



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

REGISTRATION NO. 8575-6
FILED 1025
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

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 ("Buyer")
101 North Wacker Drive
Chicago, Illinois 60606

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

Mr. Vernon Williams

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The general description of the equipment is as follows:

TYPE	AAR MECHANICAL DESIGNATION	NO. OF UNITS	NUMBERED
89'4", low level flatcars.	FM	189	700216-700230, 700280-700310, 700350-700360, 850918-850928, 850930-851003, 851244-851245, 851247-851262, 851301-851312, 851314-851317, 851332-851335, 851337-851345.

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, 1976, recorded on
November 16, 1976, recordation number 8575-A.

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

"Bill of Sale covering 189 89'4", low level flatcars, numbered 700216-700230,
700280-700310, 700350-700360, 850918-850928, 850930-851003, 851244-
851245, 851247-851262, 851301-851312, 851314-851317, 851332-851335,
851337-851345."

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.**

TTX COMPANY
OFFICER'S CERTIFICATE

8575-6
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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 3, 1997, by and between TTX Company ("Buyer") and First Security Bank, N.A. ("Seller").

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



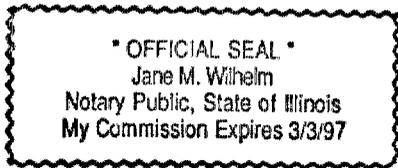
Thomas D. Marion
Treasurer

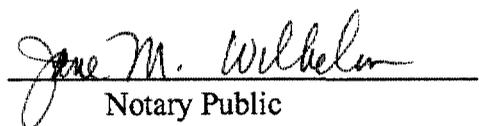


(Corporate Seal)

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

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

(Notarial Seal)
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BILL OF SALE

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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 Idaho, N.A., and as successor in interest to First Security State Bank) (the "Owner-Trustee"), not in its individual capacity but solely as owner-trustee under the Trust Agreement dated as of October 1, 1976 (the "Trust Agreement") with MLL 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 Owner-Trustee's right, title and interest in and to the units of low level flat cars 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.

And the Seller hereby warrants unto the Buyer, that as of the date hereof, Seller has legal title to the aforesaid property and good and lawful right to dispose of said property, and that Seller, for itself, its successors and assigns, covenants that it will warrant and defend such title against all claims and demands whatsoever.

The Seller further warrants that 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 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 Purchase Agreement referred to below.

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 IMPLIED 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 Purchase Agreement dated as of September 30, 1992 (the "Agreement") by and between

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Buyer and Citicorp Railmark, Inc. 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 3rd day of January, 1997.

FIRST SECURITY BANK, N.A.,
(formerly First Security Bank
of Idaho, N.A. and as successor
in interest to First Security State
Bank), not individually but solely
as Owner-Trustee as aforesaid

By: Val O'L
Its: Vice President

SCHEDULE A
EQUIPMENT SCHEDULE

<u>Quantity</u>	<u>Description</u>	<u>Serial Numbers</u>
189	89'4" Low Level Flat Cars	ETTX 700219 to 700223 700225 700227 700230 700281 to 700286 700288 to 700291 700297 700299 to 700306 700308 to 700309 700350 to 700351 700353 to 700360 850918 to 850928 850930 to 851003 851244 to 851245 851247 to 851262 851301 to 851312 851314 to 851317 851332 to 851335 851337 to 851345
		JTTX 700217 700226 700287 700292 to 700296 700298 700307 700310 700352
		TTGX 700216 700218 700224 700228 to 700229 700280

STATE OF UTAH)
) SS
COUNTY OF SALT LAKE)

On this _____ day of January, 1997, before me personally appeared Val T. Orton, to me personally known, who, being by me duly sworn, says that he is a Vice President 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.



Notary Public

[Notarial Seal]

My commission expires:

