

TRINITY INDUSTRIES LEASING COMPANY

(Series 9-4)

Equipment Trust, Series 9

RECORDATION NO. 17848-2 FILED 1425

Bill of Sale

SEP 3 1996 4 15 PM

THIS AGREEMENT, dated the 25th day of September, 1995, between Trinity Industries Leasing Company, a Delaware Corporation, (hereinafter called "Seller"), and The Bank of New York, a New York banking association, as Trustee (hereinafter called "Buyer"), as contemplated by the Fourth Supplement to Equipment Trust Agreement dated as of August 27, 1996, 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 Sixty Six (66) 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: F. Dean Phelps
F. Dean Phelps
Vice President

[SEAL]

ATTEST:

Neil O'Shoon
Assistant Secretary

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STATE OF TEXAS

COUNTY OF DALLAS

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On this 27th day of August, 1996 before me, personally appeared F. Dean Phelps, to me personally known, who being by me duly sworn, says that he is the 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:

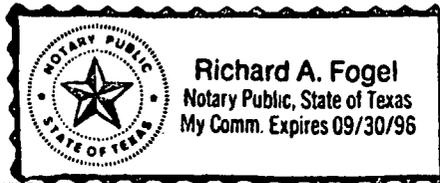


EXHIBIT A

1. Railroad Car Lease Agreement, dated October 1, 1988, between Trinity Industries Leasing Company and Air Products & Chemicals Inc. covering the following described railroad cars (Rider 4):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
12	29,947 Gal. 111A100W1 Tank Cars	TILX 190306-190314 TILX 190319-190321

2. Railroad Car Lease Agreement, dated August 30, 1990, between Trinity Industries Leasing Company and Dakota Gasification Company covering the following described railroad cars (Rider 6):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
40	5,191 cu. ft. Lo Covered Hopper Cars	TILX 519000-519039

3. Railroad Car Lease Agreement, dated January 8, 1996, between Trinity Industries Leasing Company and SGL Carbon Corporation covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
9	5,161 cu. ft. Lo Covered Hopper Cars	TILX 516000-516008

4. 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 (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
5	70-Ton Lo 5-Unit Spine Cars	SO 1005-1009

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>
12 Tank Cars	111A100W1	29,947 Gal.	TILX 190306-190314 TILX 190319-190321	12/95
40 Hopper Cars	Lo	5,191 cu. ft.	TILX 519000-519039	06/96
9 Hopper Cars	Lo	5,161 cu. ft.	TILX 516000-516008	02/96
5 5-Unit Spine Cars	Lo	70-Ton	SO 1005-1009	12/94