

RECORDATION NO. 8013-F FILED

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JAN 30 2002 4:33 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

January 30, 2002

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Warranty of Bill of Sale dated January 24, 2002 a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease of Railroad Equipment which was previously filed with the Commission under Recordation Number 8013-A.

The name and address of the party to the enclosed document are:

Trustee/Seller: The Bank of New York
10161 Centurion Parkway
Jacksonville, FL 32256

[Purchaser: Compass Rail IV Corporation
750 Battery Street
Suite 430
San Francisco, CA 94111]

A description of the railroad equipment covered by the enclosed document is:

92 railcars bearing RAIX reporting marks and road numbers within the series 57127 - 57219

Mr. Vernon A. Williams
January 30, 2002
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A short summary of the document to appear in the index follows:

Warranty Bill of Sale

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 stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anr
Enclosures

WARRANTY BILL OF SALE

SURFACE TRANSPORTATION BOARD

KNOW ALL MEN BY THESE PRESENTS THAT The Bank of New York, not in its individual capacity but solely as Trustee (the "Trustee" or "Seller") under that Trust Agreement dated as of March 1, 1975, between the Trustee (as successor to Taurus Trust Company, Inc., formerly known as Trust Company for USL, Inc.) and Compass Capital Corporation ("CCC" or the "Trustor") as sole Trustor (as successor to Manufacturers Hanover Leasing International Corp., as successor to Manufacturers Hanover Leasing Corporation) (as the same has been supplemented and amended from time to time, the "Trust Agreement"), for One Dollar (\$ 1.00) paid by or on behalf of COMPASS RAIL IV CORPORATION, a California corporation ("Purchaser"), does hereby grant, convey, bargain, sell, transfer and deliver unto the Purchaser, its successors and assigns, good and marketable title to those ninety-two (92) railroad cars specified on Schedule 1 attached hereto, together with certificates of construction delivered therewith (each a "Railcar" and collectively the "Railcars").

TO HAVE AND TO HOLD the same unto the Purchaser, its successors and assigns forever.

Seller warrants to Purchaser, its successors and assigns that it is the lawful owner of good and marketable title, legal and beneficial title in and to the Railcars, that it has the right to sell the same, that titles to the Railcars are free and clear of all liens of any nature whatsoever, except for liens arising by, through or under Purchaser, and that Seller will defend such title forever against all claims and demands whatsoever.

This Warranty Bill of Sale shall in all respects be governed by, and construed in accordance with, the laws of the State of Illinois, including all matters of construction, validity, and performance.

IN WITNESS WHEREOF, Seller has caused this instrument to be executed by its duly authorized officer to have force and effect on the 24 day of January, 2002.

Seller:

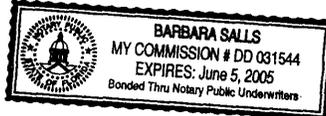
THE BANK OF NEW YORK, not in its individual capacity but solely as Trustee

By Donna H. McClain
Name: Donna H. McClain
Title: Agent

State of [Florida])
County of DUVAL)

On this 24th day of January, 2002, before me personally appeared Donna H. McClain to me personally known, who being by me duly sworn says that such person is Agent of The Bank of New York that the foregoing Warranty Bill of Sale was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Barbara Salls
Notary Public
My commission expires 6-5-05



