

FILE NO. 21980-A
JUN 10 '03 1-14 PM
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

June 9, 2003

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 two (2) copies of a Bill of Sale, dated as of June 2, 2003, 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 Board under Recordation Number 21980.

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

Seller: Manufacturers and Traders
Trust Company
25 South Charles Street
Baltimore, MD 21202

Purchaser: Sault Ste. Marie Bridge Company
6250 North River Road
Suite 90000
Rosemont, IL 60018

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

137 hoppers SSAM 234200 – SSAM 234336, inclusive.

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

REGISTRATION NO. 21980-A FILED

JUN 10 '03 1-14 PM

SURFACE TRANSPORTATION BOARD

BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS that **Manufacturers and Traders Trust Company** (the "Seller"), in consideration of the sum of \$10.00 to the Seller paid by **Sault Ste. Marie Bridge Company** (the "Purchaser"), does hereby grant, bargain, sell, convey, transfer and deliver unto Purchaser the one-hundred thirty-seven (137) 2,300 cu. ft. 100-ton open hoppers built in 1965 marked SSAM 234200 to 234336 inclusive (the "Cars").

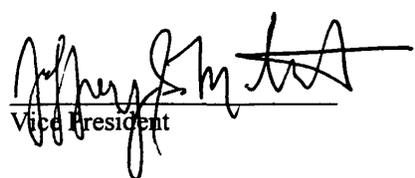
TO HAVE AND TO HOLD the same unto Purchaser, its successors and assigns, forever.

And the Seller does for itself and its successors and assigns warrant and represent to Purchaser that the title conveyed is good, its transfer is rightful; and the Cars are, have been, or shall be delivered free from any security interest or other lien or encumbrance except for any security interest or other lien or encumbrance arising by, through or under the Purchaser.

THE CARS ARE SOLD TO PURCHASER BY SELLER ON AN "AS IS, WHERE IS" BASIS, WITH ALL FAULTS, WITHOUT ANY WARRANTIES, EXPRESS OR IMPLIED, AS TO THE CONDITION OF THE CARS, INCLUDING, WITHOUT LIMITATION, THE WARRANTIES OF MERCHANTABILITY OR FITNESS FOR ANY PARTICULAR PURPOSE. IN NO EVENT SHALL SELLER BE LIABLE FOR ANY SPECIAL, INDIRECT, INCIDENTAL OR CONSEQUENTIAL DAMAGES OF ANY NATURE WHATSOEVER.

IN WITNESS WHEREOF, Seller has caused this Bill of Sale to be executed as of this 7th day of June, 2003.

MANUFACTURERS AND TRADERS TRUST COMPANY,

By: 
Title: Vice President

STATE OF MARYLAND, CITY OF BALTIMORE, TO WIT:

On this 27th day of May, 2003 before me personally appeared, Jeffrey S. Mastroleo, to me personally known, who being by me duly sworn, says that he is a Vice President of MANUFACTURERS TRADERS TRUST COMPANY, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Dorothy J. Hampton
Notary Public



DOROTHY J. HAMPTON
NOTARY PUBLIC - ANNE ARUNDEL CO., MD
My Commission Expires 11/15/2005

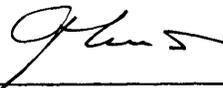
My commission expires:

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

6-10-03



Robert W. Alvord