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

RECORDATION NO. 12449-F FILED

*Via UPS 2nd Day Air*

November 6, 2001

NOV 16 '01 12-21 PM
TS
SURFACE TRANSPORTATION BOARD

RECEIVED
NOV 8 2001
MAIL
MANAGEMENT
STB

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 Nos. 12449 and 12450**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303 (a) are two (2) originals and four (4) copies of a Bill of Sale, dated October 15, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The primary documents to which this document is connected are Recordation Nos. 12449 and 12450.

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

| | | | |
|---|---|---|---|
| Buyer: | First Union Rail Corporation<br>One O'Hare Center<br>6250 River Road, Suite 5000<br>Rosemont, IL 60018 | Seller: | Wells Fargo Bank Northwest, N.A.<br>79 South Main Street, 3rd Floor<br>Salt Lake City, Utah 84111 |

A description of the railroad equipment covered by the enclosed document is three hundred twenty-nine (329) 4750 cubic foot covered steel hopper cars, with car numbers CNW 178767 - CNW 179099, non consecutive, HPJX 13149, HPJX 13179, HPJX 13210, HPJX 13211, HPJX 13212 and HPJX 13807.

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

Bill of Sale between First Union Rail Corporation, Buyer, and Wells Fargo Bank Northwest, N.A., Seller, covering three hundred twenty-nine (329) 4750 cubic foot covered steel hopper cars, with car numbers CNW 178767 - CNW 179099, non consecutive, HPJX 13149, HPJX 13179, HPJX 13210, HPJX 13211, HPJX 13212 and HPJX 13807.

Also enclosed is a check in the amount of $56.00 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
(UP024)

RECORDATION NO. 12449-F FILED

NOV 16 '01 12-21 PM

SURFACE TRANSPORTATION BOARD

# BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS:

THAT WELLS FARGO BANK NORTHWEST, 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 October 15, 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 15 day of October, 2001.

WELLS FARGO BANK NORTHWEST, N.A., not in its Individual capacity, but solely as owner trustee

By: _____

Name: BRETT R. KING

Title: VICE PRESIDENT

(UP024)

STATE OF Utah

COUNTY OF Salt Lake

I, ELIZABETH A. DURFEE, a Notary Public of the County and State aforesaid, certify that Brett R. King 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 15 day of October, 2001.

Notary Public

My Commission Expires:

(Notary Public)

NOTARY PUBLIC
ELIZABETH A DURFEE
1095 E. 2100 So. Ste 215
S.L.C., UT 84106
COMMISSION EXPIRES
NOV. 22, 2003
STATE OF UTAH

**EXHIBIT A to BILL OF SALE**

NUMBER OF CARS: Three hundred twenty-nine (329)

DESCRIPTION OF CARS: 4,700 cu. ft. Covered Hopper Grain Cars

CAR NUMBERS: See below:

