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STATE OF TEXAS PUBLIC UTILITY COMMISSION (Series 9-3)

TRINITY INDUSTRIES LEASING COMPANY

Equipment Trust, Series 9

Bill of Sale

THIS AGREEMENT, dated the 25th day of September, 1995, between Trinity Industries Leasing Company, a Delaware Corporation, (hereinafter called "Seller"), and NationsBank of Texas, N.A., a national banking association, as Trustee (hereinafter called "Buyer"), as contemplated by the Third Supplement to Equipment Trust Agreement dated as of September 25, 1995, supplementing and amending 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 Twenty Six (26) railroad cars 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, 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
K. W. Lewis
Senior Vice President

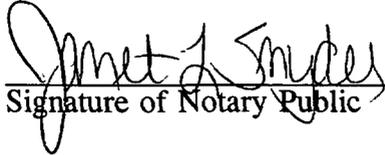
[SEAL]

ATTEST:

Neil O. Shoop
Assistant Secretary

STATE OF TEXAS §
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COUNTY OF DALLAS §

On this 25th day of September, 1995 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.



Signature of Notary Public



My Commission expires:
3-19-97

EXHIBIT A

1. Railroad Car Lease Agreement, dated May 17, 1979, between Trinity Industries Leasing Company and Cargill, Inc. covering the following described railroad cars (Partial Rider 15):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
23	29,947 Gal. 111A100W1 Tank Cars	TILX 190283 - 190305

2. Railroad Car Lease Agreement, dated June 24, 1992, between Trinity Industries Leasing Company and Windsor Chemicals, Inc., covering the following described railroad cars (Partial Rider 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
3	23,589 Gal. 111A100W1 Tank Cars	TILX 260809 - 260811

**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>
23 Tank Cars	111A100W1	29,947 Gal.	TILX 190283 - 190305	3/95
3 Tank Cars	111A100W1	23,589 Gal.	TILX 260809 - 260811	2/95