

BILL OF SALE

(Series 9-3)

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

REGISTRATION NO. 17848-M FILED 1495

SEP 20 1995 - 11 50 AM

TRINITY INDUSTRIES LEASING COMPANY

STATE COMMISSION

NationsBank of Texas, N.A., 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 September 25, 1995, all the right, title and interest of the Trustee, as Trustee under the Agreement, in and to the 21 railcars (the "Trust Equipment") described on Exhibit A hereto covered by the following Railroad Car Lease Agreements: Twenty (20) railcars covered by the existing Lease Agreement dated March 3, 1992, between Trinity Industries Leasing Company and Buckman Laboratories, Inc.; One (1) railcar covered by the existing Lease Agreement dated July 15, 1988, between Trinity Industries Leasing Company and Olin Corporation (Partial Rider 3) 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 20 day of September, 1995.

NATIONSBANK OF TEXAS, N.A.

By:   
Vice President

Attest:

  
Assistant Vice President

STATE OF TEXAS

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§  
§

COUNTY OF DALLAS

On this 28 day of September, 1995, before me personally appeared Robert Patterson, 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:

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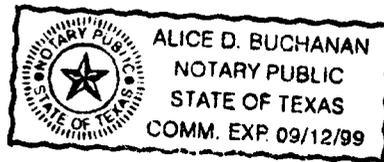


EXHIBIT A

1. 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>
20	17,368 gallon 105J500W Tank Cars	TILX400216-400235

2. 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	TILX511992

SERIES 9

**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>
20 Tank Cars	105J500W	17,368 gallon	TILX400216-400235	06/92
1 Hopper Car	LO	4,750 cu.ft.	TILX511992	07/81