Via UPS 2nd Day Air

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588

RECORDATION NO. 11609-L FILED

JAN 21 '05 9-53 AM

SURFACE TRANSPORTATION BOARD

January 14, 2005

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 under Recordation Nos. 11609

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303 (a) are three (3) originals of a Bill of Sale, dated January 14, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The primary documents to which this document is connected are Recordation Nos. 11609.

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:	Wells Fargo Bank Northwest, N.A. 299 S. Main, 12th Floor Salt Lake City, Utah 84111

A description of the railroad equipment covered by the enclosed document is three hundred fifty-five (355) 4750 cu. ft. covered hopper cars, with car marks STLX, (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, Buyer, and Wells Fargo Bank Northwest, N.A., Seller

Also enclosed is a check in the amount of $32.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return three (3) stamped originals of the enclosed document to the undersigned.

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 of Documentation

Enclosures
(AEST001/001A)

JAN 19 2005 RECEIVED

RECORDATION NO. 11609-L FILED

JAN 21 '05 9-53 AM

SURFACE TRANSPORTATION BOARD

BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS:

THAT WELLS FARGO BANK NORTHWEST, N.A., successor in interest to FIRST SECURITY BANK, N.A., not in its individual capacity, but solely as owner trustee ("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 January 5, 2005, 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 Centre, 6250 River Road, Suite 5000, Rosemont, IL 60018, and unto its successors and assigns, all of Seller's right, title, and interest in and to the above-described Cars, free and clear of all liens, claims and encumbrances arising by or through the Seller.

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 AS EXPRESSLY MADE HEREIN WITH RESPECT TO TITLE AND ABSENCE OF LIENS).

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 5th day of January, 2005.

WELLS FARGO BANK NORTHWEST, N.A., not in its Individual capacity, but solely as owner trustee

By: DeAnn Madsen

Name: DeAnn Madsen

Title: TRUST OFFICER

JAN 19 '2005 RECEIVED

(AEST001/A)

STATE OF UTAH

COUNTY OF SALT LAKE

I, Jeanine Dilworth, a Notary Public of the County and State aforesaid, certify that DeAnn Madsen personally appeared before me this day and acknowledged his/her due execution of the foregoing Bill of Sale.

WITNESS my hand and official stamp or seal, this 5th day of January, 2005.

Notary Public

My Commission Expires:

(Notary Public)

NOTARY PUBLIC
JEANINE DILWORTH
299 S MAIN STREET
12TH FLOOR
SALT LAKE CITY, UT 84111
My Commission Expires Feb 09, 2008
State of Utah

EXHIBIT A – BILL OF SALE

NUMBER OF CARS: Three hundred fivty-five (355)

DESCRIPTION OF CARS: 4750 cu. ft., 100-ton, covered hopper cars, 165 of which were manufactured by Ingalls Industrial Products Corporation in 1980 and 190 of which were manufactured by Pullman

CAR NUMBERS:

1	STLX	001001	44	STLX	001048	87	STLX	001092	130	STLX	001136
2	STLX	001002	45	STLX	001049	88	STLX	001093	131	STLX	001137
3	STLX	001003	46	STLX	001050	89	STLX	001094	132	STLX	001138
4	STLX	001004	47	STLX	001051	90	STLX	001095	133	STLX	001139
5	STLX	001005	48	STLX	001052	91	STLX	001096	134	STLX	001140
6	STLX	001006	49	STLX	001053	92	STLX	001097	135	STLX	001141
7	STLX	001007	50	STLX	001054	93	STLX	001098	136	STLX	001142
8	STLX	001008	51	STLX	001055	94	STLX	001099	137	STLX	001143
9	STLX	001009	52	STLX	001056	95	STLX	001100	138	STLX	001144
10	STLX	001010	53	STLX	001057	96	STLX	001101	139	STLX	001145
11	STLX	001011	54	STLX	001058	97	STLX	001102	140	STLX	001146
12	STLX	001012	55	STLX	001059	98	STLX	001103	141	STLX	001147
13	STLX	001013	56	STLX	001060	99	STLX	001104	142	STLX	001148
14	STLX	001014	57	STLX	001061	100	STLX	001105	143	STLX	001149
15	STLX	001015	58	STLX	001062	101	STLX	001106	144	STLX	001150
16	STLX	001016	59	STLX	001063	102	STLX	001107	145	STLX	001151
17	STLX	001019	60	STLX	001064	103	STLX	001108	146	STLX	001152
18	STLX	001020	61	STLX	001065	104	STLX	001109	147	STLX	001153
19	STLX	001021	62	STLX	001066	105	STLX	001110	148	STLX	001154
20	STLX	001022	63	STLX	001067	106	STLX	001111	149	STLX	001155
21	STLX	001023	64	STLX	001068	107	STLX	001112	150	STLX	001156
22	STLX	001024	65	STLX	001069	108	STLX	001113	151	STLX	001157
23	STLX	001025	66	STLX	001070	109	STLX	001115	152	STLX	001158
24	STLX	001026	67	STLX	001072	110	STLX	001116	153	STLX	001159
25	STLX	001027	68	STLX	001073	111	STLX	001117	154	STLX	001160
26	STLX	001028	69	STLX	001074	112	STLX	001118	155	STLX	001161
27	STLX	001030	70	STLX	001075	113	STLX	001119	156	STLX	001162
28	STLX	001031	71	STLX	001076	114	STLX	001120	157	STLX	001163
29	STLX	001032	72	STLX	001077	115	STLX	001121	158	STLX	001164
30	STLX	001033	73	STLX	001078	116	STLX	001122	159	STLX	001165
31	STLX	001034	74	STLX	001079	117	STLX	001123	160	STLX	001166
32	STLX	001035	75	STLX	001080	118	STLX	001124	161	STLX	001167
33	STLX	001036	76	STLX	001081	119	STLX	001125	162	STLX	001168
34	STLX	001037	77	STLX	001082	120	STLX	001126	163	STLX	001169
35	STLX	001038	78	STLX	001083	121	STLX	001127	164	STLX	001170
36	STLX	001040	79	STLX	001084	122	STLX	001128	165	STLX	001171
37	STLX	001041	80	STLX	001085	123	STLX	001129	166	STLX	001172
38	STLX	001042	81	STLX	001086	124	STLX	001130	167	STLX	001173
39	STLX	001043	82	STLX	001087	125	STLX	001131	168	STLX	001174
40	STLX	001044	83	STLX	001088	126	STLX	001132	169	STLX	001175
41	STLX	001045	84	STLX	001089	127	STLX	001133	170	STLX	001176
42	STLX	001046	85	STLX	001090	128	STLX	001134	171	STLX	001177
43	STLX	001047	86	STLX	001091	129	STLX	001135	172	STLX	001178

