



THOMAS D. MARION
TREASURER

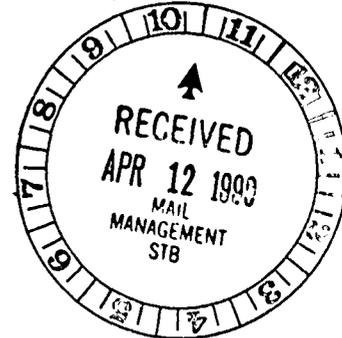
TTX COMPANY
101 NORTH WACKER DRIVE
CHICAGO, ILLINOIS 60606
(312) 853-3223

DIRECT LINE (312) 984-3821
FAX (312) 984-3855

April 8, 1999

VIA FEDERAL EXPRESS
Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

RECORDATION NO. 9687-D FILED
APR 12 '99 10-30AM



Dear Mr. Williams:

Submitted herewith for filing and recording under 49 U.S.C. Section 11301 and the regulations promulgated thereunder are four (4) fully executed counterparts of the following document:

Bill of Sale dated as of February 16, 1999.

This is a secondary document, relating to the Lease of Railroad Equipment (21B) dated as of July 1, 1978 between Trailer Train Company and First Security State Bank (as trustee under a Trust Agreement dated as of July 1, 1978 with Merrill Lynch Leasing, Inc.) which was filed and recorded on September 11, 1978 under Recordation Number 9687-B.

Parties to this transaction are as follows:

TTX Company (Buyer)
101 North Wacker Drive
Chicago, Illinois 60606

First Security Bank, N.A. (Seller)
79 South Main Street
Salt Lake City, UT 84111

A description of the railroad equipment covered by the enclosed document appears in the Schedule A attached to the document.

Enclosed is our check for \$26.00 to cover filing fees.

Once the filing has been made, please retain one copy and return the remaining stamped counterparts and transmittal letter copy to me via certified mail.

Very truly yours,

Enclosures
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TTX COMPANY
OFFICER'S CERTIFICATE

I, Thomas D. Marion, Treasurer of TTX Company, DO HEREBY CERTIFY that the attached document is a true and correct copy of the original, executed Bill of Sale, dated as of February 16, 1999, by and between TTX Company (the "Buyer") and First Security Bank, N.A. (the "Seller").

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of TTX Company the 6th day of April, 1999.

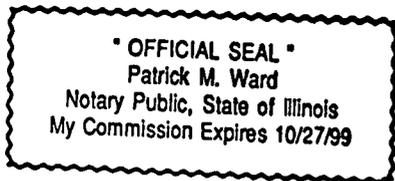


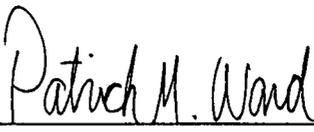
Thomas D. Marion
Treasurer

(Corporate Seal)

State of Illinois,)
) SS.:
County of Cook)

On this 6th day of April, 1999, before me personally appeared Thomas D. Marion, to me personally known, who, being by me duly sworn, says that he is the Treasurer of TTX COMPANY and that the seal affixed to this instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors.





Notary Public

(Notarial Seal)

RECORDATION NO. 9687-D FILED

BILL OF SALE

APR 12 '99

10-30AM

First Security Bank, N.A. (hereinafter called the "Seller", and successor to First Security Bank of Idaho, N.A., which succeeded First Security State Bank), as Owner-Trustee under the Trust Agreement dated as of July 1, 1978 (the "Trust Agreement") with Merrill Lynch Leasing Inc. (whose interests and obligations have been succeeded by Citicorp Railmark, Inc., hereinafter "CitiRail") for valuable consideration paid by TTX Company (hereinafter called the "Buyer"), at or before the execution and delivery of these presents, the receipt and sufficiency of which are hereby acknowledged, does hereby grant, bargain, sell, transfer, and set over unto the Buyer, its successors and assigns, its right, title and interest in the used railroad equipment described in Schedule A attached hereto (the "Equipment").

