First Union Rail Corporation
NC5811
Commercial Leasing Group
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018
Tel 847 318-7575
847 318-7588

VIA UPS SECOND DAY AIR

RECORDATION NO. 12301-G FILED

FEB 7 '02 9-47 AM
TS
SURFACE TRANSPORTATION BOARD

RECEIVED FEB 1 2002 MAIL MANAGEMENT STB

January 30, 2002

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

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(b) are four certified copies of a Bill of Sale, dated April 1, 1997, a secondary document as defined in the Board's Rules for the Recordation of Documents. The primary document to which this is connected was duly filed with the Commission under Recordation Number 12301.

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:	State Street Bank and Trust Company 2 Avenue de LaFayette, 6th Floor Boston, MA 02110

A description of the railroad equipment covered by the enclosed document is two hundred seventy-five (275) 4250 cu. ft. rotary gondolas, UFIX marks (see Exhibit A for numbers).

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

Bill of Sale between First Union Rail Corporation, owner of beneficial interest, Buyer, and State Street Bank and Trust Company, successor by merger to The Connecticut Bank and Trust Company, National Association, Seller, covering two hundred seventy-five (275) 4250 cu. ft. rotary gondolas, UFIX marks (see Exhibit A for numbers).

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 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

(HOPO001)

RECORDATION NO. 12301-G FILED

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SURFACE TRANSPORTATION BOARD

BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS:

THAT STATE STREET BANK AND TRUST COMPANY, not in its individual capacity, but solely as Successor Trustee to The Connecticut Bank and Trust Company, National Association (successor by merger to The Connecticut Bank and Trust Company) under a Trust Agreement dated as of October 1, 1980 with U B Leasing, Inc. ("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 1st day of April, 1997, 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 Center, 6250 River Road, Suite 5000, Rosemont, Illinois 60018, and unto its successors and assigns, all of Seller's right, title and interest in and to the above-described Cars.

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 that State Street Bank and Trust Company, in its individual capacity, represents and warrants that the Cars are free of any and all liens, charges, security interests or other encumbrances resulting from claims against the institution acting as Trustee not related to the ownership of the Cars or the administration of the Trust Estate or any other transaction contemplated by the Trust Estate.

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 1st day of April, 1997.

STATE STREET BANK AND TRUST COMPANY,
not in its Individual Capacity, but solely as Trustee except as represented above

By: _____
Donald E. Smith, Vice President

NUMBER OF CARS: Two Hundred Seventy-five (272)

