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September 4, 2002

VIA FEDERAL EXPRESS

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

RECORDING NO. 24092

SEP 05 '02

11-13 AM



**SURFACE TRANSPORTATION BOARD**

Re: Filing of Memorandum of Lease between Midwest Railcar Corporation and Georgia & Florida Railnet, Inc. and Memorandum of Commercial Security Agreement between Midwest Railcar Corporation and First Mid-Illinois Bank and Trust, N.A. re: (6) boxcars

Dear Ms. Keyes:

Enclosed for recordation as a primary document pursuant to the provisions of 49 U.S.C. Section 11301(a) is one (1) original and two (2) certified copies of a Memorandum of Lease, dated July 10, 2002, as defined in the Board's Rules for the Recordation of Documents for filing.

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

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

Lessee: Georgia and Florida Railnet  
1019 Coastline Ave.  
Albany, GA 31705

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

Six (6) 60' 100-ton un-insulated 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:

RECORDATION NO. 24092 FILED

SEP 05 '02 11:13 AM

STATE OF MARYLAND  
SS:  
CITY OF BALTIMORE

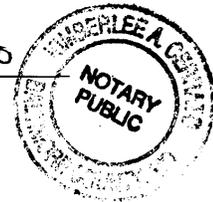
**SURFACE TRANSPORTATION BOARD**

THIS IS TO CERTIFY that the attached Memorandum of Lease is a true and complete copy of said Memorandum of Lease.

WITNESS my hand and seal this 2nd day of October, 2001.

*Kimberlee A. Cenato*

Notary Public



My Commission Expires: *2/1/04*

RECORDING NO. 24092 FILED

SEP 05 '02

11-13 AM

MEMORANDUM OF LEASE

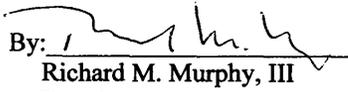
**SURFACE TRANSPORTATION BOARD**

THIS MEMORANDUM OF LEASE (this "Memorandum") is made as of July 10<sup>th</sup>, 2002 by MIDWEST RAILCAR CORPORATION ("Lessor"), and GEORGIA & FLORIDA RAILNET, INC. ("Lessee").

Pursuant to the Railcar Lease by and between Lessor and Lessee dated as of September 5, 2001 ("Lease") certain railcars as described on Schedule - 5 - 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

GEORGIA & FLORIDA RAILNET, INC.

By:  (SEAL)  
W.T. Hart  
Vice President & General Manager

STATE OF GEORGIA

COUNTY OF Dougherty

On this 22 day of July, 2002 before me personally came W.T. Hart to me known, who, being by me duly sworn, did depose and say that he is the V.P. & Gen Mgr of Georgia & Florida Railnet, Inc., a Delaware corporation, and he acknowledged to me that he executed the foregoing document on behalf of said corporation by order of its Board of Directors and that such document was the free act and deed of said corporation.

Witness my hand and official seal.

Jennifer L. LeBlanc  
Notary Public in and for said State

My commission expires:

10/21/2003

STATE OF MINNESOTA

COUNTY OF SHERBURN

On this 30 day of July, 2002 before me personally came Richard M. Murphy to me personally known, who, being duly sworn, did depose and say that he is the President & CEO of **Midwest Railcar Corporation**, an Illinois corporation, and acknowledged that he executed the foregoing document on behalf of said corporation by order of its Board of Directors and that such document was the free act and deed of said corporation.

Witness my hand and official seal.

David L. Smith  
Notary Public in and for said State

My commission expires:

1-31-06



**EXHIBIT A TO SCHEDULE NO. 5**

The following Railcars have been delivered to and accepted by Lessee and are subject to Schedule No. 5 dated July 10, 2002 to the Per Diem Rent Agreement dated September 5, 2001 entered into by **Midwest Railcar Corporation** (as "Lessor") and **Georgia & Florida Railnet, Inc.** (as "Lessee")

**EQUIPMENT NUMBER**

GNWR	98012
GNWR	98013
GNWR	98014
GNWR	98015
GNWR	98016
GNWR	98017