

STATE OF ALABAMA

[illegible]

Exhibit "A" to UCC-1 Financing Statement

Lessee: ABC-NACO, Inc.
Lessor: Banc of America Leasing & Capital, LLC

This financing statement covers all of the following property:

- (i) See Exhibit "A" attached hereto and made a part hereof consisting of 1 page ; and,
- (ii) all accessions to, substitutions for, and replacements, products, and proceeds of any of the foregoing, including insurance proceeds payable by reason of loss, damage to any of the foregoing and rental proceeds payable by reason of any lease of any of the foregoing; and,
- (iii) all books and records pertaining to any of the foregoing.

The above described property is being leased by Banc of America Leasing & Capital, LLC to and the intent of the parties hereto is that the equipment will not be fixtures. This financing statement is being filed as a precaution in the event it be determined that, notwithstanding the intent of Banc of America Leasing & Capital, LLC and, such lease creates a security interest and/or the equipment is deemed fixtures.

Initial Equipment Location: 14th & Woodbine
Calera, AL 35040
(See Exhibit "B" for legal description of property).

ABC-NACO, Inc.

By: *Vincent V. Lee*
Printed Vincent V. Lee
Name: _____
Title: VPE Treasurer

Banc of America Leasing & Capital, LLC

By: *Michael T. Spiva*
Printed _____
Name: MICHAEL T. SPIVA
Title: VICE PRESIDENT

EXHIBIT "A" TO UCC-1

LESSEE: ABC-NACO, Inc.
LESSOR: Banc of America Leasing & Capital, LLC

<u>EQUIPMENT DESCRIPTION</u>	<u>SERIAL NUMBER</u>
Diedesheim Turning Facing Boring Machines-- Type VF	22625-22630
Cincinnati Hy-Pro Milling Machine 72"	GP2233
Transformer for Swindell #5 Arc Furnace	
Transformer for Swindell #3 Arc Furnace	
Transformer for Whiting #4 Arc Furnace	
60" Vertical Boring Mill	
60" Vertical Boring Mill	2510
Spare Electric Arc Furnace Transformer	
Spare Electric Arc Furnace Transformer	
Spare Distribution Transformer	
Spare Furnace Transformer	
Pettibone Crane	1043
Locomotive Crane	
Sullair Rotary Screw Air Compressor	
40 Ton Locomotive Crane	
Core Machine	
Spare Arc Transformer	
New Mixers (4)	
Pop Grinder for Reinspection	
Pop Grinder for Reinspection	
Snyder Turning Mill 8	79-57-454
Snyder Turning Mill 10A	79-63-1
Snyder Turning Mill 9B	
Ultra-Sonic System for Final Inspection	

LEGAL DESCRIPTION

Exhibit "B"

Beginning at the Southwest corner of Block "F" according to the survey and Map of Resurvey of Russel R. Hetz Property as recorded in Map Book 3, page 119, in the Probate Office of Shelby County, Alabama, and run Northerly along the East line of 18th Street and along the West line of Blocks "F", "T", "P" and "D" to the intersection with the South line of Rose Lake Drive on the Western boundary of Lot 1 in Block "D" of said subdivision; thence along the South line of Rose Lake Drive in a Northeast, East, Southeast and Southerly direction around Block "D" of said subdivision to a point 40 feet South of the Northeast corner of Lot 10 in said Block "D"; thence Southeasterly across Rose Lake Drive to the Northwest corner of Lot 13, Block "O" in said subdivision; thence East along the South line of 11th Avenue to the Northeast corner of Block 18 of said subdivision; thence South along the East line of said Block 18, extended, to the Northeast corner of Block 11 of said subdivision; thence Northeasterly along the South line of Woodbine Avenue to the Northeast corner of Lot 3 in Block 10 of said subdivision; thence Southeast along the North-east line of said Lot 3 to the Southeast corner of said Lot and the North line of Southern Railway right of way, according to said map; thence Southwest along the North or Northwest line of said right of way to the point of beginning; including in the above description all of Blocks "D", "E", "F", "O", "P", "T", "U", 11, 13, and Lots 1, 2, & 3 in Block 10 according to the map of said Survey, together with certain streets and alleys included within the above metes and bounds description.

