

BILL OF SALE

(Series 9-2)

NATIONSBANK OF TEXAS, N.A.,
AS TRUSTEE
TO

RECORDATION NO. 17848-7
FILED 1425

TRINITY INDUSTRIES LEASING COMPANY MAR 21 1995 - 3 10 PM

UNIVERSITY OF TEXAS SYSTEMS COMMISSION

NationsBank of Texas, N.A. (formerly known as NCNB Texas National Bank), as 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 5.05(a) of that certain Equipment Trust Agreement dated as of June 30, 1992 (the "Agreement") by and between the Trustee and the Company and the Request delivered to the Trustee by the Company dated March 17, 1995, all the right, title and interest of the Trustee, as Trustee under the Agreement, in and to the Eighty Five (85) railcars (the "Trust Equipment") described on Exhibit A hereto covered by the following Railroad Car Lease Agreement: Eighty Five (85) railcars covered by the existing Lease Agreement dated June 4, 1984, between Trinity Industries Leasing Company and NOVA Energy Systems Inc. (merged into Novacor Chemicals Investments Inc.) (Rider 4) as described on Exhibit B to the Agreement 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, NationsBank of Texas, N.A. 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 17th day of March, 1995.

NATIONSBANK OF TEXAS, N.A.

By: David Moore
Vice President

Attest:

[Signature]
Assistant Vice President
Assistant Secretary

STATE OF TEXAS

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COUNTY OF DALLAS

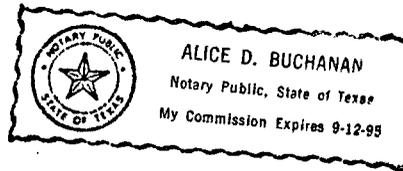
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On this 7th day of March, 1995, before me personally appeared David Moore, to me personally known, who being by me duly sworn, says that he is the Vice President of NationsBank of Texas, N.A.; that the seal affixed to the foregoing instrument is the 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.

Alice D. Buchanan
Signature of Notary Public

My Commission Expires:



**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>
85 Hopper Cars	Lo	5,851 cu.ft.	TILX 058026-058110	1/92

EXHIBIT A

1. 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