

This instrument prepared by
and, after recording, return to:

Peter E. Fisch, Esq.
Paul, Weiss, Rifkind, Wharton & Garrison
1285 Avenue of the Americas
New York, New York 10019-0064

Inst # 2002-06459

02/07/2002-06459
08:49 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
005 CH 23.00

DISCHARGE OF MORTGAGE

(Shelby County, Alabama)

KNOW ALL MEN BY THESE PRESENTS that **BANK OF AMERICA, N.A.**, a national banking association (formerly known as Bank of America National Trust and Savings Association), having its principal office at 231 South LaSalle Street, Chicago, Illinois 60148, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, does hereby remise, convey, release and quit claim unto ABC-NACO, INC., a Delaware corporation formerly known as ABC Rail Products Corporation, having an address at 335 Eisenhower Lane South, Lombard, Illinois 60148, all of the right, title, interest, claim or demand whatsoever that Lender may have acquired through or by the following:

Mortgage, Security Agreement, Assignment of Leases and Rents and Financing Statement dated January 9, 2001 and recorded as document no. 200100757;

in and to certain real property situated in the City of Calera, County of Shelby, State of Alabama, legally described on Exhibit A attached hereto and made a part hereof, together with all the appurtenances and privileges thereunto belonging and appertaining.

EXECUTED this _____ day of January, 2002.

BANK OF AMERICA, N.A., a national banking association
(formerly known as Bank of America National Trust and
Savings Association)

By: *Michael J. Hammond*
Name: *Michael J. Hammond*
Its: *Senior Vice President*

STATE OF *Illinois*)
COUNTY OF *DuPage*) SS.

I, *Marisa A. Notardonato*, a Notary Public in and for said County, in the State
aforesaid, DO HEREBY CERTIFY, that *Michael J. Hammond*, *Senior*
Vice President of **BANK OF AMERICA, N.A.**, a national banking association (formerly
known as Bank of America National Trust and Savings Association),, is personally known to me
to be the same person whose name is subscribed to the foregoing instrument, appeared before
me this day in person and acknowledged that he signed and delivered the said instrument as
his/her own free and voluntary act and as the free and voluntary act of said *Senior Vice*
President acting on behalf of the corporation, for the uses and purposes therein set
forth.

GIVEN under my hand and notarial seal this _____ day of January, 2002.

Marisa A. Notardonato

Notary Public
(SEAL)

My Commission Expires: *2/5/06*

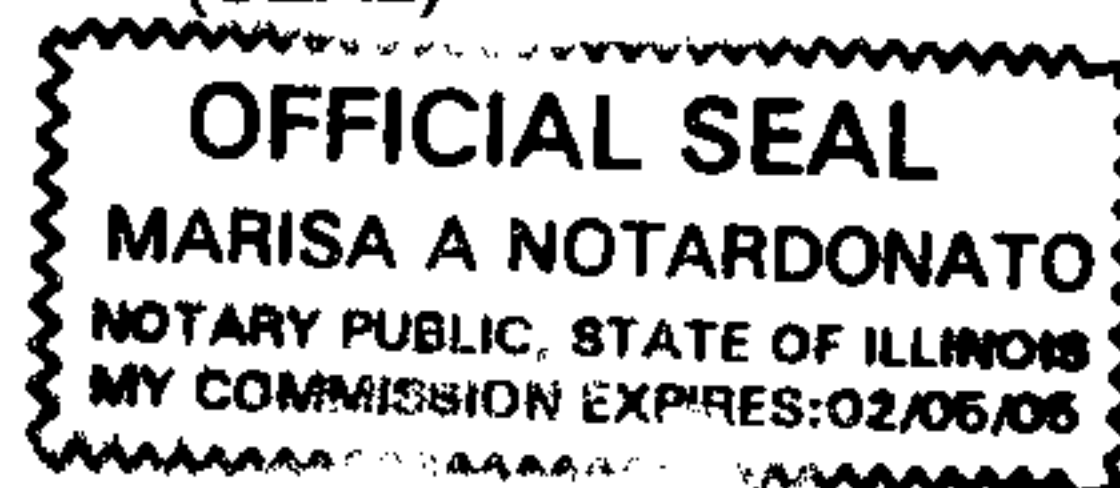


EXHIBIT A

Legal Description

EXHIBIT A

Agent File No.: 132221

The land referred to in this Commitment is described as follows:

