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. 12499 - 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 One O'Hare Center 6250 River Road, Suite 5000 Rosemont, IL 60018	Seller:	Wells Fargo Bank Northwest, N.A. 79 South Main Street, 3rd Floor 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. 12499-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		

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

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Via UPS 2nd Day Air

November 6, 2001

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SURFACE TRANSPORTATION BOARD

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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 One O'Hare Center 6250 River Road, Suite 5000 Rosemont, IL 60018	Seller:	Wells Fargo Bank Northwest, N.A. 79 South Main Street, 3rd Floor 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.

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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. 12499-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
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15 CNW	178783	53 CNW	178822	91 CNW	178860	129 CNW	178899
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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
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32 CNW	178801	70 CNW	178839	108 CNW	178877	146 CNW	178918
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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
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162 CNW	178934	207 CNW	178980	252 CNW	179025	297 CNW	179073
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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		