

RECORDER NO. 15793-67
FILED

MAY 11 '04 2:40PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

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

OF COUNSEL
URBAN A. LESTER

May 11, 2004

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 and Assignment of Interest in Lease, dated as of February 27, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Assignment of Lessor's Interest in Lease which was previously filed with the Board under Recordation Number 15793-E.

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

Seller/Assignor: M&T Credit Corporation
(successor in interest to The First
National Bank of Maryland)
25 South Charles Street
Baltimore, MD 21202

[Buyer/Assignee: Cap Acquire, LLC
480 West Dussel Drive
Suite R
Maumee, OH 43537]

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

146 railcars WVCX 3000 – WVCX 3149 (excluding 3052, 3068, 3084, 3146).

Mr. Vernon A. Williams
May 11, 2004
Page Two

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

Bill of Sale and Assignment of Interest in Lease

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.

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

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

REGISTRATION NO. 15793-6 **FILED**

MAY 11 '04

2-40 PM

**BILL OF SALE AND
ASSIGNMENT OF INTEREST IN LEASE** SURFACE TRANSPORTATION BOARD

KNOW ALL MEN BY THESE PRESENTS that M&T CREDIT CORPORATION, a New York corporation ("Seller"), in consideration of payment received from CAP ACQUIRE, LLC, a Delaware limited liability company ("Purchaser") does hereby bargain, sell, grant, convey, transfer, assign and deliver unto Purchaser all of Seller's right, title and interest in the following assets (collectively, "Conveyed Assets"): (i) the railcars described on Schedule A attached hereto and made a part hereof (the "Railcars"); and (ii) the Lease Agreement dated as of May 3, 1998 between Railcar Management, Inc. and Westvaco, as previously assigned to Seller's predecessor in interest The First National Bank of Maryland, by the Assignment of Lessor's Interest in Lease dated July 16, 1996 executed by Railcar, Ltd. (the "Lease"), to have and to hold the same unto Purchaser, its successors and assigns forever.

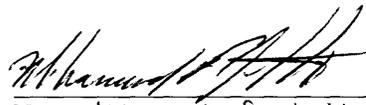
The undersigned does for itself and its successors and assigns warrant and represent to Purchaser that the Seller's interest in the Conveyed Assets is herein conveyed to Seller free and clear of all claims, liens and encumbrances arising by reason of any act or omission of Seller, Manufacturers And Traders Trust Company or The First National Bank of Maryland.

THE RAILCARS ARE SOLD TO PURCHASER BY SELLER ON AN "AS-IS, WHERE-IS" BASIS, WITHOUT RECOURSE, WITH ALL FAULTS, AND, EXCEPT AS EXPRESSLY SET FORTH HEREIN, WITHOUT ANY REPRESENTATIONS OR WARRANTIES, EXPRESS OR IMPLIED, AS TO THE CONDITION OF THE RAILCARS, 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. THE SELLER'S INTEREST IN THE LEASE IS SOLD AND ASSIGNED WITHOUT ANY RECOURSE AND WITHOUT ANY REPRESENTATIONS OR WARRANTIES, EXPRESS OR IMPLIED, EXCEPT AS SPECIFICALLY SET FORTH HEREIN.

IN WITNESS WHEREOF, the undersigned has caused this Bill of Sale and Assignment of Interest in Lease to be executed under seal this 27th day of February, 2004.

M&T CREDIT CORPORATION ("Seller")

By:



(SEAL)

Name: Mohannad F. Jishi

Title: vice president



Manufacturers and Traders Trust Company, 25 South Charles Street, Baltimore, MD 21201

STATE OF MARYLAND)
) SS:
CITY OF BALTIMORE)

On this 27th day of February, 2004, before me, a Notary Public of the city and State aforesaid, personally appeared Mohamed F. Jishi, to me personally known, who being by me duly sworn, says that he is a Vice President of M&T CREDIT CORPORATION, a New York corporation, that the seal affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed 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.

