



ANTHONY J. BARTON
DIRECTOR EQUIPMENT FINANCING &
ASSISTANT TREASURER

TTX COMPANY
101 NORTH WACKER DRIVE
CHICAGO, ILLINOIS 60606
(312) 653-3223

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January 23, 2002

VIA FEDERAL EXPRESS

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

RECORDATION NO. 10900-F FILED

JAN 23 '02 1-13 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 January 15, 2002.

This is a secondary document, relating to the Lease of Railroad Equipment (No. 23E) dated as of September 1, 1979 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 10900-B on October 17, 1979.

Parties to this transaction are as follows:

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

Mellon Leasing Corp. (Seller)
One Mellon Bank Center, Suite 4444
Pittsburgh, PA 15258

The general description of the equipment is as follows:

TYPE	AAR MECHANICAL DESIGNATION	NO. OF UNITS	MARKED	NUMBERED
89'4", 70-ton, hydraulic draft gear, flush deck flatcar	FA	205	TTGX, FTTX, JTTX, RTTX, TTWX	922065-922088, 981805-981884, 991770-991881
68', 100-ton bulkhead flatcar	FA	35	TTPX, TTJX	81815-81834, 82133-82148
				Non-inclusive (See attached Schedule A)

Mr. Vernon A. Williams
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Enclosed is our check in the amount of \$28.00 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 "Anthony J. Barton", with a horizontal line extending to the right from the end of the signature.

Enclosures

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JAN 28 '02

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TTX COMPANY
OFFICER'S CERTIFICATE

SURFACE TRANSPORTATION BOARD

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 Mellon Leasing Corp.

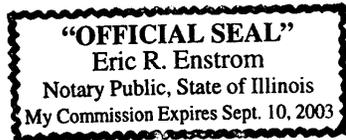
IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of TTX Company the 23rd day of January, 2002.

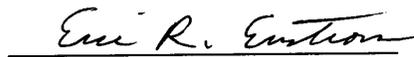

Anthony J. Barton
Assistant Treasurer

(Corporate Seal)

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

On this 23rd day of January, 2002, 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)

Bill of Sale

Mellon Leasing Corporation (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 Lease Extension Equipment Option Agreement, dated August 11, 1995 (the "Agreement"), by and between Mellon Financial Services Corporation #3 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 and its successors and assigns that, as of the date hereof, the Seller has 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 the Seller, except for liens which Purchaser in its capacity as Lessee has the duty to discharge under the Lease (as such term is 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 that arise from events occurring on or prior to the execution of this 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 to remove and discharge.

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 15TH day of January, 2002.



Name: Michael F. Marks
Title: Vice President

**SCHEDULE A
TTX COMPANY
LEASE NO. 23E
Remaining Equipment as of January 15, 2002**

<u>Equipment Type</u>	<u>Car Numbers</u>	<u>Number of Cars</u>
89'4" Flatcars	922065 - 922085	23
	922087 - 922088	
	991770 - 991778	105
	991780 - 991792	
	991794 - 991808	
	991810 - 991811	
	991813 - 991827	
	991829 - 991841	
	991843 - 991864	
	991866 - 991881	
	981805 - 981837	77
	981839 - 981869	
	981871 - 981881	
981883 - 981884		
68' 100 Ton Bulkhead Flats	81815 - 81834	20
	82133 - 82145	15
	82147 - 82148	
Total		<u>240</u>