

RECORDATION NO. 23269-C FILED ALVORD AND ALVORD

JUL 06 '01 10-28 AM

SURFACE TRANSPORTATION BOARD
ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ATTORNEYS AT LAW
1600 K STREET, NW
SUITE 200
WASHINGTON, D.C.
20006-2973
(202) 393-2266
FAX (202) 393-2156

OF COUNSEL
URBAN A. LESTER

July 5, 2001

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 an Amended and Restated Bill of Sale, dated as of December 22, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document amends and restates the Bill of Sale which was previously filed with the Board under Recordation Number 23269-B.

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

Seller: WCL Railcars, Inc.
P.O. Box 5062
Rosemont, IL 60017

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

165 boxcars within the series WCCL 43663 - WCCL 43827
36 boxcars within the series WCCL (incorrectly filed as WC)
43123 - WCCL 43238 and
125 hopper cars within the series SSAM 33250 -SSAM
33374

Mr. Vernon A. Williams
July 5, 2001
Page Two

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

Amended and Restated Bill of Sale from WCL Railcars, Inc.,
to Allfirst Bank.

Also enclosed is a check in the amount of \$28.00 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

RECORDATION NO. 23269-C FILED

JUL 06 '01 10:20 AM

AMENDED AND RESTATED
BILL OF SALE

SURFACE TRANSPORTATION BOARD

This AMENDED AND RESTATED BILL OF SALE, dated as of December 22, 2000, given by WCL RAILCARS, INC. (the "Seller") to ALLFIRST BANK (the "Buyer") amends and restates in its entirety the Bill of Sale dated as of December 22, 2000 previously delivered by the Seller to the Buyer and filed with the Surface Transportation Board on December 28, 2000 and assigned Recordation Number 23269-B and filed with the Registrar General of Canada on December 21, 2000, in order to correct the reporting marks relating to the thirty-six 70-ton Plate B boxcars described on Schedule A-2 hereto.

For valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Seller hereby sells, assigns, transfers, conveys and delivers to the Buyer, all of the Seller's right, title and interest in and to the railroad equipment described in Schedule A hereto (the "Equipment"). THE EQUIPMENT IS SOLD "AS IS, WHERE IS" WITH ALL FAULTS. EXCEPT FOR THE REPRESENTATIONS AND WARRANTIES OF THE SELLER EXPRESSLY SET FORTH HEREIN AND IN THE PURCHASE AND SALE AGREEMENT OF EVEN DATE HERewith BETWEEN THE SELLER AND THE BUYER (THE "PURCHASE AGREEMENT"), SELLER DOES NOT MAKE AND HEREBY DISCLAIMS AND THE BUYER HEREBY WAIVES, RELEASES AND RENOUNCES, ANY REPRESENTATION OR WARRANTY OF ANY KIND, EXPRESS OR IMPLIED, STATUTORY OR OTHERWISE INCLUDING, WITHOUT LIMITATION, ANY REPRESENTATION OR WARRANTY AS TO VALUE, CONDITION, DESIGN, QUALITY, OPERATION, MERCHANTABILITY, SUITABILITY, FITNESS FOR USE OR FOR A PARTICULAR PURPOSE, OR ABSENCE OF LATENT, INHERENT OR OTHER DEFECTS (WHETHER OR NOT DISCOVERABLE) AND THE SELLER EXPRESSLY DISCLAIMS LIABILITY AND SHALL NOT BE LIABLE FOR LOST PROFIT OR INDIRECT, INCIDENTAL, SPECIAL, CONSEQUENTIAL OR COMMERCIAL LOSSES OR DAMAGES OR ANY OTHER LIABILITIES OF WHATEVER KIND, INCLUDING STRICT LIABILITY AND TORT AND INJURIES TO PERSONS OR PROPERTY, IT BEING UNDERSTOOD AND AGREED THAT THE BUYER HAS NOT RELIED ON ANY REPRESENTATION, WARRANTY, OR OTHER STATEMENT MADE BY THE SELLER NOT SET FORTH HEREIN OR IN THE PURCHASE AGREEMENT. Acceptance of this Bill of Sale by the Buyer when tendered shall constitute an acknowledgment by the Buyer that each item of the Equipment is in every respect satisfactory to the Buyer.

The Seller represents and warrants to the Buyer that: (i) the Seller is the lawful owner of the Equipment and has full right and authority to sell the Equipment to the Buyer, and (ii) the Buyer will acquire good and marketable title to the Equipment, free and clear of all liens, claims, charges, security interests or encumbrances arising by, through or under the Seller.

