

TRINITY INDUSTRIES LEASING COMPANY

17848-B

Equipment Trust, Series 9

Bill of Sale

JUL 1 1992 - 2 25 PM

INTERSTATE COMMERCE COMMISSION

THIS AGREEMENT, dated the 30th day of June, 1992, between Trinity Industries Leasing Company, a Delaware Corporation, (hereinafter called "Seller"), and NationsBank of Texas, a national banking association, as Trustee (hereinafter called "Buyer"), as contemplated by the Equipment Trust Agreement dated as of June 30, 1992 (the "Equipment Trust Agreement"), between Seller and Buyer.

WITNESSETH

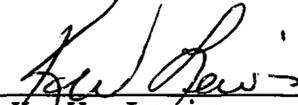
That in consideration of \$10.00 in hand paid and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Seller does hereby sell, grant and convey to the Buyer, its successors and assigns, the following described equipment:

The four hundred eighty-two (482) railroad cars described in Exhibit A-1 and more particularly identified in Exhibit B-1 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 B-1, 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

Senior Vice President

[SEAL]

ATTEST:


Assistant Secretary

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

On this 30th day of June, 1992 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.

Alice D. Buchanan
Signature of Notary Public

My Commission expires:
9-12-95

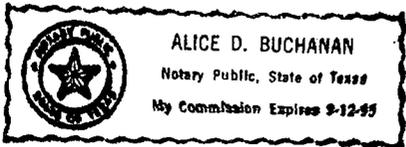


EXHIBIT A-1

<u>QUANTITY & TYPE</u>	<u>CLASS</u>	<u>CAPACITY</u>	<u>INITIALED CAR NUMBERS</u>	<u>DATE OF EARLIEST SERVICE</u>	<u>TERM OF LEASE</u>	<u>MONTHLY RENTAL</u>
25 Hopper Cars	LO	5,125 CU FT	SSPX 1000-1024	JAN 92	15 YRS	16,750
11 Tank Cars	105J500W	17,368 GAL	TILX 400216-400226	JUN 92	5 YRS	8,899
5 Tank Cars	111A100W6	21,004 GAL	TILX 200055-200059	APR 92	10 YRS	6,600
20 Tank Cars	111A100W1	23,589 GAL	TILX 24054-24073	FEB 92	10 YRS	9,160
100 Flat Cars	FBC	100 TON	KCS 711000-711099	JAN 92	5 YRS	45,000
7 Hopper Cars	LO	5,125 CU FT	TILX 5164-5170	JUN 92	10 YRS	5,390
7 Tank Cars	111A100W3	17,574 GAL	TILX 170086-170092	MAR 92	10 YRS	3,906
13 Tank Cars	111A100W3	17,574 GAL	TILX 170093-170105	APR 92	10 YRS	7,254
52 Tank Cars	112J340W	33,687 GAL	TILX 300921-300972	FEB 92	5 YRS	36,140
75 Tank Cars	112J340W	33,687 GAL	TILX 300973-301047	MAR 92	5 YRS	52,125
85 Hopper Cars	LO	5,125 CU FT	TILX 058026-058110	FEB 92	5 YRS	46,325
20 Tank Cars	105J400W	33,565 GAL	TILX 400196-400215	JAN 92	5 YRS	15,140
31 Tank Cars	105J400W	33,565 GAL	TILX 400165-400195	JAN 92	5 YRS	23,622
1 Hopper Car	LO	4,750 CU FT	TILX 511992	JUN 85	10 YRS	847
10 Tank Cars	111A100W1	23,589 GAL	TILX 260670-260679	DEC 91	5 YRS	5,650
20 Tank Cars	111A100W1	23,589 GAL	TILX 260680-260699	JUN 92	5 YRS	11,760

EXHIBIT B-1

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 11):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
25	5,125 Cu. ft. LO Covered Hopper Cars	SSPX 1000-1024

2. Railroad Car Lease Agreement, dated March 3, 1992, between Trinity Industries Leasing Company and Buckman Laboratories, Inc., covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
11	17,368 Gal. 105J500W Tank Cars	TILX 400216-400226

3. Railroad Car Lease Agreement dated July 11, 1991, between Trinity Industries Leasing Company and Celtran, Inc., a subsidiary of Hoecht Celanese Corporation, covering the following described railroad cars (Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
5	21,004 Gal. 111A100W6 Tank Cars	TILX 200055-200059

4. Railroad Car Net Lease Agreement, dated March 7, 1983, between Trinity Industries Leasing Company and IBP, Inc., covering the following described railroad cars (Partial Rider 4):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
20	23,589 Gal. 111A100W1 Tank Cars	TILX 24054-24073