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| 1 CNW | 178767 | 39 CNW | 178808 | 77 CNW | 178846 | 115 CNW | 178885 |
| 2 CNW | 178768 | 40 CNW | 178809 | 78 CNW | 178847 | 116 CNW | 178886 |
| 3 CNW | 178769 | 41 CNW | 178810 | 79 CNW | 178848 | 117 CNW | 178887 |
| 4 CNW | 178770 | 42 CNW | 178811 | 80 CNW | 178849 | 118 CNW | 178888 |
| 5 CNW | 178771 | 43 CNW | 178812 | 81 CNW | 178850 | 119 CNW | 178889 |
| 6 CNW | 178772 | 44 CNW | 178813 | 82 CNW | 178851 | 120 CNW | 178890 |
| 7 CNW | 178773 | 45 CNW | 178814 | 83 CNW | 178852 | 121 CNW | 178891 |
| 8 CNW | 178774 | 46 CNW | 178815 | 84 CNW | 178853 | 122 CNW | 178892 |
| 9 CNW | 178776 | 47 CNW | 178816 | 85 CNW | 178854 | 123 CNW | 178893 |
| 10 CNW | 178777 | 48 CNW | 178817 | 86 CNW | 178855 | 124 CNW | 178894 |
| 11 CNW | 178778 | 49 CNW | 178818 | 87 CNW | 178856 | 125 CNW | 178895 |
| 12 CNW | 178779 | 50 CNW | 178819 | 88 CNW | 178857 | 126 CNW | 178896 |
| 13 CNW | 178781 | 51 CNW | 178820 | 89 CNW | 178858 | 127 CNW | 178897 |
| 14 CNW | 178782 | 52 CNW | 178821 | 90 CNW | 178859 | 128 CNW | 178898 |
| 15 CNW | 178783 | 53 CNW | 178822 | 91 CNW | 178860 | 129 CNW | 178899 |
| 16 CNW | 178784 | 54 CNW | 178823 | 92 CNW | 178861 | 130 CNW | 178900 |
| 17 CNW | 178785 | 55 CNW | 178824 | 93 CNW | 178862 | 131 CNW | 178901 |
| 18 CNW | 178786 | 56 CNW | 178825 | 94 CNW | 178863 | 132 CNW | 178903 |
| 19 CNW | 178787 | 57 CNW | 178826 | 95 CNW | 178864 | 133 CNW | 178904 |
| 20 CNW | 178788 | 58 CNW | 178827 | 96 CNW | 178865 | 134 CNW | 178906 |
| 21 CNW | 178789 | 59 CNW | 178828 | 97 CNW | 178866 | 135 CNW | 178907 |
| 22 CNW | 178790 | 60 CNW | 178829 | 98 CNW | 178867 | 136 CNW | 178908 |
| 23 CNW | 178791 | 61 CNW | 178830 | 99 CNW | 178868 | 137 CNW | 178909 |
| 24 CNW | 178792 | 62 CNW | 178831 | 100 CNW | 178869 | 138 CNW | 178910 |
| 25 CNW | 178794 | 63 CNW | 178832 | 101 CNW | 178870 | 139 CNW | 178911 |
| 26 CNW | 178795 | 64 CNW | 178833 | 102 CNW | 178871 | 140 CNW | 178912 |
| 27 CNW | 178796 | 65 CNW | 178834 | 103 CNW | 178872 | 141 CNW | 178913 |
| 28 CNW | 178797 | 66 CNW | 178835 | 104 CNW | 178873 | 142 CNW | 178914 |
| 29 CNW | 178798 | 67 CNW | 178836 | 105 CNW | 178874 | 143 CNW | 178915 |
| 30 CNW | 178799 | 68 CNW | 178837 | 106 CNW | 178875 | 144 CNW | 178916 |
| 31 CNW | 178800 | 69 CNW | 178838 | 107 CNW | 178876 | 145 CNW | 178917 |
| 32 CNW | 178801 | 70 CNW | 178839 | 108 CNW | 178877 | 146 CNW | 178918 |
| 33 CNW | 178802 | 71 CNW | 178840 | 109 CNW | 178878 | 147 CNW | 178919 |
| 34 CNW | 178803 | 72 CNW | 178841 | 110 CNW | 178879 | 148 CNW | 178920 |
| 35 CNW | 178804 | 73 CNW | 178842 | 111 CNW | 178881 | 149 CNW | 178921 |
| 36 CNW | 178805 | 74 CNW | 178843 | 112 CNW | 178882 | 150 CNW | 178922 |
| 37 CNW | 178806 | 75 CNW | 178844 | 113 CNW | 178883 | 151 CNW | 178923 |
| 38 CNW | 178807 | 76 CNW | 178845 | 114 CNW | 178884 | 152 CNW | 178924 |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| 153 CNW | 178925 | 198 CNW | 178971 | 243 CNW | 179016 | 288 CNW | 179064 |
| 154 CNW | 178926 | 199 CNW | 178972 | 244 CNW | 179017 | 289 CNW | 179065 |
| 155 CNW | 178927 | 200 CNW | 178973 | 245 CNW | 179018 | 290 CNW | 179066 |
