



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

RECORDATION NO. 7538-0 FILED 1425

FEB 21 1997 - 3 15 PM

VIA FEDERAL EXPRESS

Mr. Vernon Williams
Secretary
Surface Transportation Board
12th & Constitution Avenue, N.W.
Room 2303
Washington, D.C. 20423

RECEIVED
SURFACE TRANSPORTATION
BOARD
FEB 21 3 13 PM '97

Dear Mr. Williams:

Submitted herewith for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder are four (4) fully executed documents as follows:

Bill of Sale dated as of January 15, 1997.

This document is a secondary document.

Parties to this transaction are as follows:

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

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

Chrysler Financial Corporation ("Beneficial Owner")
225 High Ridge Road
Stamford, CT 06905

The general description of the equipment is as follows:

TYPE	AAR MECHANICAL DESIGNATION	NO. OF UNITS	NUMBERED
89'4", 70-ton capacity, standard level cars.	FM	476	97463-97480, 97482-97486, 97488-97495, 97497-97498, 255566-255584, 255586-255602, 255604-255608, 255610-255621, 255623-255638, 255640, 255642-255660, 255662-255683, 604005,604130, 604171,604175, 604181, 604208-604211, 604214,604225, 604227,604229, 604234,604238, 604242,604244, 604247, 604249-604251, 604253-604255, 604257,604261, 604262, 604267-604270, 604273,604282, 604293,604302, 850200-850241, 850243-850253, 850255-850270, 850272-850288, 850290-850321, 850324,850327, 850330-850333, 971940-971948, 978093-978097, 978099-978145, 978147-978162, 978164-978188, 978190-978192, 978194-978196,

Mr. Vernon Williams
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TYPE	AAR MECHANICAL DESIGNATION	NO. OF UNITS	NUMBERED
89'4", 70-ton capacity, standard level cars.	FM	476	978198-978213, 978215-978243, 978245-978246, 978249-978250, 978253,978255, 978257-978260, 978263-978264, 978266-978267, 978272,978276, 978278, 978282-978283, 978289.

Enclosed is our check in the amount of \$22.00 to cover filing fees.

Prior recordations pertaining to this document are as follows:

Lease of railroad equipment dated as of October 1, 1974, recorded on
October 1, 1974, recordation number 7538-F.

A short summary of this document to appear in the Index is as follows:

"Bill of Sale covering 476 89'4", 70-ton capacity, standard level flatcars."

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,



TDM:mkh
Enclosures

P.S. Please call Jane Wilhelm at 312-984-3841 as soon as this agreement is recorded advising her of the recordation number, date and time. Thank you very much.

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

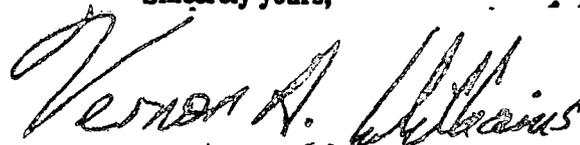
2/21/97

Thomas D. Marion
Treasurer
TTX Company
101 Wacker (North) Drive
Chicago, Illinois 60606

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/21/97 at 3:15PM, and assigned recordation number(s). 7538-O, 8575-G and 15137-E.

Sincerely yours,

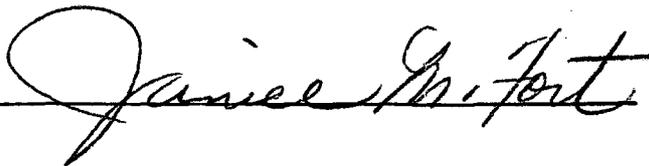


Vernon A. Williams
Secretary

Enclosure(s)

66.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



TTX COMPANY
OFFICER'S CERTIFICATE

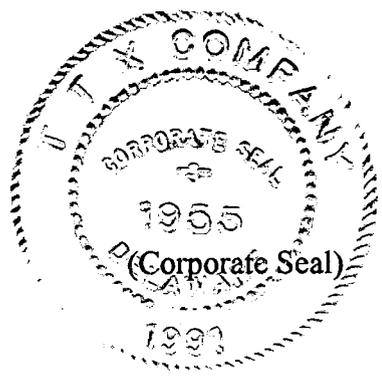
FEB 21 1997 - 3 15 PM

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 January 15, 1997, by and between TTX Company ("Optionee"), First Security Bank, N.A. ("Optionor"), and Chrysler Financial Corporation ("Beneficial Owner").

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of TTX Company the 20th day of February, 1997.

