



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 Next Day Air

May 16, 2001

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. 11216

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. 11216.

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 seventy-nine (179) 4750 cubic foot covered hopper cars, with car numbers CAGX 301-CAGX 498.

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 seventy-nine (179) 4750 cubic foot covered hopper cars, with car numbers CAGX 301-CAGX 498, 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 Grokulsky
 Susan Grokulsky
 Manager - Documents Administration

Enclosures

(MHC002)

RECORDATION NO. 11216-F FILED

MAY 25 '01 2:45 PM
 TS
 SURFACE TRANSPORTATION BOARD

BILL OF SALE

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 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: Krystal Bagshaw
Assistant Trust Officer

Title: _____

(MHC002)

RECORDING NO. 11216-F

MAY 25 '01 2-45 PM

SURFACE TRANSPORTATION BOARD

STATE OF UTAH

COUNTY OF SALT LAKE

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

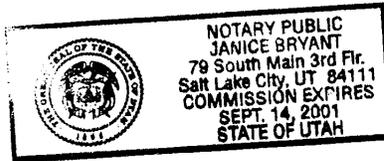
WITNESS my hand and official stamp or seal, this 26th day of April, 2001.



Notary Public

My Commission Expires:

(Notary Public)



**EXHIBIT A
To
Bill of Sale**

NUMBER OF CARS: One hundred seventy-nine (179)
 DESCRIPTION OF CARS: 4,750 cu. ft. Covered Hopper Grain Cars
 CAR NUMBERS: See below:

1	CAGX 301	38	CAGX 342	75	CAGX 383
2	CAGX 302	39	CAGX 344	76	CAGX 384
3	CAGX 303	40	CAGX 345	77	CAGX 385
4	CAGX 304	41	CAGX 346	78	CAGX 386
5	CAGX 305	42	CAGX 347	79	CAGX 387
6	CAGX 306	43	CAGX 348	80	CAGX 388
7	CAGX 307	44	CAGX 349	81	CAGX 389
8	CAGX 308	45	CAGX 350-destroyed	82	CAGX 390
9	CAGX 311	46	CAGX 351	83	CAGX 391
10	CAGX 312	47	CAGX 352	84	CAGX 392
11	CAGX 313	48	CAGX 354	85	CAGX 394
12	CAGX 314	49	CAGX 355	86	CAGX 395
13	CAGX 315	50	CAGX 356	87	CAGX 396
14	CAGX 316	51	CAGX 357	88	CAGX 397
15	CAGX 317	52	CAGX 358	89	CAGX 400
16	CAGX 318	53	CAGX 359	90	CAGX 401
17	CAGX 320	54	CAGX 360	91	CAGX 402
18	CAGX 321	55	CAGX 361	92	CAGX 403
19	CAGX 322	56	CAGX 362	93	CAGX 404
20	CAGX 323	57	CAGX 363	94	CAGX 405
21	CAGX 324	58	CAGX 364	95	CAGX 408
22	CAGX 325	59	CAGX 365	96	CAGX 409
23	CAGX 326	60	CAGX 366	97	CAGX 410
24	CAGX 327	61	CAGX 368	98	CAGX 411
25	CAGX 328	62	CAGX 369	99	CAGX 412
26	CAGX 330	63	CAGX 370	100	CAGX 413
27	CAGX 331	64	CAGX 371	101	CAGX 414
28	CAGX 332	65	CAGX 372	102	CAGX 415
29	CAGX 333	66	CAGX 373	103	CAGX 416
30	CAGX 334	67	CAGX 375	104	CAGX 417
31	CAGX 335	68	CAGX 376	105	CAGX 418
32	CAGX 336	69	CAGX 377	106	CAGX 419
33	CAGX 337	70	CAGX 378	107	CAGX 420
34	CAGX 338	71	CAGX 379	108	CAGX 421
35	CAGX 339	72	CAGX 380	109	CAGX 422
36	CAGX 340	73	CAGX 381	110	CAGX 423
37	CAGX 341	74	CAGX 382	111	CAGX 424

112	CAGX	425	137	CAGX	452	162	CAGX	481
113	CAGX	426	138	CAGX	453	163	CAGX	482
114	CAGX	427	139	CAGX	454	164	CAGX	483
115	CAGX	428	140	CAGX	455	165	CAGX	484
116	CAGX	429	141	CAGX	456	166	CAGX	485
117	CAGX	430	142	CAGX	457	167	CAGX	486
118	CAGX	431	143	CAGX	458	168	CAGX	487
119	CAGX	433	144	CAGX	459	169	CAGX	488
120	CAGX	434	145	CAGX	460	170	CAGX	489
121	CAGX	435	146	CAGX	461	171	CAGX	490
122	CAGX	436	147	CAGX	462	172	CAGX	491
123	CAGX	437	148	CAGX	463	173	CAGX	492
124	CAGX	438	149	CAGX	465	174	CAGX	493
125	CAGX	439	150	CAGX	466	175	CAGX	494
126	CAGX	440	151	CAGX	467	176	CAGX	495
127	CAGX	441	152	CAGX	468	177	CAGX	496
128	CAGX	442	153	CAGX	469	178	CAGX	497
129	CAGX	443	154	CAGX	470	179	CAGX	498
130	CAGX	444	155	CAGX	471			
131	CAGX	445	156	CAGX	472			
132	CAGX	446	157	CAGX	474-destroyed			
133	CAGX	447	158	CAGX	475			
134	CAGX	449	159	CAGX	476			
135	CAGX	450	160	CAGX	478			
136	CAGX	451	161	CAGX	480			