| 156 CNW | 178928 | 201 CNW | 178974 | 246 CNW | 179019 | 291 CNW | 179067 |
| 157 CNW | 178929 | 202 CNW | 178975 | 247 CNW | 179020 | 292 CNW | 179068 |
| 158 CNW | 178930 | 203 CNW | 178976 | 248 CNW | 179021 | 293 CNW | 179069 |
| 159 CNW | 178931 | 204 CNW | 178977 | 249 CNW | 179022 | 294 CNW | 179070 |
| 160 CNW | 178932 | 205 CNW | 178978 | 250 CNW | 179023 | 295 CNW | 179071 |
| 161 CNW | 178933 | 206 CNW | 178979 | 251 CNW | 179024 | 296 CNW | 179072 |
| 162 CNW | 178934 | 207 CNW | 178980 | 252 CNW | 179025 | 297 CNW | 179073 |
| 163 CNW | 178935 | 208 CNW | 178981 | 253 CNW | 179026 | 298 CNW | 179074 |
| 164 CNW | 178936 | 209 CNW | 178982 | 254 CNW | 179027 | 299 CNW | 179075 |
| 165 CNW | 178937 | 210 CNW | 178983 | 255 CNW | 179028 | 300 CNW | 179076 |
| 166 CNW | 178938 | 211 CNW | 178984 | 256 CNW | 179029 | 301 CNW | 179077 |
| 167 CNW | 178939 | 212 CNW | 178985 | 257 CNW | 179030 | 302 CNW | 179078 |
| 168 CNW | 178940 | 213 CNW | 178986 | 258 CNW | 179031 | 303 CNW | 179079 |
| 169 CNW | 178941 | 214 CNW | 178987 | 259 CNW | 179032 | 304 CNW | 179080 |
| 170 CNW | 178942 | 215 CNW | 178988 | 260 CNW | 179033 | 305 CNW | 179081 |
| 171 CNW | 178943 | 216 CNW | 178989 | 261 CNW | 179034 | 306 CNW | 179082 |
| 172 CNW | 178944 | 217 CNW | 178990 | 262 CNW | 179035 | 307 CNW | 179083 |
| 173 CNW | 178945 | 218 CNW | 178991 | 263 CNW | 179036 | 308 CNW | 179084 |
| 174 CNW | 178946 | 219 CNW | 178992 | 264 CNW | 179037 | 309 CNW | 179085 |
| 175 CNW | 178947 | 220 CNW | 178993 | 265 CNW | 179038 | 310 CNW | 179086 |
| 176 CNW | 178948 | 221 CNW | 178994 | 266 CNW | 179039 | 311 CNW | 179087 |
| 177 CNW | 178949 | 222 CNW | 178995 | 267 CNW | 179040 | 312 CNW | 179088 |
| 178 CNW | 178950 | 223 CNW | 178996 | 268 CNW | 179042 | 313 CNW | 179089 |
| 179 CNW | 178951 | 224 CNW | 178997 | 269 CNW | 179043 | 314 CNW | 179090 |
| 180 CNW | 178952 | 225 CNW | 178998 | 270 CNW | 179044 | 315 CNW | 179091 |
| 181 CNW | 178953 | 226 CNW | 178999 | 271 CNW | 179045 | 316 CNW | 179092 |
| 182 CNW | 178954 | 227 CNW | 179000 | 272 CNW | 179046 | 317 CNW | 179093 |
| 183 CNW | 178956 | 228 CNW | 179001 | 273 CNW | 179047 | 318 CNW | 179094 |
| 184 CNW | 178957 | 229 CNW | 179002 | 274 CNW | 179049 | 319 CNW | 179095 |
| 185 CNW | 178958 | 230 CNW | 179003 | 275 CNW | 179050 | 320 CNW | 179096 |
| 186 CNW | 178959 | 231 CNW | 179004 | 276 CNW | 179051 | 321 CNW | 179097 |
| 187 CNW | 178960 | 232 CNW | 179005 | 277 CNW | 179053 | 322 CNW | 179098 |
| 188 CNW | 178961 | 233 CNW | 179006 | 278 CNW | 179054 | 323 CNW | 179099 |
| 189 CNW | 178962 | 234 CNW | 179007 | 279 CNW | 179055 | 324 HPJX | 13149 |
| 190 CNW | 178963 | 235 CNW | 179008 | 280 CNW | 179056 | 325 HPJX | 13179 |
| 191 CNW | 178964 | 236 CNW | 179009 | 281 CNW | 179057 | 326 HPJX | 13210 |
| 192 CNW | 178965 | 237 CNW | 179010 | 282 CNW | 179058 | 327 HPJX | 13211 |
| 193 CNW | 178966 | 238 CNW | 179011 | 283 CNW | 179059 | 328 HPJX | 13212 |
| 194 CNW | 178967 | 239 CNW | 179012 | 284 CNW | 179060 | *329 HPJX* | *13807* |
| 195 CNW | 178968 | 240 CNW | 179013 | 285 CNW | 179061 | | |
| 196 CNW | 178969 | 241 CNW | 179014 | 286 CNW | 179062 | | |
| 197 CNW | 178970 | 242 CNW | 179015 | 287 CNW | 179063 | | |