EXHIBIT A – BILL OF SALE

173	STLX	001179	219	STLX	001227	265	STLX	001274	311	STLX	001320
174	STLX	001180	220	STLX	001228	266	STLX	001275	312	STLX	001321
175	STLX	001181	221	STLX	001229	267	STLX	001276	313	STLX	001322
176	STLX	001182	222	STLX	001230	268	STLX	001277	314	STLX	001323
177	STLX	001183	223	STLX	001231	269	STLX	001278	315	STLX	001324
178	STLX	001184	224	STLX	001232	270	STLX	001279	316	STLX	001325
179	STLX	001185	225	STLX	001233	271	STLX	001280	317	STLX	001326
180	STLX	001187	226	STLX	001234	272	STLX	001281	318	STLX	001327
181	STLX	001188	227	STLX	001235	273	STLX	001282	319	STLX	001328
182	STLX	001189	228	STLX	001236	274	STLX	001283	320	STLX	001329
183	STLX	001190	229	STLX	001237	275	STLX	001284	321	STLX	001330
184	STLX	001191	230	STLX	001238	276	STLX	001285	322	STLX	001331
185	STLX	001192	231	STLX	001239	277	STLX	001286	323	STLX	001332
186	STLX	001193	232	STLX	001240	278	STLX	001287	324	STLX	001333
187	STLX	001194	233	STLX	001241	279	STLX	001288	325	STLX	001334
188	STLX	001195	234	STLX	001242	280	STLX	001289	326	STLX	001335
189	STLX	001196	235	STLX	001243	281	STLX	001290	327	STLX	001336
190	STLX	001197	236	STLX	001244	282	STLX	001291	328	STLX	001337
191	STLX	001198	237	STLX	001245	283	STLX	001292	329	STLX	001338
192	STLX	001199	238	STLX	001246	284	STLX	001293	330	STLX	001339
193	STLX	001200	239	STLX	001247	285	STLX	001294	331	STLX	001340
194	STLX	001201	240	STLX	001248	286	STLX	001295	332	STLX	001341
195	STLX	001202	241	STLX	001249	287	STLX	001296	333	STLX	001342
196	STLX	001203	242	STLX	001250	288	STLX	001297	334	STLX	001343
197	STLX	001205	243	STLX	001251	289	STLX	001298	335	STLX	001344
198	STLX	001206	244	STLX	001252	290	STLX	001299	336	STLX	001345
199	STLX	001207	245	STLX	001253	291	STLX	001300	337	STLX	001346
200	STLX	001208	246	STLX	001254	292	STLX	001301	338	STLX	001347
201	STLX	001209	247	STLX	001255	293	STLX	001302	339	STLX	001348
202	STLX	001210	248	STLX	001256	294	STLX	001303	340	STLX	001349
203	STLX	001211	249	STLX	001257	295	STLX	001304	341	STLX	001350
204	STLX	001212	250	STLX	001258	296	STLX	001305	342	STLX	001351
205	STLX	001213	251	STLX	001259	297	STLX	001306	343	STLX	001352
206	STLX	001214	252	STLX	001260	298	STLX	001307	344	STLX	001353
207	STLX	001215	253	STLX	001261	299	STLX	001308	345	STLX	001354
208	STLX	001216	254	STLX	001262	300	STLX	001309	346	STLX	001355
209	STLX	001217	255	STLX	001263	301	STLX	001310	347	STLX	001356
210	STLX	001218	256	STLX	001264	302	STLX	001311	348	STLX	001357
211	STLX	001219	257	STLX	001266	303	STLX	001312	349	STLX	001358
212	STLX	001220	258	STLX	001267	304	STLX	001313	350	STLX	001359
213	STLX	001221	259	STLX	001268	305	STLX	001314	351	STLX	001360
214	STLX	001222	260	STLX	001269	306	STLX	001315	352	STLX	001361
215	STLX	001223	261	STLX	001270	307	STLX	001316	353	STLX	001362
216	STLX	001224	262	STLX	001271	308	STLX	001317	354	STLX	001363
217	STLX	001225	263	STLX	001272	309	STLX	001318	355	STLX	001364
218	STLX	001226	264	STLX	001273	310	STLX	001319			