car Net Lease Agreement, dated June 28, 1984, between Trinity Industries Leasing Company and Midwest Solvents Company, Inc. covering the following described railroad cars (Rider 1):**

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
20	29,947 Gal. 111A100W1 Tank Cars	MWSX 29637-29642 MWSX 29644-29653 MWSX 29655-29658

6. **Railroad Car Net Lease Agreement, dated August 9, 1984, between Trinity Industries Leasing Company and Minnesota Corn Processors, Inc. covering the following described railroad cars (Rider 2):**

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
20	17,641 Gal. 111A100W3 Tank Cars	MNCX 1025-1044

7. Railroad Car Full Service Lease Agreement, dated June 4, 1984, between Trinity Industries Leasing Company and Nova Energy Systems, Inc. covering the following described railroad cars (Rider 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
30	29,947 Gal. 111A100W1 Tank Cars	TILX 190051-190066 TILX 190068-190075 TILX 190077-190082

8. Railroad Car Lease Agreement, dated March 29, 1985, between Trinity Industries Leasing Company and Exxon Chemical Americas covering the following described railroad cars (Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
3	5,850 cu. ft. Lo Covered Hopper Cars	TILX 58022-58024

9. 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 of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
14	5,125 cu. ft. Lo Covered Hopper Cars	TILX 5348-5361

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

11. 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 of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
2	5,125 cu. Ft. Lo Covered Hopper Cars	TILX 5346-5347

12. 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 of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
2	18,372 Gal. 111A60W7 Tank Cars	TILX 200126, 200127

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

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

15. 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>
8	2,950 cu. ft. Lo Covered Hopper Cars	ERCX 9400-9407

16. Railroad Car Net Lease Agreement, dated April 13, 1983, between Trinity Industries Leasing Company and A.E. Staley Manufacturing Company covering the following described railroad cars (Rider 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
6	17,641 Gal. 111A100W3 Tank Cars	STMX 600-605

17. 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>
3	2,950 cu. ft. Lo Covered Hopper Cars	ERCX 9697-9699

18. Railroad Car Net Lease Agreement, dated August 9, 1984, between Trinity Industries Leasing Company and Minnesota Corn Processors, Inc. covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
5	17,641 Gal. 111A100W3 Tank Cars	MNCX 1020-1024

19. Railroad Car Lease Agreement, dated July 15, 1988, between Trinity Industries Leasing Company and Olin Corporation covering the following described railroad cars (Partial Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
2	16,664 Gal. 111A100W1 Tank Cars	TILX 160018, 160054

20. Railroad Car Lease Agreement, dated March 12, 1982, between Trinity Industries Leasing Company and PPG Industries, Inc. covering the following described railroad cars (Partial Rider 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
2	17,015 Gal. 111A100W1 Tank Cars	TILX 160056, 160057

21. Railroad Car Lease Agreement, dated September 14, 1987, between Trinity Industries Leasing Company and Stauffer Chemical Company (acquired by Rhone-Poulenc Basic Chemicals Co.) covering the following described railroad cars (Partial Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
3	13,946 Gal. 111A100W2 Tank Cars	TILX 100359-100361

22. Railroad Car Net Lease Agreement, dated December 13, 1994, between Trinity Industries Leasing Company and South Orient Railway Company, Ltd. covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
5	70-Ton Lo 5-Unit Spine Cars	SO 1000-1004

(Exhibit B continued)

Series 4

23. Railroad Car Lease Agreement, dated July 10, 1989, between Trinity Industries Leasing Company and ADM Transportation Company covering the following described railroad cars (Partial Rider 8):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	5,191 cu. ft. Lo Covered Hopper Car	TIMX 1013

24. 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 of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
31	5,127 cu. ft. Lo Covered Hopper Cars	ADMX 49070-49100