Schedule 1 to Warranty Bill of Sale

	Mark	Size	Type	Mgfr. Date	Mfgr.
1.	RAIX57127	5701 CU FT	ACF HOPPER	7/1/75	American Car and Foundry
2.	RAIX57128	5701 CU FT	ACF HOPPER	7/1/75	American Car and Foundry
3.	RAIX57129	5701 CU FT	ACF HOPPER	7/1/75	American Car and Foundry
4.	RAIX57130	5701 CU FT	ACF HOPPER	7/1/75	American Car and Foundry
5.	RAIX57131	5701 CU FT	ACF HOPPER	7/1/75	American Car and Foundry
6.	RAIX57132	5701 CU FT	ACF HOPPER	7/1/75	American Car and Foundry
7.	RAIX57133	5701 CU FT	ACF HOPPER	7/1/75	American Car and Foundry
8.	RAIX57134	5701 CU FT	ACF HOPPER	8/1/75	American Car and Foundry
9.	RAIX57135	5701 CU FT	ACF HOPPER	7/1/75	American Car and Foundry
10.	RAIX57136	5701 CU FT	ACF HOPPER	8/1/75	American Car and Foundry
11.	RAIX57137	5701 CU FT	ACF HOPPER	7/1/75	American Car and Foundry
12.	RAIX57138	5701 CU FT	ACF HOPPER	7/1/75	American Car and Foundry
13.	RAIX57139	5701 CU FT	ACF HOPPER	1/1/75	American Car and Foundry
14.	RAIX57140	5701 CU FT	ACF HOPPER	7/1/75	American Car and Foundry
15.	RAIX57141	5701 CU FT	ACF HOPPER	7/1/75	American Car and Foundry
16.	RAIX57142	5701 CU FT	ACF HOPPER	7/1/75	American Car and Foundry
17.	RAIX57143	5701 CU FT	ACF HOPPER	7/1/75	American Car and Foundry
18.	RAIX57144	5701 CU FT	ACF HOPPER	7/1/75	American Car and Foundry
19.	RAIX57145	5701 CU FT	ACF HOPPER	7/1/75	American Car and Foundry
20.	RAIX57146	5701 CU FT	ACF HOPPER	7/1/75	American Car and Foundry
21.	RAIX57147	5701 CU FT	ACF HOPPER	7/1/75	American Car and Foundry
22.	RAIX57148	5701 CU FT	ACF HOPPER	7/1/75	American Car and Foundry
23.	RAIX57149	5701 CU FT	ACF HOPPER	7/1/75	American Car and Foundry
24.	RAIX57150	5701 CU FT	ACF HOPPER	7/1/75	American Car and Foundry
25.	RAIX57151	5701 CU FT	ACF HOPPER	8/1/75	American Car and Foundry
26.	RAIX57152	5701 CU FT	ACF HOPPER	1/1/75	American Car and Foundry
27.	RAIX57153	5701 CU FT	ACF HOPPER	1/1/75	American Car and Foundry
28.	RAIX57154	5701 CU FT	ACF HOPPER	7/1/75	American Car and Foundry
29.	RAIX57155	5701 CU FT	ACF HOPPER	7/1/75	American Car and Foundry
30.	RAIX57156	5701 CU FT	ACF HOPPER	7/1/75	American Car and Foundry
31.	RAIX57157	5701 CU FT	ACF HOPPER	7/1/75	American Car and Foundry
32.	RAIX57158	5701 CU FT	ACF HOPPER	7/1/75	American Car and Foundry

33.	RAIX57159	5701 CU FT	ACF HOPPER	7/1/75	American Car and Foundry
34.	RAIX57160	5701 CU FT	ACF HOPPER	7/1/75	American Car and Foundry
35.	RAIX57161	5701 CU FT	ACF HOPPER	11/1/75	American Car and Foundry
36.	RAIX57162	5701 CU FT	ACF HOPPER	1/1/75	American Car and Foundry
37.	RAIX57163	5701 CU FT	ACF HOPPER	8/1/75	American Car and Foundry
38.	RAIX57164	5701 CU FT	ACF HOPPER	7/1/75	American Car and Foundry
39.	RAIX57165	5701 CU FT	ACF HOPPER	7/1/75	American Car and Foundry
40.	RAIX57166	5701 CU FT	ACF HOPPER	7/1/75	American Car and Foundry
41.	RAIX57167	5701 CU FT	ACF HOPPER	7/1/75	American Car and Foundry
42.	RAIX57168	5701 CU FT	ACF HOPPER	7/1/75	American Car and Foundry
43.	RAIX57169	5701 CU FT	ACF HOPPER	1/1/75	American Car and Foundry
44.	RAIX57170	5701 CU FT	ACF HOPPER	8/1/75	American Car and Foundry
45.	RAIX57171	5701 CU FT	ACF HOPPER	1/1/75	American Car and Foundry
46.	RAIX57172	5701 CU FT	ACF HOPPER	7/1/75	American Car and Foundry
47.	RAIX57173	5701 CU FT	ACF HOPPER	8/1/75	American Car and Foundry
48.	RAIX57174	5701 CU FT	ACF HOPPER	8/1/75	American Car and Foundry
49.	RAIX57175	5701 CU FT	ACF HOPPER	7/1/75	American Car and Foundry
50.	RAIX57176	5701 CU FT	ACF HOPPER	1/1/75	American Car and Foundry
51.	RAIX57177	5701 CU FT	ACF HOPPER	7/1/75	American Car and Foundry
52.	RAIX57178	5701 CU FT	ACF HOPPER	8/1/75	American Car and Foundry
53.	RAIX57179	5701 CU FT	ACF HOPPER	7/1/75	American Car and Foundry
54.	RAIX57180	5701 CU FT	ACF HOPPER	1/1/75	American Car and Foundry
55.	RAIX57181	5701 CU FT	ACF HOPPER	8/1/75	American Car and Foundry
56.	RAIX57182	5701 CU FT	ACF HOPPER	8/1/75	American Car and Foundry
57.	RAIX57183	5701 CU FT	ACF HOPPER	8/1/75	American Car and Foundry
58.	RAIX57184	5701 CU FT	ACF HOPPER	8/1/75	American Car and Foundry
59.	RAIX57185	5701 CU FT	ACF HOPPER	8/1/75	American Car and Foundry
60.	RAIX57186	5701 CU FT	ACF HOPPER	8/1/75	American Car and Foundry
61.	RAIX57188	5701 CU FT	ACF HOPPER	8/1/75	American Car and Foundry
62.	RAIX57189	5701 CU FT	ACF HOPPER	8/1/75	American Car and Foundry
63.	RAIX57190	5701 CU FT	ACF HOPPER	8/1/75	American Car and Foundry
64.	RAIX57191	5701 CU FT	ACF HOPPER	8/1/75	American Car and Foundry
65.	RAIX57192	5701 CU FT	ACF HOPPER	8/1/75	American Car and Foundry
66.	RAIX57193	5701 CU FT	ACF HOPPER	1/1/75	American Car and Foundry

