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

RECORDATION NO. 8013-H FILED
APR 11 2002 3-52 PM
SURFACE TRANSPORTATION BOARD
OF COUNSEL
URBAN A. LESTER

April 10, 2002

Julia Farr, Esquire
Office of Proceedings
Surface Transportation Board
Washington, D.C. 20423

Dear Ms. Farr:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Warranty Bill of Sale, dated as of April 4, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to documents previously filed with the Commission under Recordation Number 8013.

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

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

[Buyer: 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:

25 covered hopper railcars within the series RAIX 60575 - RAIX 60802

8013-H

Julia Farr, Esquire
April 10, 2002
Page Two

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 \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee and cross-indexing fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anr
Enclosures

RECORDATION NO. 8013-14 FILED

APR 11 '02 3-52 PM

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 4 day of April, 2002.

Seller:

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

By Vicki B. Bellamy
Name: Vicki B. Bellamy
Title: Agent

State of [Florida])
County of Duval)

On this 4 day of April, 2002, before me personally appeared Vicki Bellamy, 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.

Christie Leppert
Notary Public
My commission expires September 9, 2004



Schedule 1 to Warranty Bill of Sale

<u>Car Mark</u>	<u>Car Size</u>	<u>Car Type</u>
1 RAIX	60575	5250 cubic foot ACF Covered Hopper
2 RAIX	60586	5250 cubic foot ACF Covered Hopper
3 RAIX	60606	5250 cubic foot ACF Covered Hopper
4 RAIX	60607	5250 cubic foot ACF Covered Hopper
5 RAIX	60636	5250 cubic foot ACF Covered Hopper
6 RAIX	60639	5250 cubic foot ACF Covered Hopper
7 RAIX	60657	5250 cubic foot ACF Covered Hopper
8 RAIX	60660	5250 cubic foot ACF Covered Hopper
9 RAIX	60662	5250 cubic foot ACF Covered Hopper
10 RAIX	60664	5250 cubic foot ACF Covered Hopper
11 RAIX	60670	5250 cubic foot ACF Covered Hopper
12 RAIX	60676	5250 cubic foot ACF Covered Hopper
13 RAIX	60681	5250 cubic foot ACF Covered Hopper
14 RAIX	60687	5250 cubic foot ACF Covered Hopper
15 RAIX	60691	5250 cubic foot ACF Covered Hopper
16 RAIX	60704	5250 cubic foot ACF Covered Hopper
17 RAIX	60713	5250 cubic foot ACF Covered Hopper
18 RAIX	60717	5250 cubic foot ACF Covered Hopper
19 RAIX	60742	5250 cubic foot ACF Covered Hopper
20 RAIX	60758	5250 cubic foot ACF Covered Hopper
21 RAIX	60798	5250 cubic foot ACF Covered Hopper
22 RAIX	60799	5250 cubic foot ACF Covered Hopper
23 RAIX	60800	5250 cubic foot ACF Covered Hopper
24 RAIX	60801	5250 cubic foot ACF Covered Hopper
25 RAIX	60802	5250 cubic foot ACF Covered Hopper