



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

February 2, 1998

VIA FEDERAL EXPRESS

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

RECORDATION NO. 8996-0 FILED

FEB 4 '98 2-22 PM

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RECEIVED
SURFACE TRANSPORTATION
BOARD

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

Bill of Sale dated as of January 2, 1998.

This Agreement is a secondary document, relating to the Lease of Railroad Equipment (No. 2) dated as of August 1, 1977 between Trailer Train Company and First Security State Bank, which was filed and recorded on September 15, 1977 under Recordation Number 8996.

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 is set forth on Schedule A attached hereto.

Enclosed is our check in the amount of \$24.00 to cover filing fees.

Mr. Vernon Williams
February 2, 1998
Page Two

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

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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.

SCHEDULE A

TTX COMPANY
LEASE NO. 17B

Remaining Equipment as of January 2, 1998

<u>Equipment Type</u>	<u>Builder</u>	<u>Car Numbers</u>	<u>Number of Cars</u>	<u>Original Cost per Car</u>	<u>Total Cost</u>
89'4" low-level flatcars	Pullman	852288	250		
		852290			
		852294			
		852297			
		852299 - 852300			
		852304 - 852310			
		852312 - 852316			
		852318			
		852320 - 852321			
		852325			
		852327 - 852330			
		852332 - 852333			
		852335 - 852344			
		852346 - 852358			
		852380 - 852419			
		852421 - 852447			
		852449 - 852453			
		852455 - 852476			
		852478 - 852493			
		852495 - 852512			
		852514 - 852519			
		852521 - 852525			
		852527 - 852566			

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<u>Equipment Type</u>	<u>Builder</u>	<u>Car Numbers</u>	<u>Number of Cars</u>	<u>Original Cost per Car</u>	<u>Total Cost</u>
89'4" flush-deck flatcars	Bethlehem	978290 - 978291 978298 978304 978306 - 978312 978314 - 978315 978317 978320 - 978321 978324 - 978326 978329 - 978333 978335 - 978338 978341 - 978343 978348 - 978349 978351 - 978356 978358 - 978360 978362 - 978365 978367 - 978381 978383 - 978389 978391 - 978400 978402 - 978406 978408 - 978422 978424 - 978433 978453 978456 - 978460 978486 978489 978491 978530 978588 - 978589	191		

<u>Equipment Type</u>	<u>Builder</u>	<u>Car Numbers</u>	<u>Number of Cars</u>	<u>Original Cost per Car</u>	<u>Total Cost</u>
		978591 - 978592			
		978598 - 978610			
		978612 - 978620			
		978622 - 978666			
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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 January 2, 1998, by and between TTX Company (f/k/a Trailer Train Company) (the "Buyer") and First Security Bank, N.A. (as successor to First Security State Bank) (the "Seller").

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of TTX Company the 2nd day of February, 1998.

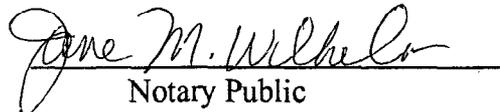
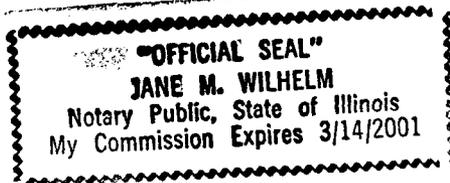


Thomas D. Marion
Treasurer



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

On this 2nd day of February, 1998, 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 4 '98 2:22 PM

