



ANTHONY J. BARTON
DIRECTOR EQUIPMENT FINANCING &
ASSISTANT TREASURER

TTX COMPANY
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CHICAGO, ILLINOIS 60606
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April 7, 2003

VIA OVERNIGHT COURIER

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

RECORDATION NO. 9099-F FILED

APR 08 '03 2-59 PM



SURFACE TRANSPORTATION BOARD

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 April 1, 2003.

This is a secondary document, relating to the Lease of Railroad Equipment dated as of September 1, 1977 between TTX Company (f/k/a Trailer Train Company) and Wells Fargo Bank Northwest, N.A. (f/k/a First Security State Bank), as trustee, which was filed and recorded under Recordation Number 9099-B on November 23, 1977.

Parties to this transaction are as follows:

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

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

A general description of the equipment is as follows.

TYPE	AAR MECHANICAL DESIGNATION	NO. OF UNITS	MARKED	NUMBERED
89'-4" Low level flatcars	FA	203	ETTX, JTTX	700803-700844, 852567-852735.
89'-4" Standard level flatcars	FA	87	FTTX, JTTX, TTGX	942220-942499.

Enclosed is our check for \$30.00 to cover filing fees.

Mr. Vernon A. Williams
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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 black ink, appearing to read "Matthew J. Banton". The signature is written in a cursive style with a long horizontal flourish extending to the right.

Enclosures
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RECORDATION NO. 9099-F FILED

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SURFACE TRANSPORTATION BOARD

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 successors and assigns, 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 March 23, 1993, (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 September 1, 1977 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.

IN WITNESS WHEREOF, the Seller has caused this Bill of Sale to be executed in its name by a duly authorized representative on this first day of April, 2003.

GENERAL ELECTRIC CAPITAL CORPORATION


Title MANAGER - OPERATIONS

Acceptance constitutes acknowledgement by the Purchaser that the equipment is in every respect satisfactory to the Purchaser and that the Seller has performed its duties under the Agreement.

TTX COMPANY


Title VICE PRESIDENT - FINANCE & TREASURER

**SCHEDULE A
TTX COMPANY
LEASE NO. 19
Remaining Equipment as of April 1, 2003**

<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", 70-ton capacity, flush deck, low level flatcars.	Bethlehem	700803 - 700804 700806 - 700807 700810 - 700827 700829 - 700844	40	\$ 33,037.96	\$ 1,321,518.40
89'4", 70-ton capacity, flush deck, low level flatcars.	Pullman	852567 - 852571 852573 - 852580 852582 - 852589 852591 - 852594 852596 - 852688 852690 - 852718 852720 - 852735	163	34,898.36	5,688,432.68
89'4", 70-ton capacity, flush deck, standard level flatcars.	Pullman	942475 - 942497 942499	24	33,068.82	793,651.68
89'4", 70-ton capacity, flush deck, standard level flatcars.	Pullman	942220 942222 942224 942229 942233 942236 942250 942266 - 942267 942279 - 942280 942284 - 942286 942290 942294 942296 - 942298 942301 - 942302 942310 - 942313 942317 942338 942342 942356 942365 942367 942378 942381 - 942382 942393 942396 942398 942403 942406 942408 - 942409 942415 942422 - 942438 942441 - 942444	63	33,065.88	2,083,150.44
Total			290		\$ 9,886,753.20

TTX COMPANY
OFFICER'S CERTIFICATE

I, Anthony J. Barton, Assistant 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 7th day of April, 2003.



Anthony J. Barton
Assistant Treasurer

(Corporate Seal)

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

On this 7th day of April, 2003, before me personally appeared Anthony J. Barton, to me personally known, who, being by me duly sworn, says that he is the Assistant 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)

