



First Union Rail Corporation
 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

September 10, 2001

RECORDATION NO. 18078-E FILED

SEP 13 '01 12:35 PM
 TS
 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. 18078

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303 (a) are two (2) originals and two (2) copies of a Bill of Sale, dated August 14, 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. 18078.

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

Buyer:	First Union Rail Corporation One O'Hare Center 6250 River Road, Suite 5000 Rosemont, IL 60018	Seller:	Bank of New York 101 Barclay Street, 21-W New York, NY 10286
--------	--	---------	--

A description of the railroad equipment covered by the enclosed document is two hundred eighty-five (285) 100-ton, 2100 cu. ft. open hopper cars, with car numbers ATW 9002 through ATW 9300, non-inclusive.

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

Bill of Sale between First Union Rail Corporation, Buyer, and Bank of New York, Owner, covering two hundred eighty-five (285) 100-ton, 2100 cu. ft. open hopper cars, with car numbers ATW 9002 through ATW 9300, 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 and one (1) stamped copy 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
 Manager – Documents Administration

Enclosures
 (UP073)

BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS:

THAT BANK OF NEW YORK, 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 August 14, 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 Illinois, 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 Illinois.

IN WITNESS WHEREOF, the Seller has caused this Bill of Sale to be executed in its name this 17 day of August, 2001

BANK OF NEW YORK, not in its individual capacity, but solely as owner trustee

By: *Paul Ryan*
Name: _____

Title: BEATA
ASSISTANT

RECORDATION NO. 18078-E FILED

SEP 13 '01 .12-35 PM

SURFACE TRANSPORTATION BOARD

STATE OF _____

COUNTY OF _____

I, William Casseles, a Notary Public of the County and State aforesaid, certify that Beata Hryniewicka 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 24 day of August, 2001


Notary Public

My Commission Expires:

(Notary Public)

WILLIAM J. CASSELES
Notary Public, State of New York
No. 01CA5027729
Qualified in Bronx County
Commission Expires May 16, 2002

**EXHIBIT A
To
Bill of Sale**

NUMBER OF CARS: Two hundred eighty-five (285)
 DESCRIPTION OF CARS: 100-ton, 2100 cu. ft. Open Hopper Cars
 CAR NUMBERS: See below:

ATW 9002	ATW 9038	ATW 9075	ATW 9110	ATW 9145
ATW 9003	ATW 9039	ATW 9076	ATW 9111	ATW 9146
ATW 9004	ATW 9040	ATW 9077	ATW 9112	ATW 9147
ATW 9005	ATW 9041	ATW 9078	ATW 9113	ATW 9148
ATW 9006	ATW 9042	ATW 9079	ATW 9114	ATW 9149
ATW 9007	ATW 9043	ATW 9080	ATW 9115	ATW 9150
ATW 9008	ATW 9044	ATW 9081	ATW 9116	ATW 9151
ATW 9009	ATW 9045	ATW 9082	ATW 9117	ATW 9152
ATW 9010	ATW 9046	ATW 9083	ATW 9118	ATW 9153
ATW 9011	ATW 9047	ATW 9084	ATW 9119	ATW 9154
ATW 9012	ATW 9048	ATW 9085	ATW 9120	ATW 9155
ATW 9013	ATW 9049	ATW 9087	ATW 9121	ATW 9156
ATW 9014	ATW 9050	ATW 9088	ATW 9122	ATW 9157
ATW 9016	ATW 9051	ATW 9089	ATW 9123	ATW 9158
ATW 9017	ATW 9052	ATW 9090	ATW 9124	ATW 9159
ATW 9018	ATW 9053	ATW 9091	ATW 9125	ATW 9160
ATW 9019	ATW 9054	ATW 9092	ATW 9126	ATW 9161
ATW 9020	ATW 9055	ATW 9093	ATW 9127	ATW 9162
ATW 9021	ATW 9056	ATW 9094	ATW 9128	ATW 9163
ATW 9022	ATW 9057	ATW 9095	ATW 9129	ATW 9164
ATW 9023	ATW 9058	ATW 9096	ATW 9130	ATW 9165
ATW 9024	ATW 9060	ATW 9097	ATW 9131	ATW 9166
ATW 9025	ATW 9061	ATW 9098	ATW 9132	ATW 9167
ATW 9027	ATW 9062	ATW 9099	ATW 9133	ATW 9168
ATW 9028	ATW 9063	ATW 9100	ATW 9134	ATW 9169
ATW 9029	ATW 9064	ATW 9101	ATW 9135	ATW 9171
ATW 9030	ATW 9066	ATW 9102	ATW 9136	ATW 9172
ATW 9031	ATW 9067	ATW 9103	ATW 9137	ATW 9173
ATW 9032	ATW 9068	ATW 9104	ATW 9138	ATW 9174
ATW 9033	ATW 9069	ATW 9105	ATW 9140	ATW 9175
ATW 9034	ATW 9071	ATW 9106	ATW 9141	ATW 9176
ATW 9035	ATW 9072	ATW 9107	ATW 9142	ATW 9177
ATW 9036	ATW 9073	ATW 9108	ATW 9143	ATW 9179
ATW 9037	ATW 9074	ATW 9109	ATW 9144	ATW 9180

ATW 9182	ATW 9206	ATW 9232	ATW 9257	ATW 9281
ATW 9183	ATW 9207	ATW 9233	ATW 9258	ATW 9282
ATW 9184	ATW 9208	ATW 9234	ATW 9259	ATW 9283
ATW 9185	ATW 9209	ATW 9235	ATW 9260	ATW 9284
ATW 9186	ATW 9210	ATW 9236	ATW 9261	ATW 9285
ATW 9187	ATW 9212	ATW 9237	ATW 9262	ATW 9286
ATW 9188	ATW 9213	ATW 9238	ATW 9263	ATW 9287
ATW 9189	ATW 9214	ATW 9239	ATW 9264	ATW 9288
ATW 9190	ATW 9215	ATW 9240	ATW 9265	ATW 9289
ATW 9191	ATW 9216	ATW 9241	ATW 9266	ATW 9290
ATW 9192	ATW 9217	ATW 9242	ATW 9267	ATW 9291
ATW 9193	ATW 9218	ATW 9243	ATW 9268	ATW 9292
ATW 9194	ATW 9219	ATW 9244	ATW 9269	ATW 9293
ATW 9195	ATW 9220	ATW 9245	ATW 9270	ATW 9294
ATW 9196	ATW 9222	ATW 9246	ATW 9271	ATW 9295
ATW 9197	ATW 9223	ATW 9248	ATW 9272	ATW 9296
ATW 9198	ATW 9224	ATW 9249	ATW 9273	ATW 9298
ATW 9199	ATW 9225	ATW 9250	ATW 9274	ATW 9299
ATW 9200	ATW 9226	ATW 9251	ATW 9275	ATW 9300
ATW 9201	ATW 9227	ATW 9252	ATW 9276	
ATW 9202	ATW 9228	ATW 9253	ATW 9277	
ATW 9203	ATW 9229	ATW 9254	ATW 9278	
ATW 9204	ATW 9230	ATW 9255	ATW 9279	
ATW 9205	ATW 9231	ATW 9256	ATW 9280	