All of Blocks "R" and "S" and all that part of Patricia Place that lies West of 18th Avenue according to Resurvey of Russel R. Hetz Property as recorded in Map Book 3, page 119, in the Probate Office of Shelby County, Alabama.

Beginning at the Southeast corner of Fractional Section 20, Township 22 South, Range 2 West, Shelby County, Alabama and from said point run North along the Section line a distance of 985 feet to a point; thence run North 69 deg. 09 min. East 102.88 feet to a point; thence run North and parallel to the West right of way of 18th Street a distance of 429 feet to the point of beginning of the lot herein described; from said point continue North and parallel to said 18th Street a distance of 745 feet to a point; run thence West and at right angles to said 18th Street a distance of 448 feet to a point; thence run South and parallel to said 18th Street a distance of 745 feet to a point; thence run East and at right angles to 18th Street a distance of 442 feet to point of beginning; lying and being in the SE 1/4 of Section 20, Township 22 South, Range 2 West and in SW 1/4 of Section 21, Township 22 South, Range 2 West, Shelby County, Alabama.

Beginning at the Southeast corner of Section 20, Township 22 South, Range 2 West Fractional Section and run thence North on and along the Section line 985 feet to the point of beginning of the lot herein described; from said point North 69 deg. 09 min. East 102.88 feet to a point; thence run North and parallel to the West right of way of 18th Street a distance of 429 feet to a point; thence West and at right angles to said 18th Street for 448 feet to a point; thence run North and parallel to said 18th Street, for 191 feet to a point; run thence West and at right angles to said 18th Street for 437 feet to a point; run thence South and parallel to said 18th Street for 304 feet to a point; run thence West and at right angles to said 18th Street for 350 feet, more or less, to a point on the East right of way of a public road; run thence South 9 deg. East on and along said East right of way of public road for 415 feet to a point; continue to run South 20 deg. 51 min. East for a distance of 300 feet; thence run North 69 deg. 09 min. East 958.02 feet back to the point of beginning; lying and being in the SE 1/4 of Section 20, Township 22 South, Range 2 West and in the SW 1/4 of Section 21, Township 22 South, Range 2 West.

Railroad, being the point of beginning; thence 69 degrees 09 minutes right, in a Northeasterly direction, along said right-of-way, a distance of 292.32 feet; thence 0 degrees 01 minute right in a Northeasterly direction along said right-of-way a distance of 2064.00 feet; thence 86 degrees 46 minutes left, in a Northwesterly direction, a distance of 175.28 feet to the Southern right-of-way line of Woodbine Avenue; thence 93 degrees 14 minutes left, in a Southwesterly direction along said right-of-way line, a distance of 185.00 feet; thence 114 degrees 40 minutes right, in a Northerly direction, a distance of 454.68 feet; thence 90 degrees 00 minutes left, in a Westerly direction, a distance of 643.51 feet; thence 19 degrees 45 minutes 20 seconds right, in a Northwesterly direction, a distance of 54.95 feet; thence 70 degrees 14 minutes 40 seconds right, in a Northerly direction, a distance of 440.00 feet; thence 45 degrees 00 minutes left, in a Northwesterly direction, a distance of 200.00 feet; thence 45 degrees 00 minutes left, in a Westerly direction, a distance of 493.74 feet; thence 45 degrees left in a Southwesterly direction, a distance of 329.67 feet to the Easterly right-of-way line of 18th Street; thence 45 degrees left, in a Southerly direction along said right-of-way line a distance of 484.27 feet; thence 90 degrees right, in a Westerly direction, a distance of 260.00 feet; thence 90 degrees right, in a Northerly direction, a distance of 51.53 feet; thence 90 degrees left, in a Westerly direction, a distance of 435.34 feet; thence 90 degrees 08 minutes left, in a Southerly direction, a distance of 556.79 feet; thence 90 degrees 08 minutes right, in a Westerly direction, a distance of 450.94 feet; thence 90 degrees left, in a Southerly direction, a distance of 304.00 feet; thence 90 degrees right, in a Westerly direction, a distance of 310.00 feet; thence 108 degrees 08 minutes 50 seconds left, in a Southeasterly direction, a distance of 293.40 feet; thence 3 degrees 21 minutes 20 seconds right, in a Southeasterly direction, a distance of 203.00 feet; thence 9 degrees 16 minutes 30 seconds left, in a Southeasterly direction, a distance of 210.18 feet; thence 2 degrees 18 minutes 40 seconds left, in a Southeasterly direction, a distance of 95.74 feet; thence 90 degrees 19 minutes 20 seconds left, in a Northeasterly direction, a distance of 357.29 feet; thence 90 degrees 01 minutes right, in a Southeasterly direction, a distance of 210.01 feet to said Northwesterly right-of-way line of the Southern Railroad; thence 90 degrees left, in a Northeasterly direction along said right-of-way line, a distance of 480.14 feet to the point of beginning.

