

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

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OF COUNSEL
URBAN A. LESTER

October 10, 2002

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

RECORDATION NO. 12449-14 FILED

OCT 10 '02 2-31 PM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale, dated February 28, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Commission under Recordation Number 12449.

The names and addresses of the parties to the enclosed document are:

Trustee: First Security Bank, N.A.
79 South Main Street
Salt Lake City, Utah 84111

[Buyer: Mellon Bank, N.A.
One Mellon Bank Center
Pittsburgh, PA 15258]

Mr. Vernon A. Williams
October 10, 2002
Page Two

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

167 covered hoppers CNW 178600 – CNW 178766

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

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,



Robert W. Alvord

RWA/anr
Enclosures

BILL OF SALE

RECORDATION NO. 12449-14 FILED

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SURFACE TRANSPORTATION BOARD

KNOW ALL MEN BY THESE PRESENTS that:

FIRST SECURITY BANK, N.A. (as successor to Exchange National Bank of Chicago), not in its individual capacity but solely as Trustee ("**Seller**"), as Lessor under a Railroad Equipment Lease, dated as of October 1, 1980, between Seller and Union Pacific Railroad Company (as successor to Chicago and North Western Transportation Company) ("**Lessee**"), as Lessee, as amended, assigned, and supplemented to the date hereof (the "**Lease**"), in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, receipt of which is hereby acknowledged, does hereby grant, bargain, sell and assign to MELLON LEASING CORPORATION ("**Purchaser**") all of Seller's right, title and interest in and to the railcars described in Schedule 1 hereto (hereinafter the "**Equipment**").

TO HAVE AND TO HOLD all the Equipment unto the Purchaser, its successors and assigns, to and for their own proper use and benefit as agreed upon.

THAT Seller hereby warrants to Purchaser, its successors and assigns, that there is hereby vested in Purchaser good and marketable title to the Equipment free and clear of all liens, claims, and encumbrances, other than the Lease and claims against which Lessee has agreed to indemnify the Lessor under the Lease, and that Seller will defend such title forever against all claims and demands whatsoever.

IN WITNESS WHEREOF, Seller has caused this instrument to be executed for the purpose hereinabove shown by its duly authorized officer this 28th day of February 2001.

FIRST SECURITY BANK, N.A., not in its individual capacity but solely as Trustee

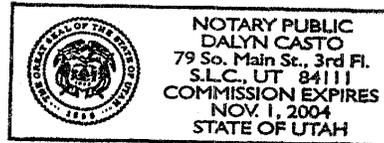
By: *Jamie Mackay*
Title: TRUST OFFICER

COUNTY OF _____
STATE OF UTAH

} SS

On this the 28th day of February 2001, before me personally appeared Jamie A. Mackay to me personally known, who being by me duly sworn, says that she is the TRUST OFFICER of First Security Bank, N.A., that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Dalyn Casto
Notary Public



SCHEDULE 1
THE EQUIPMENT

<u>Type</u>	<u>Quantity</u>	<u>Road Numbers -Both Inclusive</u>
4700 c.f. 100-ton covered steel hopper cars AAR Mech. Desig. (car-type) code L-153	167	CNW 178600 - CNW 178766