5. Railroad Car Net Lease Agreement, dated March 7, 1983, between Trinity Industries Leasing Company and the Kansas City Southern Railway Company, covering the following described railroad cars (Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
100	100 Ton Hi-Beam Flat Cars	KCS 711000-711099

6. Railroad Car Lease Agreement dated May 26, 1992, between Trinity Industries Leasing Company and Martin Marietta Magnesia Specialties Inc., covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
7	5,125 Cu. ft. LO Covered Hopper Cars	TILX 5164-5170

7. Railroad Car Lease Agreement, dated May 7, 1990, between Trinity Industries Leasing Company and Minnesota Corn Processors, Inc., covering the following described railroad cars (Rider 7):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
20	17,574 Gal. 111A100W3 Tank Cars	TILX 170086-170105

8. Railroad Car Lease Agreement dated October 1, 1990, between Trinity Industries Leasing Company and Mobil Oil Corporation, covering the following described railroad cars (Partial Rider 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
52	33,687 Gal. 112J340W Tank Cars	TILX 300921-300972

9. Railroad Car Lease Agreement, dated October 1, 1990, between Trinity Industries Leasing Company and Mobil Oil Corporation, covering the following described railroad cars (Partial Rider 4):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
75	33,687 Gal. 112J340W Tank Cars	TILX 300973-301047

10. Railroad Car Lease Agreement, dated June 4, 1984, between Trinity Industries Leasing Company and Nova Energy Systems Inc. (merged into Novacor Chemicals Investments Inc.), covering the following described railroad cars (Rider 4):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
85	5,851 Cu. Ft. LO Covered Hopper Cars	TILX 058026-058110

11. Railroad Car Lease Agreement, dated December 1, 1989, between Trinity Industries Leasing Company and Polysar Limited (name changed to Novacor Chemicals Investments Inc.), covering the following described railroad cars (Rider 6):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
20	33,565 Gal. 105J400W Tank Cars	TILX 400196-400215

12. Railroad Car Lease Agreement, dated September 18, 1989, between Trinity Industries Leasing Company and The Alberta Gas Ethylene Company, LTD (name changed to Novacor Chemicals Ltd.), covering the following described railroad cars (Rider 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
31	33,565 Gal. 105J400W Tank Cars	TILX 400165-400195

13. Railroad Car Lease Agreement dated July 15, 1988, between Trinity Industries Leasing Company and Olin Corporation, covering the following described railroad cars (Partial Rider 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	4,750 Cu. Ft. LO Covered Hopper Car	TILX 511992

14. 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 (Rider 6):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	23,589 Gal. 111A100W1 Tank Cars	TILX 260670-260679

15. Railroad Car Lease Agreement, dated April 20, 1992, between Trinity Industries Leasing Company and Windsor Chemicals, Inc., covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
20	23,589 Gal. 111A100W1 Tank Cars	TILX 260680-260699

NEW ORLEANS, LA
DALLAS, TX
LITTLE ROCK, AR
HOUSTON, TX
FORT SMITH, AR
LAKE PROVIDENCE, LA

**McGlinchey, Stafford,
Cellini & Lang**
(A PROFESSIONAL CORPORATION)

17848

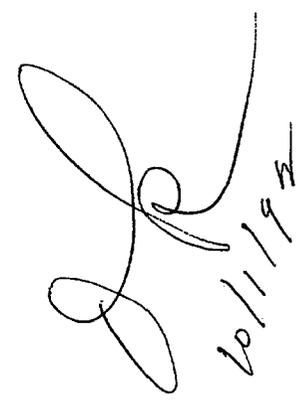
IN DALLAS:
2525 STEMMONS FREEWAY
SUITE 352
DALLAS, TX 75207
(214) 634-3939
FAX (214) 634-3971

September 30, 1992

VIA FEDERAL EXPRESS

Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Ave., N.W.
Washington, DC 20423

Attention: Ms. Mildred Lee
Room 2302



RE: Documents for Re-Recordation

Dear Ms. Lee:

Per our telephone conversation on September 30, 1992, I am enclosing for re-recording the following documents:

1. Supplement to Equipment Trust Agreement;
2. Assignment; and
3. Bill of Sale.

These documents were previously recorded by your office on September 21, 1992 and assigned recordation numbers 17941, 17941-A and 17941-B. You have advised me, however, that as these documents relate to a previous filing, they should be re-recorded under the numbers assigned to the previously filed documents.

The previous filings in this matter were made on July 1, 1992 and included the following documents:

1. Equipment Trust Agreement - recordation number 17848; 
2. Assignment - recordation number 17848-A; and
3. Bill of Sale - recordation number 17848-B.

McGlinchey, Stafford,
Cellini & Lang

September 30, 1992
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Thank you for your assistance in calling this to my attention.
After re-recording, please forward the documents to my attention.

Very truly yours,



Richard A. Fogel

RAF:ps
Enclosures