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WASHINGTON, D.C.

September 28, 2001

Surface Transportation Board  
1925 K Street, NW  
Washington, D.C. 20423-0001  
Attn: Ms. Taledia Stokes

RECORDATION NO. 23689 FILED  
OCT 5 '01 12-30 PM  
TS  
SURFACE TRANSPORTATION BOARD



Dear Ms. Stokes:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) original copies of a Memorandum of Lease, dated June 6, 2001, a primary document, as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Debtor: Midwest Railcar Corporation  
3 Professional Park Drive, Suite B  
Maryville, Illinois 62062

Secured Party: Southeastern Industrial Enterprises, Inc.  
P.O. Box 550  
Buford, GA 30515

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

Thirty (30) boxcars bearing car marks and numbers as listed on Exhibit A to said Memorandum of Lease.

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

Memorandum of Lease between Midwest Railcar Corporation, Lessor, and Southeastern Industrial Enterprises, Lessee, covering thirty (30) boxcars bearing car marks and numbers as listed on Exhibit A to said Memorandum Lease.

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board to cover the required recordation fee.

Surface Transportation Board  
September 28, 2001  
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**MILES & STOCKBRIDGE P.C.**

Please kindly return stamped copies of the enclosed document to the undersigned at the above-listed address.

Very truly yours,



Doti J. Hampton  
Legal Assistant

Enclosures

cc: Brian R. Munderloh  
Richard M. Murphy  
Richard M. Folio

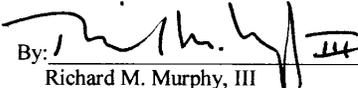
**MEMORANDUM OF LEASE**

THIS MEMORANDUM OF LEASE (this "Memorandum") is made as of Sept 12, 2001 by **MIDWEST RAILCAR CORPORATION** ("Lessor"), and **SOUTHEASTERN INDUSTRIAL ENTERPRISES, INC.** ("Lessee").

Pursuant to the Railcar Lease by and between Lessor and Lessee dated as of June 6, 2001 ("Lease") certain railcars as described on Exhibit A attached hereto and made a part hereof are under lease to Lessee.

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the date first above written.

**MIDWEST RAILCAR CORPORATION**

By:  (SEAL)  
Richard M. Murphy, III  
President

**SOUTHEASTERN INDUSTRIAL ENTERPRISES, INC.**

By:  (SEAL)  
John W. Franks  
C.E.O.

RECORDING NO. 23689 FILED

OCT 5 '01 12-30 PM

SUPRICE TRANSPORTATION BOARD

STATE OF Ga, County OF Gwinnett, TO WIT:

I HEREBY CERTIFY, that on this 12 day of Sept, 2001, before me, the undersigned, a Notary Public of the State of Ge, personally appeared J. W. Franks, who acknowledged himself to be a CEO of Southeastern Industrial Enterprises Inc corporation, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized CEO of said corporation by signing the name of the corporation by himself as CEO.

AS WITNESS my hand and notarial seal.



Notary Public



(SEAL)

My Commission Expires:

STATE OF MINNESOTA, \_\_\_\_\_, County OF Sherburne, TO WIT:

I HEREBY CERTIFY, that on this 26<sup>th</sup> day of Sept, 2001, before me, the undersigned, a Notary Public of the State of Minnesota, personally appeared Richard M. Murphy, III, who acknowledged himself to be a President of MIDWEST RAILCAR CORPORATION, an Illinois corporation, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized President of said corporation by signing the name of the corporation by himself as President.

AS WITNESS my hand and notarial seal.



Notary Public

(SEAL)

My Commission Expires: 1-31-06

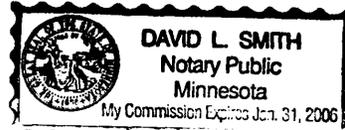


EXHIBIT A

DESCRIPTION OF RAILCARS

Cubic Capacity:	6000 – 6400 cf
Car Builder:	Gunderson / Thrall
AAR Car Code:	E500 / E507
Gross Weight:	263,000

**CAR NUMBERS:**

**RIRX 3000 – RIRX 3029**