

RECORDATION NO. 24101-A FILED

SEP 11 '02 12-23 PM

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**SURFACE TRANSPORTATION BOARD**

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September 10, 2002

**VIA FEDERAL EXPRESS**

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



Re: Filing of Bill of Sale between Midwest Railcar Corporation  
As Seller and Southern Rail Associates, Inc. as Purchaser  
(Purchase of 100 Railcars under Lease to Metro Enviro, LLC)

Dear Ms. Keyes:

Enclosed for recordation as a secondary document to the Memorandum of Assignment of Lease between Southeastern Industrial Enterprises, Inc. as Assignor and Midwest Railcar Corporation as Assignee, filed under separate cover on this date, pursuant to the provisions of 49 U.S.C. Section 11301(a) are four (4) originals of a Bill of Sale, dated September 6, 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:

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

Purchaser: Southern Rail Associates, Inc.  
c/o Alltranstek, Inc. LLC  
1101 West 31<sup>st</sup> Street  
Downers Grove, Illinois 60515

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

One hundred (100) 4000 c.f., 100-ton gondola railcars bearing car marks and numbers as listed on Schedule I to said Bill of Sale.

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

Surface Transportation Board  
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**MILES & STOCKBRIDGE P.C.**

Bill of Sale between Midwest Railcar Corporation as Seller and Southern Rail Associates, Inc. as Purchaser covering One hundred (100) 4000 c.f., 100-ton gondola railcars bearing car marks and numbers as listed on Schedule I to said Bill of Sale.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board to cover the required recordation fee.

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

Also, please call (410) 385-3423 to confirm your receipt of the enclosed items.

Very truly yours,



Doti J. Hampton  
Legal Assistant

Enclosures

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**BILL OF SALE SURFACE TRANSPORTATION BOARD**

IN CONSIDERATION of the receipt of the sum of One Dollar (\$1.00), in hand paid, and for other good and valuable consideration, MIDWEST RAILCAR CORPORATION, an Illinois corporation ("Seller"), does hereby sell, assign, transfer and convey absolutely to SOUTHERN RAIL ASSOCIATES, INC., a Florida corporation ("Purchaser"), all rights, title, and interest in and to the railway rolling stock more specifically described on Schedule 1 attached hereto and made a part hereof (the "Railcars"), and all appurtenant rights relating thereto. The Railcars are sold pursuant to the terms of a Purchase and Sale Agreement dated September 6, 2002 (the "Agreement") between Seller and Purchaser. Reference is made to the Agreement for all terms and conditions regarding the sale of the Railcars. **Other than the representations in the Agreement and the representations in this Bill of Sale, the Railcars are sold "AS IS" and "WHERE IS" without any warranty as to quality or condition, and SELLER EXPRESSLY DISCLAIMS ANY WARRANTY OF MERCHANTABILITY OR FITNESS FOR ANY PURPOSE. IN NO EVENT SHALL SELLER BE LIABLE FOR ANY SPECIAL, INDIRECT, INCIDENTAL OR CONSEQUENTIAL DAMAGES OF ANY NATURE WHATSOEVER.** Seller warrants that upon payment of the purchase price and receipt of this Bill of Sale, Buyer shall receive good and valuable title to the Railcars free and clear of all claims, liens and encumbrances of any kind arising by, through or under Seller, except for current taxes which are not due and payable. Also, Seller warrants that the Railcars have never been retired from AAR interchange service or sold for scrap and dismantling.

Dated this 6<sup>th</sup> day of September, 2002.

MIDWEST RAILCAR CORPORATION  
Seller

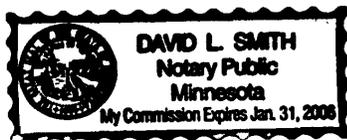
By: [Signature]  
Richard M. Murphy  
President

STATE OF Minnesota  
COUNTY OF Sherburne ss:

On this 29th day of August, 2002 before me personally appeared, Richard M. Murphy, to me personally known, who being by me duly sworn, says that he is President, of Midwest Railcar Corporation, an Illinois corporation ("Company"), that the foregoing instrument was signed on behalf of said Company by authority of its Board of Members and he acknowledges that the execution of the foregoing instrument was the free act and deed of said Company.

[Signature]

Notary Public  
My Commission Expires: 1-31-06



DESCRIPTION OF RAILCARS

One hundred (100) 4000 c.f., 100-ton gondola railcars bearing the following car marks and numbers:

SIEX 2100 through and including SIEX 2194

SIEX 2000 through and including SIEX 2004