The Seller (for itself and its successors and assigns) covenants and agrees with the Buyer to warrant and defend title to the Equipment hereby sold to the Buyer against all claims arising by, through or under the Seller.

IN WITNESS WHEREOF, the Seller has caused this Amended and Restated Bill of Sale to be entered into by its duly authorized officer.

WCL RAILCARS, INC.

By: Marty J. Mickey
Name: Marty J. Mickey
Title: Treasurer

Accepted and Agreed to by:

~~ALL FIRST BANK~~
By: Richard M. Folio
Name: Richard M. Folio
Title: Vice President

STATE OF ILLINOIS)
) ss.
COUNTY OF COOK)

On this 26th day of June, 2001, before me appeared Marty J. Mickey, the person who signed this instrument, who acknowledged that he is a Treasurer of WCL RAILCARS, INC., and that, being duly authorized, he signed such instrument as a free act on behalf of said corporation.

[Seal] "OFFICIAL SEAL"
GENISE MARTINEZ
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 07/21/01

Genise Martinez
Notary Public

My commission expires:
July 21, 01

STATE OF MARYLAND)
)
CITY OF BALTIMORE) ss.

On this 27th day of June, 2001, before me appeared Richard M. Folio, the person who signed this instrument, who acknowledged that he is a Vice President of ALLFIRST BANK and that, being duly authorized, he signed such instrument as a free act on behalf of said corporation.

[Seal]

Deborah J. Hooper
Notary Public



My commission expires: 7/27/02

SCHEDULE A-1

DESCRIPTION OF EQUIPMENT

One hundred and sixty-five (165) 70-ton, 50'6" cushioned, Plate B boxcars, with end of car cushioning units, 50K nailable steel floors and two 8' double doors, originally manufactured in 1976 by Paccar, bearing the following road marks and numbers:

WCCL 43663	WCCL 43696	WCCL 43729	WCCL 43762	WCCL 43795
WCCL 43664	WCCL 43697	WCCL 43730	WCCL 43763	WCCL 43796
WCCL 43665	WCCL 43698	WCCL 43731	WCCL 43764	WCCL 43797
WCCL 43666	WCCL 43699	WCCL 43732	WCCL 43765	WCCL 43798
WCCL 43667	WCCL 43700	WCCL 43733	WCCL 43766	WCCL 43799
WCCL 43668	WCCL 43701	WCCL 43734	WCCL 43767	WCCL 43800
WCCL 43669	WCCL 43702	WCCL 43735	WCCL 43768	WCCL 43801
WCCL 43670	WCCL 43703	WCCL 43736	WCCL 43769	WCCL 43802
WCCL 43671	WCCL 43704	WCCL 43737	WCCL 43770	WCCL 43803
WCCL 43672	WCCL 43705	WCCL 43738	WCCL 43771	WCCL 43804
WCCL 43673	WCCL 43706	WCCL 43739	WCCL 43772	WCCL 43805
WCCL 43674	WCCL 43707	WCCL 43740	WCCL 43773	WCCL 43806
WCCL 43675	WCCL 43708	WCCL 43741	WCCL 43774	WCCL 43807
WCCL 43676	WCCL 43709	WCCL 43742	WCCL 43775	WCCL 43808
WCCL 43677	WCCL 43710	WCCL 43743	WCCL 43776	WCCL 43809
WCCL 43678	WCCL 43711	WCCL 43744	WCCL 43777	WCCL 43810
WCCL 43679	WCCL 43712	WCCL 43745	WCCL 43778	WCCL 43811
WCCL 43680	WCCL 43713	WCCL 43746	WCCL 43779	WCCL 43812
WCCL 43681	WCCL 43714	WCCL 43747	WCCL 43780	WCCL 43813
WCCL 43682	WCCL 43715	WCCL 43748	WCCL 43781	WCCL 43814
WCCL 43683	WCCL 43716	WCCL 43749	WCCL 43782	WCCL 43815
WCCL 43684	WCCL 43717	WCCL 43750	WCCL 43783	WCCL 43816
WCCL 43685	WCCL 43718	WCCL 43751	WCCL 43784	WCCL 43817
WCCL 43686	WCCL 43719	WCCL 43752	WCCL 43785	WCCL 43818
WCCL 43687	WCCL 43720	WCCL 43753	WCCL 43786	WCCL 43819
WCCL 43688	WCCL 43721	WCCL 43754	WCCL 43787	WCCL 43820
WCCL 43689	WCCL 43722	WCCL 43755	WCCL 43788	WCCL 43821
WCCL 43690	WCCL 43723	WCCL 43756	WCCL 43789	WCCL 43822
WCCL 43691	WCCL 43724	WCCL 43757	WCCL 43790	WCCL 43823
WCCL 43692	WCCL 43725	WCCL 43758	WCCL 43791	WCCL 43824
WCCL 43693	WCCL 43726	WCCL 43759	WCCL 43792	WCCL 43825
WCCL 43694	WCCL 43727	WCCL 43760	WCCL 43793	WCCL 43826
WCCL 43695	WCCL 43728	WCCL 43761	WCCL 43794	WCCL 43827

