

RECORDATION NO. 24101-B FILED

SEP 11 '02 12-29 PM

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SURFACE TRANSPORTATION BOARD

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WASHINGTON, D.C.

September 10, 2002



VIA FEDERAL EXPRESS

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

Re: Filing of Memorandum of Assignment of Lease between Midwest Railcar Corporation as Assignor and Southern Rail Associates, Inc. as Assignee (Purchase of 100 Railcars under Lease to Metro Enviro, LLC)

Dear Ms. Keys:

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 Memorandum of Assignment of Lease between Midwest Railcar Corporation as Assignor and Southern Rail Associates, Inc. as Assignee, 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:

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

Assignee: Southern Rail Associates, Inc.
c/o Alltranstek, Inc., LLC
1101 West 31st 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 Memorandum of Assignment of Lease.

Surface Transportation Board
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MILES & STOCKBRIDGE P.C.

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

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

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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MEMORANDUM OF ASSIGNMENT OF LEASE SURFACE TRANSPORTATION BOARD

1. This instrument relates to Rider No. 1 dated March 18, 1999, Rider No. 3 dated June 18, 1999, Rider No. 4 dated January 10, 2000 and Rider No. 5 dated January 10, 2000, each between Midwest Railcar Corporation (the "Assignor"), as successor lessor to Southeastern Industrial Enterprises, Inc., and Metro Enviro, LLC, as lessee (the "Lessee") (collectively, the "Riders") to the Railcar Leasing Agreement dated March 1, 1999 between the Assignor, as successor lessor to Southeastern Industrial Enterprises, Inc. and the Lessee, pursuant to which the Assignor has leased to the Lessee the railroad equipment identified on Schedule 1 attached hereto and made a part hereof, and entitled "Description of Railcars" (the "Equipment"). Pursuant to certain agreements dated as of September 6, 2002, the Assignor's interest in the Equipment and the Riders has been assigned by the Assignor to Southern Rail Associates, Inc., a Florida corporation (the "Assignee"). As a result of this assignment, the Assignee has acquired all of the Assignor's rights, title, and interest in and to the Equipment and the Riders.

2. The addresses of the parties are as follows:

Midwest Railcar Corporation (Assignor)
3 Professional Park Drive, Suite B
Maryville, Illinois 62062

Southern Rail Associates, Inc. (Assignee)
c/o Alltranstek, Inc. LLC
1101 West 31st Street
Downers Grove, Illinois 60515

3. The terms and provisions of the Riders and the assignments are more particularly set forth in the Riders and assignment agreements referenced above.

4. This Memorandum may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

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IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of September 6, 2002.

MIDWEST RAILCAR CORPORATION

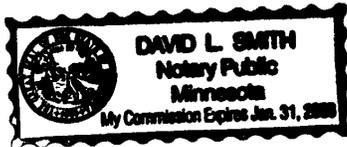
By: [Signature]
Richard M. Murphy
President

STATE OF Minnesota
COUNTY OF Herbman 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:



SOUTHERN RAIL ASSOCIATES, INC.

By: Walter Ballard
Walter Ballard
President

STATE OF FL)
COUNTY OF Lee) ss:

On this 29th day of Aug, 2002, before me personally appeared Walter Ballard, to me personally known, who being by me duly sworn, says that he is President, of Southern Rail Associates, Inc., a Florida corporation (the "Corporation"), that the foregoing instrument was signed on behalf of said Corporation by authority of its Board of Directors and he acknowledges that the execution of the foregoing instrument was the free act and deed of said Corporation.

Christine M. Weaver

Notary Public
My Commission Expires:

2/13/06



Schedule 1

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