DESCRIPTION OF CARS: 4250 cu. ft. Rotary Gondolas

CAR NUMBERS

1 UFIX	13063	51 UFIX	14031	101 UFIX	15019	151 UFIX	16024
2 UFIX	13065	52 UFIX	14032	102 UFIX	15020	152 UFIX	16025
3 UFIX	13066	53 UFIX	14043	103 UFIX	15022	153 UFIX	16029
4 UFIX	13067	54 UFIX	14076	104 UFIX	15023	154 UFIX	16030
5 UFIX	13069	55 UFIX	14078	105 UFIX	15026	155 UFIX	16031
6 UFIX	13070	56 UFIX	14079	106 UFIX	15027	156 UFIX	16032
7 UFIX	13071	57 UFIX	14080	107 UFIX	15029	157 UFIX	16033
8 UFIX	13072	58 UFIX	14081	108 UFIX	15032	158 UFIX	16035
9 UFIX	13073	59 UFIX	14082	109 UFIX	15033	159 UFIX	16038
10 UFIX	13075	60 UFIX	14084	110 UFIX	15034	160 UFIX	16042
11 UFIX	13076	61 UFIX	14085	111 UFIX	15087	161 UFIX	16043
12 UFIX	13077	62 UFIX	14087	112 UFIX	15088	162 UFIX	16046
13 UFIX	13078	63 UFIX	14088	113 UFIX	15089	163 UFIX	16049
14 UFIX	13080	64 UFIX	14089	114 UFIX	15090	164 UFIX	16063
15 UFIX	13081	65 UFIX	14091	115 UFIX	15091	165 UFIX	16064
16 UFIX	13082	66 UFIX	14092	116 UFIX	15092	166 UFIX	16100
17 UFIX	13083	67 UFIX	14093	117 UFIX	15093	167 UFIX	16101
18 UFIX	13084	68 UFIX	14094	118 UFIX	15094	168 UFIX	16102
19 UFIX	13085	69 UFIX	14095	119 UFIX	15095	169 UFIX	16103
20 UFIX	13086	70 UFIX	14096	120 UFIX	15096	170 UFIX	16104
21 UFIX	13088	71 UFIX	14097	121 UFIX	15097	171 UFIX	16105
22 UFIX	13089	72 UFIX	14098	122 UFIX	15098	172 UFIX	16107
23 UFIX	13091	73 UFIX	14099	123 UFIX	15099	173 UFIX	16108
24 UFIX	13092	74 UFIX	14100	124 UFIX	15102	174 UFIX	16109
25 UFIX	13093	75 UFIX	14101	125 UFIX	15103	175 UFIX	16111
26 UFIX	13094	76 UFIX	14102	126 UFIX	15104	176 UFIX	16112
27 UFIX	13097	77 UFIX	14103	127 UFIX	15105	177 UFIX	16113
28 UFIX	13098	78 UFIX	14104	128 UFIX	15106	178 UFIX	16114
29 UFIX	13099	79 UFIX	14105	129 UFIX	15107	179 UFIX	16115
30 UFIX	13100	80 UFIX	14106	130 UFIX	15108	180 UFIX	16116
31 UFIX	13101	81 UFIX	14107	131 UFIX	15109	181 UFIX	16118
32 UFIX	13102	82 UFIX	14108	132 UFIX	15110	182 UFIX	16119
33 UFIX	13103	83 UFIX	14109	133 UFIX	16001	183 UFIX	16120
34 UFIX	13104	84 UFIX	14110	134 UFIX	16002	184 UFIX	16121
35 UFIX	13105	85 UFIX	15001	135 UFIX	16005	185 UFIX	16122
36 UFIX	13107	86 UFIX	15003	136 UFIX	16006	186 UFIX	16123
37 UFIX	13108	87 UFIX	15004	137 UFIX	16007	187 UFIX	16124
38 UFIX	13109	88 UFIX	15005	138 UFIX	16008	188 UFIX	16125
39 UFIX	13110	89 UFIX	15006	139 UFIX	16009	189 UFIX	16126
40 UFIX	14002	90 UFIX	15007	140 UFIX	16010	190 UFIX	16127
41 UFIX	14004	91 UFIX	15008	141 UFIX	16011	191 UFIX	16128
42 UFIX	14005	92 UFIX	15009	142 UFIX	16012	192 UFIX	16129
43 UFIX	14010	93 UFIX	15010	143 UFIX	16013	193 UFIX	16130
44 UFIX	14011	94 UFIX	15011	144 UFIX	16014	194 UFIX	16131
45 UFIX	14012	95 UFIX	15012	145 UFIX	16015	195 UFIX	16132
46 UFIX	14020	96 UFIX	15013	146 UFIX	16016	196 UFIX	16133
47 UFIX	14021	97 UFIX	15014	147 UFIX	16017	197 UFIX	16135
48 UFIX	14023	98 UFIX	15015	148 UFIX	16019	198 UFIX	16136
49 UFIX	14024	99 UFIX	15017	149 UFIX	16022	199 UFIX	16139
50 UFIX	14029	100 UFIX	15018	150 UFIX	16023	200 UFIX	16140

201 UFIX	16141	251 UFIX	17086
202 UFIX	16142	252 UFIX	17087
203 UFIX	16143	253 UFIX	17088
204 UFIX	16144	254 UFIX	17089
205 UFIX	16145	255 UFIX	17090
206 UFIX	16146	256 UFIX	17093
207 UFIX	16147	257 UFIX	17094
208 UFIX	16148	258 UFIX	17095
209 UFIX	16149	259 UFIX	17097
210 UFIX	16154	260 UFIX	17098
211 UFIX	16156	261 UFIX	17099
212 UFIX	16158	262 UFIX	17100
213 UFIX	16159	263 UFIX	17101
214 UFIX	16166	264 UFIX	17102
215 UFIX	16168	265 UFIX	17103
216 UFIX	16169	266 UFIX	17104
217 UFIX	17050	267 UFIX	17105
218 UFIX	17051	268 UFIX	17106
219 UFIX	17052	269 UFIX	17107
220 UFIX	17053	270 UFIX	17108
221 UFIX	17054	271 UFIX	17109
222 UFIX	17055	272 UFIX	17110
223 UFIX	17056		
224 UFIX	17057		
225 UFIX	17058		
226 UFIX	17059		
227 UFIX	17060		
228 UFIX	17061		
229 UFIX	17062		
230 UFIX	17063		
231 UFIX	17064		
232 UFIX	17065		
233 UFIX	17066		
234 UFIX	17067		
235 UFIX	17068		
236 UFIX	17069		
237 UFIX	17072		
238 UFIX	17073		
239 UFIX	17074		
240 UFIX	17075		
241 UFIX	17076		
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246 UFIX	17081		
247 UFIX	17082		
248 UFIX	17083		
249 UFIX	17084		
250 UFIX	17085		

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

CERTIFICATION OF RECORDS

I, Kathy Dombrowski, certify that I am the custodian of records for First Union Rail Corporation and that I have examined the attached copies of the Bill of Sale dated as of April 1, 1997, between State Street Bank and Trust Company, Seller, and First Union Rail Corporation, Buyer, and that the same is a true and accurate copy of the original Bill of Sale.

Kathy Dombrowski

Subscribed and sworn to
before me this
30th day of January, 2002

Susan Grokulsky
NOTARY PUBLIC

OFFICIAL SEAL
SUSAN GROKULSKY
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 8-14-2004