

BALL JANIK LLP

A T T O R N E Y S

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LOUIS E. GITOMER
OF COUNSEL
(202) 466-6532

RECORDATION NO. 10041-F FILED

OCT 9 '01 11-21 AM

TS
SURFACE TRANSPORTATION BOARD

lgitomer@bjllp.com

October 9, 2001

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed the original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Bill of Sale, a secondary document, dated as of October 3, 2001. The primary document to which this is connected is recorded under Recordation No. 10041. We request that one copy of this document be recorded under Recordation No. 10041-F.

The name and address of the party to the Bill of Sale is:

Seller:

State Street Bank and Trust Company of Connecticut, N.A.
225 Franklin Street
Boston, MA 02101

A description of the equipment covered by the Bill of Sale consists of 581 covered hopper cars numbered IMCX 12000-12599, not inclusive.

A fee of \$ 28.00 is enclosed. Please return the original to:

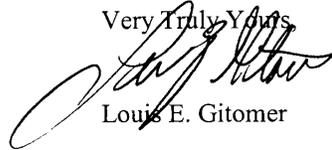
Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

BALL JANIK LLP

Honorable Vernon A. Williams
October 9, 2001
Page 2

A short summary of the document to appear in the index follows: a Bill of Sale by State Street Bank and Trust Company of Connecticut, N.A., 225 Franklin Street, Boston, MA 02101, covering 581 covered hopper cars numbered IMCX 12000-12599, not inclusive.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "Louis E. Gitomer", written over the typed name below.

Louis E. Gitomer

Enclosures

RECORDATION NO. 10041-F FILED

OCT 9 '01 11-21 AM

BILL OF SALE

SURFACE TRANSPORTATION BOARD

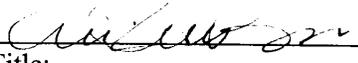
KNOW ALL MEN BY THESE PRESENTS, that STATE STREET BANK AND TRUST COMPANY OF CONNECTICUT, N.A., as successor-in-interest to The Connecticut Bank and Trust Company, not in its individual capacity but solely as trustee ("Trustee") under that certain Trust Agreement dated as of June 1, 1978, between Trustee and GATX Third Aircraft Corporation, a Delaware corporation, as successor-in-interest to Bankers Trust Company ("GATX"), for and in consideration of the sum of Ten (\$10.00) Dollars and other good and valuable consideration received from GATX, the receipt and sufficiency of which is hereby acknowledged by Trustee, has bargained, sold, transferred, assigned, set over and conveyed, and by these presents does hereby bargain, sell, transfer, assign, set over and convey unto GATX, its successors and assigns forever the railcars described on Schedule A hereto (the "Equipment").

Trustee hereby warrants unto GATX, its successors and assigns, that, as of the date hereof, Trustee has legal title to the Units and good and lawful right to sell the Units and dispose of said title, and Trustee, for itself, its successor and assigns, covenants that it will warrant and defend such title against all claims and demands whatsoever. Trustee further warrants that the Units are free and clear of all claims, liens, charges, equities, mortgages, security interests and other encumbrances created by Trustee.

THE WARRANTY SET FORTH IN THE FOREGOING PARAGRAPH IS EXCLUSIVE AND IN LIEU OF ALL OTHER WARRANTIES OF TRUSTEE, WHETHER WRITTEN, ORAL OR IMPLIED. TRUSTEE HAS NOT MADE, AND SHALL NOT, BY VIRTUE OF HAVING SOLD THE UNITS, BE DEEMED TO HAVE MADE, ANY REPRESENTATION OR WARRANTY AS TO THE MERCHANTABILITY, FITNESS FOR USE, DESIGN OR CONDITION OF, OR AS TO THE QUALITY OF, THE UNITS OR THE MATERIAL OR WORKMANSHIP IN THE UNITS. THE UNITS ARE SOLD TO GATX "AS IS, WHERE IS" AND "WITH ALL FAULTS."

IN WITNESS WHEREOF, Trustee has caused this Bill of Sale to be executed as of this 3rd day of October, 2001.

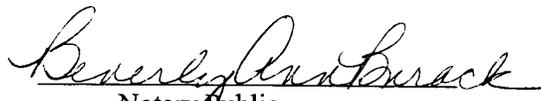
STATE STREET BANK AND TRUST
COMPANY OF CONNECTICUT, N.A.,
as Trustee

By: 
Title: ASSISTANT VICE PRESIDENT

State of MASSACHUSETTS

County of SUFFOLK)

Subscribed and sworn to (or affirmed) before me on this 3rd day of
October, 2001.