Parcel I

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 said Section a distance of 755.27 feet to the Northwestern right of way line of the Southern Railroad, being the point of beginning; thence 69 deg. 09 min. right in a Northeasterly direction along said right of way, a distance of 292.32 feet; thence 0 deg. 01 min. right in a Northeasterly direction along said right of way a distance of 2064.00 feet; thence 86 deg. 46 min. left in a Northwestern direction a distance of 175.28 feet to the Southerly right of way line of Woodbine Avenue; thence 93 deg. 14 min. left in a Southwesterly direction along said right of way line a distance of 185.00 feet; thence 114 deg. 40 min. right in a Northerly direction a distance of 454.68 feet; thence 90 deg. 00 min. left in a Westerly direction a distance of 643.51 feet; thence 19 deg. 45 min. 20 sec. right in a Northwestern direction a distance of 54.95 feet; thence 70 deg. 14 min. 40 sec. right in a Northerly direction a distance of 440.00 feet; thence 45 deg. 00 min. left in a Northwestern direction a distance of 200.00 feet; thence 45 deg. 00 min. left in a Westerly direction a distance of 493.74 feet; thence 45 deg. left in a Southwesterly direction a distance of 329.67 feet to the Easterly right of way line of 18th Street; thence 45 deg. left in a Southerly direction along said right of way line a distance of 484.27 feet; thence 90 deg. right in a Westerly direction a distance of 260.00 feet; thence 90 deg. right in a Northerly direction a distance of 51.53 feet; thence 90 deg. left in a Westerly direction a distance of 435.34 feet; thence 90 deg. 08 min. left in a Southerly direction a distance of 556.79 feet; thence 90 deg. 08 min. right in a Westerly direction a distance of 450.94 feet; thence 90 deg. left in a Southerly direction a distance of 304.00 feet; thence 90 deg. right in a Westerly direction a distance of 310.87 feet; thence 108 deg. 08 min. 50 sec. left in a Southeasterly direction a distance of 293.40 feet; thence 3 deg. 21 min. 20 sec. right in a Southeasterly direction a distance of 203.00 feet; thence 7 deg. 16 min. 30 sec. left in a Southeasterly direction a distance of 210.18 feet; thence 2 deg. 18 min. 40 sec. left in a Southeasterly direction a distance of 95.74 feet; thence 90 deg. 19 min. 20 sec. left in a Northeasterly direction a distance of 357.29 feet; thence 90 deg. 01 min. right in a Southeasterly direction a distance of 210.01 feet to said Northwestern right of way line of the Southern Railroad; thence 90 deg. left in a Northeasterly direction along said right of way line a distance of 480.14 feet to the point of beginning; being situated in Shelby County, Alabama.

Less and except the following described parcel of land, which is situated in Shelby County, Alabama:

Commencing at a point of intersection of the East side of a public road and North side of the Southern Railroad Main Line right of way, 100 feet wide, being the Southwesterly corner of the Abex Corporation Wheel Plant Property; thence along the North side line of the Railroad right of way, North 65 deg. 26 min. East a distance of 1005.62 feet to the point of beginning of the parcel

being conveyed; continuing along the North side of the Railroad right of way, North 65 deg. 26 min. East a distance of 1200.00 feet to a point; thence North 24 deg. 34 min. West a distance of 255.00 feet to a point being the Northeast corner of the formerly recorded Woodbine Avenue 80.00 feet wide which is now closed; thence by the North side of former Woodbine Avenue South 65 deg. 26 min. West a distance of 700.00 feet to a point; thence North 24 deg. 34 min. West a distance of 125.00 feet to a point; thence South 65 deg. 26 min. West a distance of 500.00 feet to a point; thence South 24 deg. 34 min. East a distance of 380.00 feet to the point of beginning; being situated in Shelby County, Alabama.

Parcel II

General Electric Railcar Wheel and Parts Services Corporation

All that certain piece, tract or parcel of land situated in Section 21, Township 22 South, Range 2 West, Shelby County, Alabama, more particularly described as follows:

Commence at the Southwest 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 deg. 09 min. 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 00 deg. 01 min. right, a Northeasterly direction along said right of way line a distance of 571.48 feet; thence 90 deg. left, in a Northwesterly direction a distance of 255.00 feet; thence 90 deg. left in a Southwesterly direction a distance of 257.00 feet; thence 90 deg. right in a Northwesterly direction a distance of 65.97 feet; thence 89 deg. 56 min. left in a Southwesterly direction a distance of 469.80 feet; thence 90 deg. 04 min. left in a Southeasterly direction a distance of 321.57 feet to the point of beginning; being situated in Shelby County, Alabama.

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