



THOMAS D. MARION  
VICE PRESIDENT & TREASURER

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

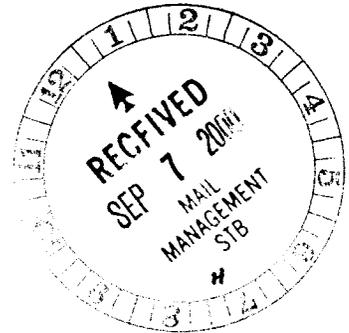
DIRECT LINE (312) 984-3821  
FAX (312) 984-3855

September 6, 2000

**VIA FEDERAL EXPRESS**

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

RECORDATION NO. 11482-H FILED  
SEP 11 '00 2-35 PM  
TS  
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 July 26, 2000.**

This is a secondary document, relating to the Lease of Railroad Equipment (No. 24D) dated as of February 1, 1980 between TTX Company (f/k/a Trailer Train Company) and First Security Bank of Utah, as trustee, which was filed and recorded under Recordation Number 11482-B on February 11, 1980.

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 appears in the Schedule A attached to the document.

Enclosed is our check for \$26.00 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,

Enclosures

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TTX COMPANY  
OFFICER'S CERTIFICATE

I, Thomas D. Marion, Vice President & 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 First Security Bank, N.A.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of TTX Company the 6<sup>th</sup> day of September, 2000.



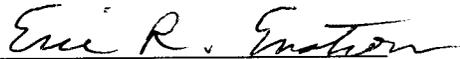
Thomas D. Marion  
Vice President & Treasurer



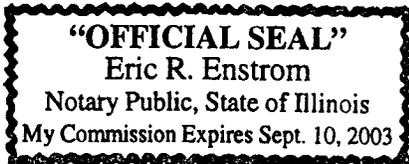
(Corporate Seal)

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

On this 6<sup>th</sup> day of September, 2000, before me personally appeared Thomas D. Marion, to me personally known, who, being by me duly sworn, says that he is the Vice President & 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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RECORDATION NO. 11482-H FILED

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SURFACE TRANSPORTATION BOARD

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Exhibit A

**SURFACE TRANSPORTATION BOARD**

**BILL OF SALE**

First Security Bank, N.A., not in its individual capacity but solely as Owner Trustee (hereinafter called the "Seller"), for valuable consideration paid by TTX Company (hereinafter called the "Buyer"), 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 Buyer, its successors and assigns, its right, title and interest in the Units of used railroad equipment described in Schedule A attached hereto (the "Units").

TO HAVE AND TO HOLD the Units unto the Buyer, its successors and assigns, for its and their own use and behoof, forever.

And the Seller hereby warrants unto the Buyer, its successors and assigns that, as of the date hereof, the Seller has legal title to the Units and good and lawful right to dispose of the Units, and the Seller, for itself, its successors and assigns, covenants and warrants that the Units are free and clear of all liens, security interests and other encumbrances created by, through or under the Seller, other than 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 Conditional Sale Agreement referred to below.

BUYER REPRESENTS THAT IT HAS INSPECTED THE UNITS AND AGREES TO PURCHASE THE SAME ON AN "AS IS, WHERE IS, WITH ALL FAULTS" BASIS, AND AGREES THAT SELLER HAS NOT MADE AND WILL NOT MAKE ANY REPRESENTATIONS OR WARRANTIES, EITHER EXPRESSED OR IMPLIED, AS TO THE MERCHANTABILITY, FITNESS FOR ANY PURPOSE, PHYSICAL CONDITION OR ANY OTHER MATTER AFFECTING OR RELATING TO THE UNITS EXCEPT AS SPECIFICALLY SET FORTH HEREIN AND THAT SELLER WILL NOT HAVE ANY LIABILITY FOR LOST PROFIT OR FOR INDIRECT, INCIDENTAL, CONSEQUENTIAL OR COMMERCIAL LOSSES OR ANY OTHER OBLIGATION OR LIABILITY.

Such grant, bargain, sale, transfer and set over, as set forth hereinabove is pursuant to, in accordance with, and subject to the provisions, terms and conditions of that certain Conditional Sale Agreement dated as of September 13, 1994 ("Conditional Sale Agreement") by and between the Seller and the Buyer, and the provisions, terms and conditions, including the representations and warranties made therein, of such Conditional Sale Agreement are by this reference hereby incorporated herein and made a part of this Bill of Sale.

IN WITNESS WHEREOF, the Seller, not in its individual capacity but solely as Owner Trustee, has caused this Bill of Sale to be executed in its name by a duly authorized representative on this 26<sup>th</sup> day of July 2000.

First Security Bank, not in its individual capacity but  
solely as Owner Trustee

Title



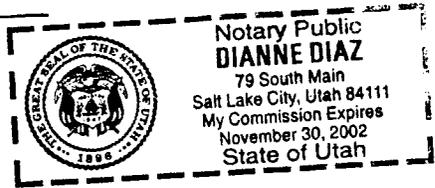
Assistant Vice President

ATTEST:

STATE OF Utah )  
COUNTY OF Salt Lake

On this 26th day of July, 2000, before me, personally appeared Janeen R. Higgy who being by me duly sworn, did say that he/she is a Asst. Vice President First Security Bank, N.A. and that said instrument was signed and sealed on behalf of said First Security Bank, N.A. by authority of its Board of Directors; and said Asst. Vice President acknowledged said instrument to be the free act and deed of said First Security Bank, N.A.

Notary Public 



My Commission Expires:  
\_\_\_\_\_

*SCHEDULE A*

to Bill of Sale  
dated July 26, 2000

<u>TYPE</u>	<u>QUANTITY</u>	<u>CAR NUMBERS</u>
89'4", 70-ton capacity, hydraulic draft gear, flush deck flat cars	297	922215-922232 922234-922241 982508-982524 982526-982538 982540-982556 982558-982559 982683-982691 982693-982696 982698-982713 982715-982752 992232-992243 992245-992249 992250-992279 992281-992299 992301-992317 992319-992324 992326-992330 992332-992343 992599-992602 992604-992629 992631-992649