Bill Of Sale

IN CONSIDERATION of the receipt of the sum of One Dollar (\$1.00), in hand paid, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, FIRST SECURITY BANK, N.A., as successor to First Security State Bank, acting not in its individual capacity but solely as Owner-Trustee under that certain Trust Agreement (No.2) dated as of August 1, 1977 ("Seller"), for GENERAL ELECTRIC RAILCAR SERVICES CORPORATION (formerly known as General Electric Railcar Leasing Services Corporation), as assignee in interest to Security Pacific Equipment Leasing, Inc., ("GE Railcar"), does hereby sell, assign, transfer and convey to TTX COMPANY (formerly known as Trailer Train Company) ("Buyer"), all of Seller's right, title, and interest in and to the railway rolling stock more specifically described on Schedule A attached hereto and made a part hereof (the "Railcars"). Seller represents that the Railcars are free and clear of all liens, security interests and other encumbrances arising through GE Railcar or the Owner-Trustee or both, except for liens that the Buyer is responsible for or is required to clear under the fourth paragraph of Section 12 of the Lease, and free and clear of the security interest created under Article 5 of the Security Document (without any other recourse, representations or warranties).

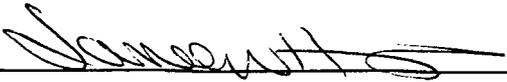
EXCEPT AS EXPRESSLY SET FORTH ABOVE, THE RAILCARS ARE SOLD TO BUYER ON AN "AS-IS, WHERE-IS" BASIS AND WITH ALL FAULTS," WITHOUT ANY WARRANTY, EXPRESS OR IMPLIED, AS TO THE CONDITION OF THE RAILCARS, INCLUDING THE WARRANTIES OF MERCHANTABILITY OR FITNESS FOR ANY PARTICULAR PURPOSE OR USE. IN NO EVENT SHALL SELLER HAVE ANY LIABILITY TO BUYER FOR LOST PROFITS OR SPECIAL, INDIRECT, INCIDENTAL, CONSEQUENTIAL (ECONOMIC OR OTHERWISE), OR COMMERCIAL LOSSES OR DAMAGES NOR FOR ANY OTHER OBLIGATION OR LIABILITY OF BUYER REGARDING ANY RAILCAR, PAST OR PRESENT, UNDER THE LEASE.

This Bill of Sale is hereby made and delivered to Buyer pursuant to and in accordance with the provisions, terms, and conditions of that certain Equipment Option Agreement dated as of September 15, 1986, by and between Buyer and GE Railcar (the "Option Agreement"). The provisions, terms, and conditions, including, without limitation, any disclaimer of warranties, any and all indemnities, and any obligation set forth in the Option Agreement or the Lease or both are by this reference hereby incorporated herein and made a part of this Bill of Sale and such provisions, terms, and conditions shall survive the expiration or termination of any such document, and shall be enforceable by GE Railcar or the Owner-Trustee or both.

Any capitalized term not defined herein shall have the meaning ascribed to such term in the Option Agreement.

IN WITNESS WHEREOF, the Seller has caused this Bill of Sale to be executed in its name by a duly authorized representative on this 2nd day of January, 1998.

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

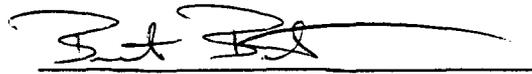
By:  _____

Asst. Trust Officer

Its: _____

STATE OF UTAH)
) SS
COUNTY OF SALT LAKE)

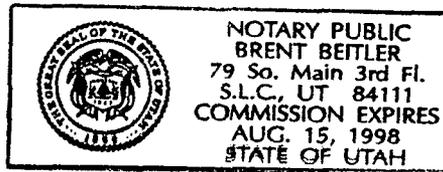
On this 2nd day of January 1998, before me personally appeared Janeen R. Higgs, to me personally known, who, being by me duly sworn, says that she/he is a Asst. Trust Officer of FIRST SECURITY BANK, N.A., and that the foregoing Bill of Sale was signed on behalf of said bank by authority of its Board of Directors. Further, he acknowledged that the execution of the foregoing Bill of Sale was the free act and deed of said bank.



Notary Public

(Notarial Seal)

My commission expires:



SCHEDULE A

TTX COMPANY
LEASE NO. 17B

Remaining Equipment as of January 2, 1998

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