67.	RAIX57194	5701 CU FT	ACF HOPPER	8/1/75	American Car and Foundry
68.	RAIX57195	5701 CU FT	ACF HOPPER	8/1/75	American Car and Foundry
69.	RAIX57196	5701 CU FT	ACF HOPPER	8/1/75	American Car and Foundry
70.	RAIX57197	5701 CU FT	ACF HOPPER	8/1/75	American Car and Foundry
71.	RAIX57198	5701 CU FT	ACF HOPPER	8/1/75	American Car and Foundry
72.	RAIX57199	5701 CU FT	ACF HOPPER	1/1/75	American Car and Foundry
73.	RAIX57200	5701 CU FT	ACF HOPPER	8/1/75	American Car and Foundry
74.	RAIX57201	5701 CU FT	ACF HOPPER	8/1/75	American Car and Foundry
75.	RAIX57202	5701 CU FT	ACF HOPPER	1/1/75	American Car and Foundry
76.	RAIX57203	5701 CU FT	ACF HOPPER	8/1/75	American Car and Foundry
77.	RAIX57204	5701 CU FT	ACF HOPPER	8/1/75	American Car and Foundry
78.	RAIX57205	5701 CU FT	ACF HOPPER	8/1/75	American Car and Foundry
79.	RAIX57206	5701 CU FT	ACF HOPPER	8/1/75	American Car and Foundry
80.	RAIX57207	5701 CU FT	ACF HOPPER	8/1/75	American Car and Foundry
81.	RAIX57208	5701 CU FT	ACF HOPPER	8/1/75	American Car and Foundry
82.	RAIX57209	5701 CU FT	ACF HOPPER	8/1/75	American Car and Foundry
83.	RAIX57210	5701 CU FT	ACF HOPPER	8/1/75	American Car and Foundry
84.	RAIX57211	5701 CU FT	ACF HOPPER	8/1/75	American Car and Foundry
85.	RAIX57212	5701 CU FT	ACF HOPPER	8/1/75	American Car and Foundry
86.	RAIX57213	5701 CU FT	ACF HOPPER	8/1/75	American Car and Foundry
87.	RAIX57214	5701 CU FT	ACF HOPPER	8/1/75	American Car and Foundry
88.	RAIX57215	5701 CU FT	ACF HOPPER	1/1/76	American Car and Foundry
89.	RAIX57216	5701 CU FT	ACF HOPPER	8/1/75	American Car and Foundry
90.	RAIX57217	5701 CU FT	ACF HOPPER	8/1/75	American Car and Foundry
91.	RAIX57218	5701 CU FT	ACF HOPPER	8/1/75	American Car and Foundry
92.	RAIX57219	5701 CU FT	ACF HOPPER	8/1/75	American Car and Foundry