



THOMAS D. MARION
VICE PRESIDENT - FINANCE & TREASURER

RECORDATION NO. 11929-F FILED

MAR 2 '01 3-49 PM
TS
SURFACE TRANSPORTATION BOARD

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

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

February 21, 2001

VIA FEDERAL EXPRESS

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



Dear Mr. Williams:

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

Bill of Sale dated as of February 12, 2001.

This is a secondary document, relating to the Lease of Railroad Equipment (No. 25) dated as of May 15, 1980 between TTX Company (f/k/a Trailer Train Company) and The Connecticut Bank and Trust Company, as trustee, which was filed and recorded under Recordation Number 11929-B on June 25, 1980.

Parties to this transaction are as follows:

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

General Electric Capital Corp. (Seller)
120 Long Ridge Road
Stamford, CT 06927

The general description of the equipment is as follows:

TYPE	AAR MECHANICAL DESIGNATION	NO. OF UNITS	MARKED	NUMBERED
89'4", 70-ton capacity, hydraulic draft gear, flush deck flatcar	FA	821	TTGX,	993146-993649
			FTTX,	983277-983489
			JTTX,	82162-82289
			RTTX,	Non-inclusive
			TTPX,	(See attached
			TTJX	Schedule A)

Mr. Vernon A. Williams
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Enclosed is our check in the amount of \$27.00 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,

A handwritten signature in cursive script, appearing to read "Stewart Mason".

Enclosures

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TTX COMPANY
OFFICER'S CERTIFICATE

I, Thomas D. Marion, Vice President – Finance & Treasurer of TTX Company, DO HEREBY CERTIFY that the attached documents are true and correct copies of the original, executed Bill of Sale, by and between TTX Company and General Electric Capital Corp.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of TTX Company the 20th day of February, 2001.

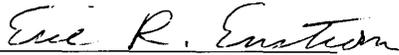
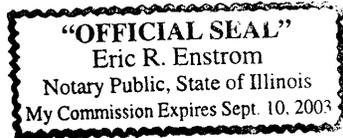


Thomas D. Marion
Vice President-Finance & Treasurer

(Corporate Seal)

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

On this 20th day of February, 2001, before me personally appeared Thomas D. Marion, to me personally known, who, being by me duly sworn, says that he is the Vice President - Finance & 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)

9/10/03



EXHIBIT B

Bill of Sale

General Electric Capital Corporation (formerly known as General Electric Credit Corporation and hereinafter called the "Seller"), for valuable consideration paid by TTX Company, (hereinafter called the "Purchaser") 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 Purchaser, its right, title and interest in the property described in Schedule A attached hereto.

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 September 30, 1994, (the "Agreement") by and between General Electric Capital Corporation ("Owner") and the Purchaser.

TO HAVE AND TO HOLD the above described property unto the Purchaser, its successors and assigns, for its and their own use and behoof, forever.

And the Seller hereby warrants unto the Purchaser, its successors and assigns that, as of the date hereof, the Seller has all legal title to the aforesaid property originally conveyed to it in connection with the Lease dated as of May 15, 1980 and good and lawful right to dispose of said property.

The Seller further warrants that the aforesaid property is free and clear of all claims, liens, charges, equities, mortgages, security interests and other encumbrances arising by, under or through Seller or Owner, except for liens which Purchaser in its capacity as Lessee has the duty to discharge under the Lease as defined in the Agreement.

The Seller further covenants for itself, its successors and assigns that it will defend such title against all claims and demands by or in favor of any person claiming by, through, or under the Seller or Owner that arise from events occurring on or prior to the execution of the Bill of Sale, other than such claims, liens, charges, equities, mortgages, security interests and other encumbrances which are the responsibility of the Purchaser in its capacity as Lessee under the Lease as defined in the Agreement.

THE AFORESAID PROPERTY IS BEING SOLD HEREIN 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.

RECORDATION NO. 11929-F FILED

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SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the Seller has caused this Bill of Sale to be executed in its name by a duly authorized representative on this 12 day of February, 2001.


GLEND A S. LOOP
NOTARY PUBLIC
MY COMMISSION EXPIRES OCT. 31, 2002

[SELLER]


Title **R. T. Sturgeon**
Manager-Operations

Acceptance constitutes acknowledgement by the Purchaser that the equipment is in every respect satisfactory to the Purchaser.

[PURCHASER]


Title **Thomas D. Marion**
Vice President
Finance & Treasurer

Schedule A

<u>Equipment Type</u>	<u>Builder</u>	<u>Car Numbers</u>	<u>Number of Cars</u>
89'4", 70-ton capacity, hydraulic draft gear, flush deck flatcars	Pullman	993146 - 993177 993179 - 993180 993182 - 993237 993239 - 993249	101
		993250 - 993289 993291 - 993294 993296 - 993329 993331 - 993345 993347 - 993370 993372 993374 - 993418 993420 - 993443 993445 - 993470 993473 - 993517 993519 993521 - 993589 993591 - 993616 993618 - 993649	386
89'4", 70-ton capacity, hydraulic draft gear, flush deck flatcars	Bethlehem	983277 - 983290 983292 - 983341 983343 - 983358 983360 - 983376 983378 - 983387 983389 983404 983406 - 983410 983412 - 983435 983437 - 983455 983457 - 983459 983465 983470 - 983475 983477 - 983479 983481 983488	172
		983388 983390 - 983399 983401 - 983403 983405 983411 983460 - 983464 983466 - 983468 983476 983480 983482 - 983485 983487 983489	32

Schedule A

<u>Equipment Type</u>	<u>Builder</u>	<u>Car Numbers</u>	<u>Number of Cars</u>
89'4", 70-ton capacity, hydraulic draft gear, flush deck flatcars with bulkheads	Bethlehem	82162 82184 82187 82197 82199 - 82289	95
		82160 - 82161 82163 - 82183 82185 - 82186 82188 - 82196 82198	35
Total			821