

First Union Rail Corporation

One O'Hare Center
6250 River Road, Suite 5000
Rosemont, Illinois 60018-4214
847 318-7575
Fax 847 318-7588

RECORDATION NO. 9919-B FILED !

AUG 13 '99

11-30AM

VIA UPS Next Day Air



August 10, 1999

Surface Transportation Board
Attn: Robert Link
1925 K Street, N.W., Room 704
Washington, DC 20423-0001



Re: Bill of Sale under Recordation No. 9919

Dear Mr. Link:

Pursuant to our conversation, enclosed is a notarized certification which should have been attached to the original of the Bill of Sale dated March 1, 1999 which was sent to the Surface Transportation Board on August 4, 1999 for subfiling under recordation No. 9919 according to the provisions of 49 U.S.C. Section 11301(a), by First Security Bank, N.A. for the benefit of First Union Rail Corporation, a secondary document as defined in the Board's Rules for the Recordation of Documents. The names and addresses of the parties to the enclosed document are:

First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

First Security Bank, N.A.
79 South Main Street, 3rd Floor
Salt Lake City, Utah 84111

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A, as attached to such Bill of Sale.

A check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee was enclosed in the August 4th letter, along with two (2) originals and two (2) of the Bill of Sale. Kindly return one (1) stamped original and two (2) stamped copies of the enclosed document to the undersigned.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

Susan Grokulsky
Susan Grokulsky
Manager - Documents Administration

Enclosures

(SCOU001)

First Union Rail Corporation

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RECORDATION NO. 9919-B FILED

AUG 1 3 '99

11-30AM

VIA UPS 2nd Day Air



August 4, 1999



Surface Transportation Board
Attn: Mr. Vernon E. Williams
1925 K Street, N.W., Room 704
Washington, DC 20423-0001

Re: Bill of Sale under Recordation No. 9919

Dear Mr. Williams:

Pursuant to the provisions of 49 U.S.C. Section 11301(a), enclosed for subfiling under Recordation No. 9919 are two (2) originals and two (2) copies of the Bill of Sale, dated March 1, 1999, by First Security Bank, N.A. for the benefit of First Union Rail Corporation, a secondary document as defined in the Board's Rules for the Recordation of Documents. The names and addresses of the parties to the enclosed document are:

First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

First Security Bank, N.A.
79 South Main Street, 3rd Floor
Salt Lake City, Utah 84111

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A, as attached to such Bill of Sale.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original and two (2) stamped copies of the enclosed document to the undersigned.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

Susan Grokulsky
Susan Grokulsky
Manager – Documents Administration

Enclosures

(SCOU001)

RECORDATION NO. 9919-B FILED

BILL OF SALE

AUG 13 '99

11-30AM

KNOW ALL MEN BY THESE PRESENTS:

THAT FIRST SECURITY BANK, N.A., formerly known as First Security Bank of Utah, N.A., not in its individual capacity, but solely as owner trustee ("Seller"), is the owner of legal title to those certain railcars described on Exhibit A hereto ("Cars"), with power to convey such legal title to said Cars.

THAT, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Seller does this 1st day of March, 1999, grant, convey, transfer, bargain and sell, deliver and set over unto FIRST UNION RAIL CORPORATION, the owner of the beneficial interest in such Cars ("Buyer"), whose address is One O'Hare Centre, 6250 River Road, Suite 5000, Rosemont, IL 60018, and unto its successors and assigns, all of Seller's right, title, and interest in and to the above-described Cars, free and clear of all liens, claims and encumbrances arising by or through the Seller.

THAT THE CARS CONVEYED HEREBY ARE BEING SOLD "AS IS", "WHERE IS", WITHOUT REPRESENTATION OR WARRANTY OF ANY KIND AS TO THE CONDITION OF THE CARS OR THEIR MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE, OR ANY OTHER REPRESENTATION OR WARRANTY OF ANY KIND WHATSOEVER, EXPRESS OR IMPLIED (EXCEPT AS EXPRESSLY MADE HEREIN WITH RESPECT TO TITLE AND ABSENCE OF LIENS).

Buyer shall be responsible for any personal property, rental, use or sales tax or similar levies assessed in connection with the sale of the above-described Cars.

THIS Bill of Sale shall be governed by the laws of the State of New York, exclusive of any choice of law rule of that or any other jurisdiction which would cause any matter to be referred to the law of any jurisdiction other than New York.

IN WITNESS WHEREOF, Seller has caused this Bill of Sale to be executed in its name this 17th day of May, 1999.

FIRST SECURITY BANK, N.A., not in its individual capacity, but solely as owner trustee

By: Jamie Mackay
Title: Assistant Trust Officer

EXHIBIT A
to
Bill of Sale

NUMBER OF CARS: One Hundred Five (105)

DESCRIPTION OF CARS: 4650 Cubic Foot Covered Hopper Cars

CAR NUMBERS: See below:

	Car Initial	Car Number		Car Initial	Car Number		Car Initial	Car Number
1	SCOX	1400	36	SCOX	1459	71	SCOX	1529
2	SCOX	1401	37	SCOX	1460	72	SCOX	1530
3	SCOX	1402	38	SCOX	1462	73	SCOX	1531
4	SCOX	1403	39	SCOX	1463	74	SCOX	1533
5	SCOX	1404	40	SCOX	1464	75	SCOX	1540
6	SCOX	1406	41	SCOX	1465	76	SCOX	1541
7	SCOX	1407	42	SCOX	1466	77	SCOX	1542
8	SCOX	1408	43	SCOX	1467	78	SCOX	1543
9	SCOX	1409	44	SCOX	1469	79	SCOX	1544
10	SCOX	1411	45	SCOX	1470	80	SCOX	1545
11	SCOX	1412	46	SCOX	1471	81	SCOX	1551
12	SCOX	1413	47	SCOX	1472	82	SCOX	1552
13	SCOX	1415	48	SCOX	1473	83	SCOX	1553
14	SCOX	1416	49	SCOX	1474	84	SCOX	1554
15	SCOX	1417	50	SCOX	1475	85	SCOX	1555
16	SCOX	1418	51	SCOX	1476	86	SCOX	1561
17	SCOX	1419	52	SCOX	1477	87	SCOX	1562
18	SCOX	1420	53	SCOX	1478	88	SCOX	1563
19	SCOX	1421	54	SCOX	1500	89	SCOX	1564
20	SCOX	1422	55	SCOX	1501	90	SCOX	1565
21	SCOX	1423	56	SCOX	1502	91	SCOX	1566
22	SCOX	1424	57	SCOX	1503	92	SCOX	1567
23	SCOX	1425	58	SCOX	1504	93	SCOX	1568
24	SCOX	1426	59	SCOX	1505	94	SCOX	1569
25	SCOX	1427	60	SCOX	1506	95	SCOX	1575
26	SCOX	1428	61	SCOX	1508	96	SCOX	1576
27	SCOX	1429	62	SCOX	1509	97	SCOX	1577
28	SCOX	1430	63	SCOX	1510	98	SCOX	1578
29	SCOX	1431	64	SCOX	1512	99	SCOX	1579
30	SCOX	1433	65	SCOX	1513	100	SCOX	1581
31	SCOX	1434	66	SCOX	1521	101	SCOX	1583
32	SCOX	1455	67	SCOX	1525	102	SCOX	1584
33	SCOX	1456	68	SCOX	1526	103	SCOX	1585
34	SCOX	1457	69	SCOX	1527	104	SCOX	1586
35	SCOX	1458	70	SCOX	1528	105	SCOX	1587