



First Union Rail Corporation
 NC5811
 One O'Hare Center
 6250 River Road, Suite 5000
 Rosemont, IL 60018-4214
 Tel 847 318-7575
 Fax 847 318-7588

VIA UPS Second Day Air

May 11, 2001

RECORDATION NO. 11041-G

MAY 15 '01 3-05 PM

SURFACE TRANSPORTATION BOARD



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

Re: Bill of Sale under Recordation No. 11041

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Bill of Sale, dated April 26, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The primary document to which this document is connected is Recordation No. 11041.

The names and addresses of the parties to the enclosed document are:

<p>Lessor: First Union Rail Corporation One O'Hare Center 6250 River Road, Suite 5000 Rosemont, IL 60018</p>	<p>Lessee: First Security Bank, N.A. 79 South Main Street, 3rd Floor Salt Lake City, Utah 84111</p>
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A description of the railroad equipment covered by the enclosed document is one hundred one hundred eighty-four (184) 4750 cubic foot covered hopper cars, with car numbers CAGX 501-CAGX 698, non-inclusive, and MILW 500 - MILW 617, non-inclusive.

A short summary of the document to appear in the index follows:

Bill of Sale between First Union Rail Corporation, Buyer, and First Security Bank, N.A., Owner Trustee, covering one hundred eighty-four (184) 4750 cubic foot covered hopper cars, with car numbers CAGX 501-CAGX 698, non-inclusive, and MILW 500 - MILW 617, non-inclusive.

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

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 Grokulska
 Susan Grokulska
 Manager - Documents Administration

Enclosures
 (MHC001)

RECORDATION NO. 11041-G FILED

BILL OF SALE

MAY 15 '01 3-05 PM

KNOW ALL MEN BY THESE PRESENTS:

SURFACE TRANSPORTATION BOARD

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 April 26, 2001, 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, the Seller has caused this Bill of Sale to be executed in its name this 26th day of April, 2001.

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

By: 

Name: Crystal Bagshaw
Assistant Trust Officer

Title: _____

STATE OF UTAH
COUNTY OF SALT LAKE

I, Janice Bryant, a Notary Public of the County and State aforesaid, certify that KRYSTAL BAGSHAW personally appeared before me this day and acknowledged his/her due execution of the foregoing Bill of Sale.

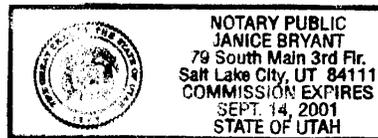
WITNESS my hand and official stamp or seal, this 26th day of April, 2001.



Notary Public

My Commission Expires:

(Notary Public)



**EXHIBIT A
To
Bill of Sale**

NUMBER OF CARS: One hundred eighty-four (184)
 DESCRIPTION OF CARS: 4,750 cu. ft. Covered Hopper Grain Cars
 CAR NUMBERS: See below:

1	CAGX	501	40	CAGX	563	79	MILW	554
2	CAGX	502	41	CAGX	564	80	MILW	555
3	CAGX	504	42	CAGX	566	81	MILW	557
4	CAGX	505	43	CAGX	571	82	MILW	558
5	CAGX	506	44	CAGX	572	83	MILW	559
6	CAGX	509	45	CAGX	577	84	MILW	560
7	CAGX	511	46	CAGX	587	85	MILW	561
8	CAGX	512	47	CAGX	589	86	MILW	565
9	CAGX	513	48	CAGX	590	87	MILW	567
10	CAGX	515	49	CAGX	592	88	MILW	570
11	CAGX	516	50	CAGX	593	89	MILW	575
12	CAGX	518	51	CAGX	596	90	MILW	576
13	CAGX	519	52	CAGX	598	91	MILW	578
14	CAGX	521	53	CAGX	605	92	MILW	579
15	CAGX	522 -destroyed	54	CAGX	610	93	MILW	580
16	CAGX	524	55	CAGX	612	94	MILW	581
17	CAGX	525	56	CAGX	619	95	MILW	582
18	CAGX	526	57	CAGX	621	96	MILW	583
19	CAGX	527	58	CAGX	654	97	MILW	584
20	CAGX	528	59	CAGX	655	98	MILW	585
21	CAGX	530	60	CAGX	656	99	MILW	586
22	CAGX	532	61	CAGX	658	100	MILW	591
23	CAGX	533	62	CAGX	685	101	MILW	594
24	CAGX	536	63	CAGX	686	102	MILW	595
25	CAGX	537	64	CAGX	698	103	MILW	597
26	CAGX	539	65	MILW	500	104	MILW	599
27	CAGX	540	66	MILW	503	105	MILW	600
28	CAGX	542	67	MILW	507	106	MILW	601
29	CAGX	543	68	MILW	508	107	MILW	602
30	CAGX	544	69	MILW	510	108	MILW	603
31	CAGX	545	70	MILW	514	109	MILW	604
32	CAGX	546	71	MILW	517	110	MILW	606
33	CAGX	547	72	MILW	520	111	MILW	608
34	CAGX	548	73	MILW	529	112	MILW	609
35	CAGX	549	74	MILW	531	113	MILW	611
36	CAGX	550	75	MILW	535	114	MILW	613
37	CAGX	551	76	MILW	538	115	MILW	614
38	CAGX	552	77	MILW	541	116	MILW	615
39	CAGX	562	78	MILW	553	117	MILW	617

118	MILW	618	141	MILW	644	164	MILW	676
119	MILW	620	142	MILW	645	165	MILW	677
120	MILW	622	143	MILW	646	166	MILW	678
121	MILW	623	144	MILW	647	167	MILW	679
122	MILW	625	145	MILW	649	168	MILW	680 -destroyed
123	MILW	626	146	MILW	650	169	MILW	681
124	MILW	627	147	MILW	651	170	MILW	682
125	MILW	628	148	MILW	652	171	MILW	683
126	MILW	629	149	MILW	653	172	MILW	684
127	MILW	630	150	MILW	657	173	MILW	687
128	MILW	631	151	MILW	659	174	MILW	688
129	MILW	632	152	MILW	662	175	MILW	689
130	MILW	633	153	MILW	664	176	MILW	690
131	MILW	634	154	MILW	665	177	MILW	691
132	MILW	635	155	MILW	666	178	MILW	692
133	MILW	636	156	MILW	667	179	MILW	693
134	MILW	637	157	MILW	668	180	MILW	694
135	MILW	638	158	MILW	669	181	MILW	695
136	MILW	639	159	MILW	670	182	MILW	696
137	MILW	640	160	MILW	671	183	MILW	697
138	MILW	641	161	MILW	672	184	MILW	699
139	MILW	642	162	MILW	673			
140	MILW	643	163	MILW	675			