



RECORDATION NO. 11376-F FILED

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

ANTHONY J. BARTON  
ASSISTANT VICE PRESIDENT - FINANCE

AUG 10 '05

3-42 PM

DIRECT LINE (312) 984-3824  
FAX (312) 984-3855

**SURFACE TRANSPORTATION BOARD**

August 9, 2005

AUG 10 2005  
RECEIVED

**VIA FEDERAL EXPRESS**

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20006

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 fully executed documents as follows:

Bill of Sale dated as of July 15, 2005.

This document is a secondary document, supplementing the Lease of Railroad Equipment dated as of December 1, 1979 between TTX Company (successor-in-interest to Railbox Company), as lessee, and Wells Fargo Bank Northwest, N.A., (successor-in-interest to First Security Bank of Utah, N.A.), as owner-trustee, which was filed and recorded under Recordation Number 11376-B, on January 15, 1980.

Parties to this transaction are as follows:

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

Seller: Wells Fargo Bank Northwest, N.A. (Seller)  
299 South Main Street, 12<sup>th</sup> floor  
Salt Lake City, Utah 84111

The general description of the equipment is as follows:

TYPE	AAR MECHANICAL DESIGNATION	NO. OF UNITS	MARKED	NUMBERED WITHIN
50'6" 70-ton capacity general service boxcar with 10' doors	XM	201	RBOX	39034-39248

Mr. Vernon A. Williams  
Page Two  
August 9, 2005

Enclosed is our check in the amount of \$33.00 to cover filing fees.

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

"Bill of Sale dated as of July 15, 2005, Lease No. BL12-C, covering 201 RBOX cars as more particularly set forth in the equipment schedule attached to the document."

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 "Anthony J. Barton", with a long horizontal flourish extending to the right.

Enclosures

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## SURFACE TRANSPORTATION BOARD

BILL OF SALE

Wells Fargo Bank Northwest, N.A., a national banking association, as ultimate successor-in-interest to First Security Bank of Utah, N.A., not in its individual capacity but solely as Owner Trustee under that certain Trust Agreement dated as of December 1, 1979, with MetLife Capital, Limited Partnership (as successor-in-interest to LICC Corp.) (the "Owner") (hereinafter "Seller"), for valuable consideration paid by TTX Company, a Delaware Corporation (hereinafter "Purchaser") at or before the execution and transfer of ownership of these presents, the receipt and sufficiency of which consideration is hereby acknowledged, does hereby confirm that it has granted, bargained, sold, transferred and set over, and does hereby grant, bargain, transfer, and set over, unto the Purchaser, its successors and assigns, all of the Seller's interest in and to the railroad Equipment (set forth in Schedule A attached hereto and incorporated herein) to have and to hold the Equipment unto the Purchaser, its successors and assigns, for its and their own use and behoof thereof:

<u>Description</u>	<u>Quantity</u>	<u>Car Numbers</u>
Used General Service Railroad Boxcars	201	See Schedule A

And the Seller hereby warrants to the Purchaser and its successors and assigns that at the time of transfer of ownership of the above mentioned Equipment under the Equipment Purchase Agreement dated as of March 3, 2005, the Seller had legal title thereto and good and lawful right to sell each Car and the Seller, for itself, its predecessors-in-interest, successors and assigns, covenants and warrants that the Equipment is free and clear of all claims, liens, security interests and other encumbrances created by through or under the Seller, including the security interest of that certain Conditional Sale Agreement (No. 12C) dated as of December 1, 1979, between First Security Bank of Utah as Trustee for the Owner (LICC Corp.), and PACCAR Inc., other than such claims, liens, security interests and other encumbrances which are the responsibility of the Purchaser in its capacity as Lessee under the Lease of Railroad Equipment dated as of December 1, 1979 relating to the Equipment, and that Seller shall warrant and forever defend such title.

Except as expressly provided in the foregoing paragraph, SELLER SELLS, TRANSFERS AND CONVEYS THE EQUIPMENT HEREUNDER "AS-IS, WHERE IS," AND WITH ALL FAULTS.

IN WITNESS WHEREOF, Seller has caused this Bill of Sale to be executed in its name by a duly authorized officer and its corporate seal to be hereunto affixed this 15 day of July 2005.

WELLS FARGO BANK NORTHWEST, N.A., not in its individual capacity but solely as Owner Trustee

By: Arge Feotis

Name: \_\_\_\_\_

Arge Feotis  
Vice President

Title: \_\_\_\_\_

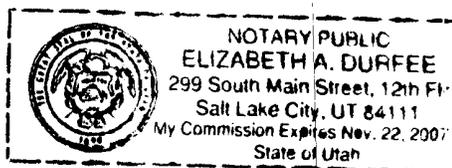
State of Utah )

County of Salt Lake )

SS:

The foregoing instrument was acknowledged before this 15 day of July, 2005, by Arge Feotis of Wells Fargo Bank Northwest, N.A., a national banking association, not in its individual capacity but solely as Trustee for the Owner on behalf of and as the act of said entity in such capacity.

Elizabeth A. Durfee  
Notary Public



My commission expires: \_\_\_\_\_

**SCHEDULE A**  
**TTX COMPANY**  
**REMAINING EQUIPMENT AS OF JULY 15, 2005**

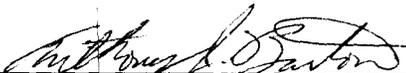
<u>Equipment Type</u>	<u>Car Initial</u>	<u>Car Numbers</u>	<u>Number of Cars</u>
50'6" 70-ton capacity general service boxcar with 10' doors	RBOX	39034 - 39046 39048 - 39060 39062 - 39063 39065 - 39072 39074 - 39093 39095 - 39097 39099 - 39125 39127 - 39140 39142 - 39143 39145 - 39159 39161 - 39183 39185 - 39187 39189 - 39239 39241 - 39242 39244 - 39248	201
TOTAL			201

TTX COMPANY  
OFFICER'S CERTIFICATE

I, Anthony J. Barton, Assistant Vice President - Finance 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 Wells Fargo Bank Northwest, N.A.

- 1) Bill of Sale dated as of July 15, 2005.

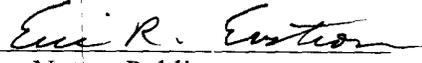
IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of TTX Company the 9th day of August 9, 2005.

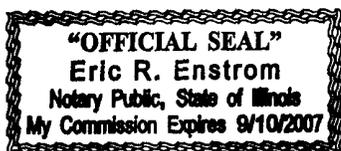
  
Anthony J. Barton  
Assistant Vice President - Finance

(Corporate Seal)

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

On this 9th day of August, 2005, before me personally appeared Anthony J. Barton, to me personally known, who, being by me duly sworn, says that he is the Assistant Vice President - Finance 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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