SCHEDULE A-2

DESCRIPTION OF EQUIPMENT

Thirty-six (36) 70-ton, 50'6'' rigid, Plate B boxcars, with rigid underframes, 50K nailable steel floors, and one 6' double door and one 10' double door, originally manufactured in 1976 by Berwick Forge, bearing the following road marks and numbers:

WCCL 43123
WCCL 43127
WCCL 43129
WCCL 43130
WCCL 43133
WCCL 43135
WCCL 43141
WCCL 43142
WCCL 43143
WCCL 43144
WCCL 43145
WCCL 43152
WCCL 43157
WCCL 43174
WCCL 43175
WCCL 43178
WCCL 43179
WCCL 43180
WCCL 43194
WCCL 43197
WCCL 43198
WCCL 43201
WCCL 43211
WCCL 43213
WCCL 43215
WCCL 43216
WCCL 43217
WCCL 43221
WCCL 43223
WCCL 43224
WCCL 43225
WCCL 43226
WCCL 43227
WCCL 43231
WCCL 43235
WCCL 43238

SCHEDULE A-3

DESCRIPTION OF EQUIPMENT

One hundred and twenty-five (125) 100-ton, 4000 cubic foot capacity, steel open top triple hopper cars, with three hoppers and six gates per car and equipped with rotary couplers, originally manufactured in 1976 by Pullman Standard, bearing the following road marks and numbers:

SSAM 33250	SSAM 33275	SSAM 33300	SSAM 33325	SSAM 33350
SSAM 33251	SSAM 33276	SSAM 33301	SSAM 33326	SSAM 33351
SSAM 33252	SSAM 33277	SSAM 33302	SSAM 33327	SSAM 33352
SSAM 33253	SSAM 33278	SSAM 33303	SSAM 33328	SSAM 33353
SSAM 33254	SSAM 33279	SSAM 33304	SSAM 33329	SSAM 33354
SSAM 33255	SSAM 33280	SSAM 33305	SSAM 33330	SSAM 33355
SSAM 33256	SSAM 33281	SSAM 33306	SSAM 33331	SSAM 33356
SSAM 33257	SSAM 33282	SSAM 33307	SSAM 33332	SSAM 33357
SSAM 33258	SSAM 33283	SSAM 33308	SSAM 33333	SSAM 33358
SSAM 33259	SSAM 33284	SSAM 33309	SSAM 33334	SSAM 33359
SSAM 33260	SSAM 33285	SSAM 33310	SSAM 33335	SSAM 33360
SSAM 33261	SSAM 33286	SSAM 33311	SSAM 33336	SSAM 33361
SSAM 33262	SSAM 33287	SSAM 33312	SSAM 33337	SSAM 33362
SSAM 33263	SSAM 33288	SSAM 33313	SSAM 33338	SSAM 33363
SSAM 33264	SSAM 33289	SSAM 33314	SSAM 33339	SSAM 33364
SSAM 33265	SSAM 33290	SSAM 33315	SSAM 33340	SSAM 33365
SSAM 33266	SSAM 33291	SSAM 33316	SSAM 33341	SSAM 33366
SSAM 33267	SSAM 33292	SSAM 33317	SSAM 33342	SSAM 33367
SSAM 33268	SSAM 33293	SSAM 33318	SSAM 33343	SSAM 33368
SSAM 33269	SSAM 33294	SSAM 33319	SSAM 33344	SSAM 33369
SSAM 33270	SSAM 33295	SSAM 33320	SSAM 33345	SSAM 33370
SSAM 33271	SSAM 33296	SSAM 33321	SSAM 33346	SSAM 33371
SSAM 33272	SSAM 33297	SSAM 33322	SSAM 33347	SSAM 33372
SSAM 33273	SSAM 33298	SSAM 33323	SSAM 33348	SSAM 33373
SSAM 33274	SSAM 33299	SSAM 33324	SSAM 33349	SSAM 33374