Notary Public

BEVERLY ANN BURACK
Notary Public
My Commission Expires April 16, 2004

Schedule A

The Equipment

	Mark	Car No.		Mark	Car No.		Mark	Car No.
1	IMCX	12000	39	IMCX	12038	77	IMCX	12076
2	IMCX	12001	40	IMCX	12039	78	IMCX	12078
3	IMCX	12002	41	IMCX	12040	79	IMCX	12080
4	IMCX	12003	42	IMCX	12041	80	IMCX	12081
5	IMCX	12004	43	IMCX	12042	81	IMCX	12082
6	IMCX	12005	44	IMCX	12043	82	IMCX	12083
7	IMCX	12006	45	IMCX	12044	83	IMCX	12084
8	IMCX	12007	46	IMCX	12045	84	IMCX	12085
9	IMCX	12008	47	IMCX	12046	85	IMCX	12086
10	IMCX	12009	48	IMCX	12047	86	IMCX	12087
11	IMCX	12010	49	IMCX	12048	87	IMCX	12088
12	IMCX	12011	50	IMCX	12049	88	IMCX	12089
13	IMCX	12012	51	IMCX	12050	89	IMCX	12092
14	IMCX	12013	52	IMCX	12051	90	IMCX	12093
15	IMCX	12014	53	IMCX	12052	91	IMCX	12094
16	IMCX	12015	54	IMCX	12053	92	IMCX	12095
17	IMCX	12016	55	IMCX	12054	93	IMCX	12096
18	IMCX	12017	56	IMCX	12055	94	IMCX	12097
19	IMCX	12018	57	IMCX	12056	95	IMCX	12098
20	IMCX	12019	58	IMCX	12057	96	IMCX	12100
21	IMCX	12020	59	IMCX	12058	97	IMCX	12101
22	IMCX	12021	60	IMCX	12059	98	IMCX	12102
23	IMCX	12022	61	IMCX	12060	99	IMCX	12103
24	IMCX	12023	62	IMCX	12061	100	IMCX	12104
25	IMCX	12024	63	IMCX	12062	101	IMCX	12105
26	IMCX	12025	64	IMCX	12063	102	IMCX	12106
27	IMCX	12026	65	IMCX	12064	103	IMCX	12107
28	IMCX	12027	66	IMCX	12065	104	IMCX	12108
29	IMCX	12028	67	IMCX	12066	105	IMCX	12109
30	IMCX	12029	68	IMCX	12067	106	IMCX	12110
31	IMCX	12030	69	IMCX	12068	107	IMCX	12111
32	IMCX	12031	70	IMCX	12069	108	IMCX	12112
33	IMCX	12032	71	IMCX	12070	109	IMCX	12113
34	IMCX	12033	72	IMCX	12071	110	IMCX	12114
35	IMCX	12034	73	IMCX	12072	111	IMCX	12115
36	IMCX	12035	74	IMCX	12073	112	IMCX	12116
37	IMCX	12036	75	IMCX	12074	113	IMCX	12117
38	IMCX	12037	76	IMCX	12075	114	IMCX	12118

SCHEDULE A – CONTINUED

	Mark	Car No.
115	IMCX	12119
116	IMCX	12120
117	IMCX	12121
118	IMCX	12122
119	IMCX	12123
120	IMCX	12124
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147	IMCX	12151
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150	IMCX	12154
151	IMCX	12156
152	IMCX	12157
153	IMCX	12158
154	IMCX	12159

	Mark	Car No.
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157	IMCX	12162
158	IMCX	12163
159	IMCX	12164
160	IMCX	12165
161	IMCX	12166
162	IMCX	12167
163	IMCX	12168
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165	IMCX	12170
166	IMCX	12171
167	IMCX	12172
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190	IMCX	12196
191	IMCX	12197
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193	IMCX	12199
194	IMCX	12200

	Mark	Car No.
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197	IMCX	12203
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199	IMCX	12205
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227	IMCX	12237
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230	IMCX	12241
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234	IMCX	12245

SCHEDULE A - CONTINUED

	Mark	Car No.
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238	IMCX	12249
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252	IMCX	12263
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	Mark	Car No.
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276	IMCX	12288
277	IMCX	12289
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279	IMCX	12291
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286	IMCX	12298
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288	IMCX	12300
289	IMCX	12301
290	IMCX	12302
291	IMCX	12303
292	IMCX	12304
293	IMCX	12305
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295	IMCX	12307
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299	IMCX	12311
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307	IMCX	12320
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	Mark	Car No.
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354	IMCX	12367

SCHEDULE A – CONTINUED

	Mark	Car No.
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358	IMCX	12371
359	IMCX	12372
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	Mark	Car No.
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SCHEDULE A – CONTINUED

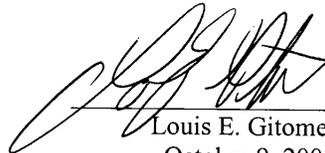
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483	IMCX	12500
484	IMCX	12501
485	IMCX	12502
486	IMCX	12503
487	IMCX	12504
488	IMCX	12505
489	IMCX	12506
490	IMCX	12507
491	IMCX	12508
492	IMCX	12509
493	IMCX	12510
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511	IMCX	12528
512	IMCX	12529
513	IMCX	12530
514	IMCX	12531

	Mark	Car No.
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518	IMCX	12535
519	IMCX	12536
520	IMCX	12537
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552	IMCX	12570
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	Mark	Car No.
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576	IMCX	12594
577	IMCX	12595
578	IMCX	12596
579	IMCX	12597
580	IMCX	12598
581	IMCX	12599

CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Bill of Sale dated as of October 3, 2001 and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



Louis E. Gitomer
October 9, 2001