THERE IS EXCEPTED HEREFROM THE FOLLOWING DESCRIBED PARCEL:

A parcel of land situated in Section 21, Township 22 South, Range 2 West, Shelby County, Alabama, more particularly described as follows: Commence at the SW corner of said Section 21; thence in a Northerly direction along the West line of said Section 21, a distance of 755.27 feet to the intersection with the Northwesterly right of way line of the Southern Railroad; thence 69 degrees 09 minutes right, in a Northeasterly direction along said right of way line, a distance of 137.00 feet to the point of beginning, said point also being that certain point of beginning as described in Deed Book 343, Page 492, in the Office of the Judge of Probate in Shelby County, Alabama; thence continue along last described course, a distance of 155.32 feet; thence 0 degrees 01 minutes right, in a Northeasterly direction along said right of way line, a distance of 571.48 feet; thence 90 degrees left, in a Northwesterly direction, a distance of 255.00 feet; thence 90 degrees left, in a Southwesterly direction, a distance of 257.00 feet; thence 90 degrees right, in a Northwesterly direction, a distance of 65.97 feet; thence 89 degrees 56 minutes left, in a Southwesterly direction, a distance of 469.80 feet; thence 90 degrees 04 minutes left, in a Southeasterly direction, a distance of 321.57 feet to the point of beginning.

A Part of the NE 1/4 of SE 1/4 of Section 20 and a part of the NW 1/4 of SW 1/4 of Section 21, Township 22 South, Range 2 West, *described as follows:
Commence at the Southeast corner of Section 20, Township 22 South, Range 2 West and run North along the East line of Section 20 a distance of 755.27 feet to the Northwest right of way line of the Southern Railway and the point of beginning; thence turn an angle of 110 deg. 51 min. to the left and run along said right of way line a distance of 503.68 feet; thence turn an angle of 90 deg. to the right and run a distance of 210.00 feet; thence turn an angle of 89 deg. 40 min. to the right and run Northeast and parallel with said Railroad right of way a distance of 711.90 feet to a point; thence turn an angle of 113 deg. 13 min. to the right and run a distance of 229.73 feet to the Northwest right of way line of the Southern Railway; thence turn an angle of 67 deg. 07 min. to the right and run along said right of way line a distance of 118.88 feet to the point of beginning, EXCEPTING any part of the above that may lie within Lots 15, 16 and 17, Block S according to the Resurvey of Russel R. Hetz Property as recorded in Map Book 3, page 119, in the Probate Office of Shelby County, Alabama.

ALL OF THE ABOVE DESCRIBED PROPERTY BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

A parcel of land situated in part of Sections 20 and 21, Township 22 South, Range 2 West, Shelby County, Alabama, more particularly described as follows:
Commence at the Southwest corner of Section 21, Township 22 South, Range 2 West, and run in a Northerly direction along the West line of Section 21, a distance of 755.27 feet to the Northwesterly right of way line of the Southern Railway.

* IN SHELBY COUNTY, ALABAMA

LAST * 2000-03804

02/07/2000-03804

10:31 AM CERTIFIED

SHELBY COUNTY JUDGE OF PROBATE

006 MMS

21.00

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