TTX

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. 7102-AAA, BBB, CCC, DDD FILED

APR 12 '99 10-30AM

RECEIVED
APR 12 1999
MAIL
MANAGEMENT
STB

Dear Mr. Williams:

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

(1) Bill of Sale (7B-A) dated as of January 15, 1999.

This is a secondary document, relating to the Lease of Equipment dated as of July 1, 1973 between Trailer Train Company and First Security Bank of Utah, N.A. (as trustee under a Trust Agreement dated as of October 1, 1973 with American Security Leasing Corp.) which was filed and recorded on August 27, 1973 under Recordation Number 7102-H.

(2) Bill of Sale (7B-F) dated as of January 15, 1999.

This is a secondary document, relating to the Lease of Equipment dated as of July 1, 1973 between Trailer Train Company and First Security Bank of Utah, N.A. (as trustee under a Trust Agreement dated as of October 1, 1973 with The Fifth Third Bank) which was filed and recorded on July 12, 1973 under Recordation Number 7102-B.

(3) Bill of Sale (7B-T) dated as of January 15, 1999.

This is a secondary document, relating to the Lease of Equipment dated as of July 1, 1973 between Trailer Train Company and First Security Bank of Utah, N.A. (as trustee under a Trust Agreement dated as of October 1, 1973 with Republic National Leasing Corp.) which was filed and recorded on October 3, 1973 under Recordation Number 7102-P.

(4) Bill of Sale (7B-X) dated as of January 15, 1999.

This is a secondary document, relating to the Lease of Equipment dated as of July 1, 1973 between Trailer Train Company and First Security Bank of Utah, N.A. (as trustee under a Trust Agreement dated as of October 1, 1973 with National Express Company) which was filed and recorded on October 19, 1973 under Recordation Number 7102-R.

Parties to these four transactions 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

Descriptions of the railroad equipment covered by the enclosed documents appear in the Schedule A attached to each document.

Enclosed are 4, $26.00 checks 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,

Thomas D. Marrow

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 (7B-T)**, dated as of January 15, 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.

" OFFICIAL SEAL "
Patrick M. Ward
Notary Public, State of Illinois
My Commission Expires 10/27/99

Notary Public

(Notarial Seal)
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RECORDATION NO. 7102-CCC FILED

APR 12 '99 10-30AM

BILL OF SALE

(7B-T)

For and in consideration of the sum of Ten Dollars ($10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, FIRST SECURITY BANK, N.A. (formerly, First Security Bank of Utah, N.A. (the "Seller"), not in its individual capacity but solely as owner-trustee under the Trust Agreement dated as of July 1, 1973 (the "Trust Agreement") with NationsBanc Leasing Corporation (successor in interest to Republic National Leasing Corp.), as owner, does hereby sell, assign, transfer and convey to TTX Company (formerly known as Trailer Train Company) (the "Buyer") all of the Seller's right, title and interest in and to the units of equipment described in Schedule A hereto (the "Property").

TO HAVE AND TO HOLD the above described Property unto the Buyer, its successors and assigns, for its and their own use and behalf, forever.

The Seller warrants that (1) it is conveying hereby such title to the Property as it derived from the manufacturer of such Property, and (2) the aforesaid Property is free and clear of all claims, liens, security interests and other encumbrances by or in favor of any person claiming by, through or under the Seller other than (a) any 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 Equipment Option Agreement referred to below, and (b) liens, security interests and other encumbrances, if any, which remain in existence notwithstanding the Owner Trustee's full compliance with the Equipment Trust Agreement.

THE PROPERTY IS BEING SOLD HEREIN ON AN "AS IS, WHERE IS" BASIS AND WITH ALL FAULTS. EXCEPT AS EXPRESSLY SET FORTH ABOVE, THE SELLER MAKES NO WARRANTY, EITHER EXPRESS OR IMPLIED, INCLUDING, WITHOUT LIMITATION, ANY IIMPLIED WARRANTY OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OR USE, AND EXPRESSLY DISCLAIMS LIABILITY FOR LOST PROFITS OR FOR INDIRECT, INCIDENTAL, CONSEQUENTIAL, OR COMMERCIAL LOSSES OF BUYER AND ALL OTHER OBLIGATIONS OR LIABILITIES OF BUYER REGARDING ANY UNIT OF EQUIPMENT.

Such grant, bargain, sale, transfer and set over, as set forth hereinabove is pursuant to and in accordance with the provisions, terms and conditions of that certain Equipment Option Agreement dated as of December 5, 1986 (the "Agreement") by and between Buyer and NationsBanc Leasing Corporation (successor in interest to Republic National Leasing Corp. and the provisions, terms and conditions, including the representations and warranties made

therein, of such 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 15th day of January, 1999.

FIRST SECURITY BANK, N.A.,
(formerly First Security Bank of Utah, N.A.), not individually but solely as Owner-Trustee as aforesaid

By: _____
Trust Officer

Its: _____

STATE OF UTAH)
) SS
COUNTY OF SALT LAKE)

On this 15th day of January, 1999, before me personally appeared Janeen R. Higgs, to me personally known, who, being by me duly sworn, says that he is a Trust Officer of FIRST SECURITY BANK, N.A., and that the foregoing Bill of Sale was signed on behalf of said bank by authority of its Board of Directors. Further, he acknowledged that the execution of the foregoing Bill of Sale was the free act and deed of said bank.

Kevin East
Notary Public

[Notarial Seal]

Notary Public
KEVIN EAST
79 South Main Street, 3rd Floor
Salt Lake City, Utah 84111
My Commission Expires
September 10, 2002
State of Utah

My commission expires:

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SCHEDULE A

TTX COMPANY
LEASE NO. 7BT

Remaining Equipment as of January 15, 1999

Equipment Type	Builder	Car Numbers	Number of Cars	Original Cost per Car	Total Cost
89'4" standard level flatcars	Pullman Incorporated	253984 - 254011 , 254013 - 254031 , 254033 , 603813 - 254039 , 254041 - 254059 , 254062 - 254103 , 254105 - 254161 , 254164 - 254178 , 254180 - 254205 , 254207 - 254209 , 254211 - 254249 , 254251 - 254256 , 254258 - 254267 , 254269 - 254283 .	285	$ 21,864.00	$ 6,231,240.00
89'4" low-level flatcars	Pullman Incorporated	802492 - 802494 , 802496 - 802539 , 802541 - 802547 .	54	21,841.00	1,179,414.00
		802548 - 802551 , 802553 - 802573 , 802575 - 802598 , 802600 - 802617 , 802620 - 802653 , 802655 - 802682 , 802684 - 802696 , 802698 - 802702 .	147	22,245.00	3,270,015.00
89'4" standard level flatcars	Pullman Incorporated	941444 - 941488 , 941490 - 941520 , 941522 - 941543 .	98	20,674.62	2,026,112.76
		941568 - 941592 , 941594 - 941599 , 941601 - 941602 , 941604 - 941605 , 941607 - 941611 , 941613 - 941617 , 941619 - 941626 , 941628 - 941645 , 941647 .	77	20,676.52	1,592,092.04
			661		$ 14,298,873.80

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1/4/99