TO HAVE AND TO HOLD the Equipment unto the Buyer, its successors and assigns, for its and their own use and behoof, forever.

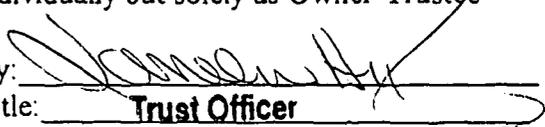
And the Seller hereby warrants unto the Buyer, its successors and assigns that, as of the date hereof, the Seller has legal title to the Equipment and good and lawful right to dispose of the Equipment, and the Seller, for itself, its successors and assigns, covenants and warrants that the Equipment is free and clear of all claims, liens, security interests and other encumbrances created by through or under the Seller, other than such claims, liens, security interests and other encumbrances which are the responsibility of the Buyer in its capacity as Lessee under the Lease as defined in the Conditional Sale Agreement referred to below and as more expressly set forth in the Conditional Sale Agreement.

THE EQUIPMENT IS BEING SOLD ON AN "AS IS, WHERE IS" BASIS AND "WITH ALL FAULTS." EXCEPT AS SET FORTH HEREIN, THE SELLER MAKES NO WARRANTY, EITHER EXPRESS OR IMPLIED, INCLUDING ANY IMPLIED WARRANTY OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE, AND EXPRESSLY DISCLAIMS LIABILITY FOR LOST PROFIT OR FOR INDIRECT, INCIDENTAL, CONSEQUENTIAL, OR COMMERCIAL LOSSES AND ALL OTHER OBLIGATIONS OR LIABILITIES.

Such grant, bargain, sale, transfer and set over, as set forth hereinabove is pursuant to, in accordance with, and subject to the provisions, terms and conditions of that certain Conditional Sale Agreement dated as of June 30, 1993 ("Conditional Sale Agreement") by and between CitiRail and the Buyer, and the provisions, terms and conditions, including the representations and warranties made therein, of such Conditional Sale Agreement are by this reference hereby incorporated herein and made a part of this Bill of Sale.

IN WITNESS WHEREOF, the Seller has caused this Bill of Sale to be executed in its name by a duly authorized representative on this 16th day of February, 1999.

FIRST SECURITY BANK, N.A., not
individually but solely as Owner-Trustee

By: 

Title: _____

Trust Officer

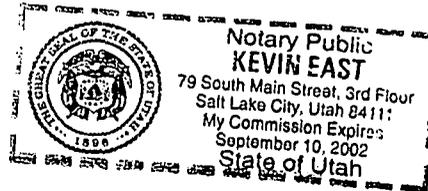
[Corporate Seal]

STATE OF UTAH)
)
COUNTY OF)

On this 16th day of February, 1999, before me, personally appeared Janeen R. Higgs, who being by me duly sworn, did say that he/she is a Trust Officer of First Security Bank, N.A., that he/she knows the seal of said national association; that the seal affixed to the foregoing instrument is the seal of said national association; and that said instrument was signed and sealed on behalf of said national association by authority of its Board of Directors; and said Trust Officer acknowledged said instrument to be the free act and deed of said national association.

Kevin East
Notary Public

My Commission Expires:



SCHEDULE A
EQUIPMENT SCHEDULE

<u>TYPE</u>	<u>QUANTITY</u>	<u>CAR NUMBERS</u>
89' low level wide-bodied fully enclosed tri-level auto rack car	33	ETTX 853487-89 853491-520
50'-89' car for special service	1	JTTX 942654
89' low or standard level car with fully enclosed bi-level auto rack	63	TTGX 942634-53 942655-67 942669-79 942681-99
	2	TTGX 979484 979664
89' twin 45 TOFC, CDFC car	199	TTWX 979415-23 979425-83 979485-94 979496-504 979654-63 979665-743 979767-89
TOTAL	298	

NOTE: The bi-level auto rack identified as TTGX 942633 was casualties on October 21, 1997.