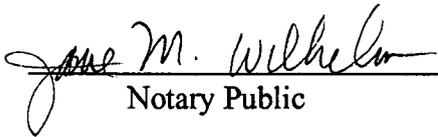
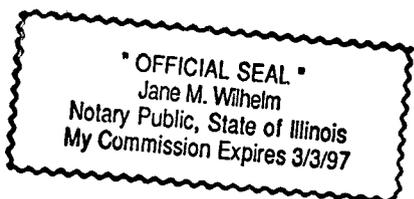


Thomas D. Marion
Treasurer



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

On this 20 day of February, 1997, 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

FEB 21 1997 -3 15 PM

BILL OF SALE

Chrysler Financial Corporation, ("CFC") for itself, as Beneficial Owner, and of The First Security Bank N.A. (formerly First Security Bank of Utah N.A.), not in its individual capacity, but solely as Optionor for CFC, pursuant to Section 5.04 (a) of the Equipment Option Agreement dated the 31st day of March 1986 by and between the Optionor and Trailer Train Company, nka TTX Company as Optionee, for and in consideration of the sum of \$836,321.29, the receipt of which is hereby acknowledged, hereby sells, transfers and assigns to Optionee such title to those certain Units of Equipment described on Exhibit A attached hereto as the Optionor derived from the Manufacturer thereof, free and clear of all liens, security interests, and other encumbrances arising through CFC or the Optionor.

THE EQUIPMENT IS SOLD "AS IS, WHERE-IS", AND EXCEPT AS OTHERWISE SPECIFICALLY SET FORTH HEREIN TO THE CONTRARY, WITHOUT REPRESENTATION OR WARRANTY OF ANY KIND, EXPRESS OR IMPLIED, BY DESCRIPTION OR OTHERWISE, INCLUDING WITHOUT LIMITATION, WITH RESPECT TO THE EXISTENCE, THE CONDITION, THE MERCHANTABILITY, OR THE FITNESS OF THE EQUIPMENT FOR A PARTICULAR PURPOSE ALL OF WHICH ARE HEREBY EXPRESSLY DISCLAIMED.

Optionee shall hold harmless and indemnify CFC and Optionor from and against all taxes and imposts, including without limitation, title and transfer fees, if any, arising by reason of the sale and purchase of the Equipment, other than any taxes which are on, based on, or measured by the net income of CFC or the Owner Trustee

This Bill of Sale is issued pursuant to the provisions of that certain Equipment Option Agreement referred to hereinabove, and in the event of any conflict, the provisions of the Equipment Option Agreement shall control.

IN WITNESS WHEREOF, this Bill of Sale to be executed the 15th day of January, 1997.

First Security Bank N.A.,
not in its individual capacity,
but solely as Owner Trustee

By: [Signature]
Title: Asst. Trust Officer

Chrysler Financial Corporation
as Beneficial Owner

By: [Signature]
Title: Assistant Vice President

TTX Company
 Lease 10, dated as of October 1, 1974
 Remaining Equipment as of January 15, 1997

<u>Type of Equipment</u>	<u>Builder</u>	<u>Remaining Equipment</u>	<u># Units Remaining</u>
89'4", 70-ton capacity, low level flatcars.	PSA	850200-850241, 850243-850253, 850255-850270, 850272-850288, 850290-850301.	98
		850302-850321, 850324,850327, 850330-850333.	26
89'4", 70-ton capacity, standard-level flatcars.	BSP	971940-971948.	9
		978093-978097, 978099-978145, 978147-978162, 978164.	69
89'4", 70-ton capacity, standard level flatcars.	ACF	978165-978188, 978190-978192, 978194-978196, 978198-978213, 978215-978243, 978245-978246, 978249-978250, 978253,978255, 978257-978260, 978263-978264, 978266-978267, 978272,978276, 978278, 978282-978283, 978289.	95
		604005,604130, 604171,604175, 604181, 604208-604211, 604214,604225, 604227,604229, 604234,604238, 604242,604244, 604247, 604249-604251, 604253-604255, 604257,604261, 604262, 604267-604270, 604273,604282, 604293,604302.	35
89'4", 70-ton capacity, standard level flatcars.	PSA	255566-255584, 255586-255602, 255604-255608, 255610-255621, 255623-255638, 255640, 255642-255660, 255662-255683.	111
60', 70-ton capacity, standard level flatcars.	THRALL	97463-97480, 97482-97486, 97488-97495, 97497-97498.	33