AS WITNESS my hand and notarial seal

La-Shawn R. Jenkins
Notary Public

My commission expires: 5/1/06

Exhibit A

Prefunded Cars											
Deal Num	Car Mark	Car Number	Deal Num	Car Mark	Car Number	Deal Num	Car Mark	Car Number			
1	145	WVCX	3000	51	145	WVCX	3050	101	145	WVCX	3103
2	145	WVCX	3001	52	145	WVCX	3051	102	145	WVCX	3104
3	145	WVCX	3002	53	145	WVCX	3053	103	145	WVCX	3105
4	145	WVCX	3003	54	145	WVCX	3054	104	145	WVCX	3106
5	145	WVCX	3004	55	145	WVCX	3055	105	145	WVCX	3107
6	145	WVCX	3005	56	145	WVCX	3056	106	145	WVCX	3108
7	145	WVCX	3006	57	145	WVCX	3057	107	145	WVCX	3109
8	145	WVCX	3007	58	145	WVCX	3058	108	145	WVCX	3110
9	145	WVCX	3008	59	145	WVCX	3059	109	145	WVCX	3111
10	145	WVCX	3009	60	145	WVCX	3060	110	145	WVCX	3112
11	145	WVCX	3010	61	145	WVCX	3061	111	145	WVCX	3113
12	145	WVCX	3011	62	145	WVCX	3062	112	145	WVCX	3114
13	145	WVCX	3012	63	145	WVCX	3063	113	145	WVCX	3115
14	145	WVCX	3013	64	145	WVCX	3064	114	145	WVCX	3116
15	145	WVCX	3014	65	145	WVCX	3065	115	145	WVCX	3117
16	145	WVCX	3015	66	145	WVCX	3066	116	145	WVCX	3118
17	145	WVCX	3016	67	145	WVCX	3067	117	145	WVCX	3119
18	145	WVCX	3017	68	145	WVCX	3069	118	145	WVCX	3120
19	145	WVCX	3018	69	145	WVCX	3070	119	145	WVCX	3121
20	145	WVCX	3019	70	145	WVCX	3071	120	145	WVCX	3122
21	145	WVCX	3020	71	145	WVCX	3072	121	145	WVCX	3123
22	145	WVCX	3021	72	145	WVCX	3073	122	145	WVCX	3124
23	145	WVCX	3022	73	145	WVCX	3074	123	145	WVCX	3125
24	145	WVCX	3023	74	145	WVCX	3075	124	145	WVCX	3126
25	145	WVCX	3024	75	145	WVCX	3076	125	145	WVCX	3127
26	145	WVCX	3025	76	145	WVCX	3077	126	145	WVCX	3128
27	145	WVCX	3026	77	145	WVCX	3078	127	145	WVCX	3129
28	145	WVCX	3027	78	145	WVCX	3079	128	145	WVCX	3130
29	145	WVCX	3028	79	145	WVCX	3080	129	145	WVCX	3131
30	145	WVCX	3029	80	145	WVCX	3081	130	145	WVCX	3132
31	145	WVCX	3030	81	145	WVCX	3082	131	145	WVCX	3133
32	145	WVCX	3031	82	145	WVCX	3083	132	145	WVCX	3134
33	145	WVCX	3032	83	145	WVCX	3085	133	145	WVCX	3135
34	145	WVCX	3033	84	145	WVCX	3086	134	145	WVCX	3136
35	145	WVCX	3034	85	145	WVCX	3087	135	145	WVCX	3137
36	145	WVCX	3035	86	145	WVCX	3088	136	145	WVCX	3138
37	145	WVCX	3036	87	145	WVCX	3089	137	145	WVCX	3139
38	145	WVCX	3037	88	145	WVCX	3090	138	145	WVCX	3140
39	145	WVCX	3038	89	145	WVCX	3091	139	145	WVCX	3141
40	145	WVCX	3039	90	145	WVCX	3092	140	145	WVCX	3142
41	145	WVCX	3040	91	145	WVCX	3093	141	145	WVCX	3143
42	145	WVCX	3041	92	145	WVCX	3094	142	145	WVCX	3144
43	145	WVCX	3042	93	145	WVCX	3095	143	145	WVCX	3145
44	145	WVCX	3043	94	145	WVCX	3096	144	145	WVCX	3147
45	145	WVCX	3044	95	145	WVCX	3097	145	145	WVCX	3148
46	145	WVCX	3045	96	145	WVCX	3098	146	145	WVCX	3149
47	145	WVCX	3046	97	145	WVCX	3099				
48	145	WVCX	3047	98	145	WVCX	3100				
49	145	WVCX	3048	99	145	WVCX	3101				
50	145	WVCX	3049	100	145	WVCX	3102				