

RECORDATION NO.

24460-C

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

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SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

June 25, 2003

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Memorandum of Assignment of Lease Agreement, dated as of June 25, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease of Assignment, which is being filed with the Board under Recordation Number 24460-B.

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

Assignor: Maxus Leasing Group, Inc.
31300 Bainbridge Road
Cleveland, OH 44139

Assignee: Ameritech Credit Corporation
(d/b/a SBC Capital Services)
2000 W. Ameritech Center Drive
Hoffman Estates, IL 60196

Mr. Vernon A. Williams
June 25, 2003
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A description of the railroad equipment covered by the enclosed document is:

Twenty-three (23) locomotives:
16 within the series RMPX 6412 – RMPX 9661;
2 RMPX 00001 and RMPX 00002 and
5 within the series RMPX 2482 – RMPX 2687

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

Memorandum of Assignment of Lease Agreement

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

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anr
Enclosures

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MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

This MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT ("Assignment") is made entered into as of June 25, 2003, by and between Maxus Leasing Group, Inc. ("Assignor") and Ameritech Credit Corporation ("Assignee").

WHEREAS, Railcar, Ltd., as Lessor, Railtex, Inc., as Lessee, and RailAmerica, as Guarantor, have heretofore entered into that certain Master Lease Agreement dated as of December 28, 2000, and the related Schedule No. 2 and Schedule No. 3, both dated as of September 19, 2001 (collectively, the "Lease") pertaining to the locomotives described therein ("Equipment"). Evidence of the Lease has been recorded with the Surface Transportation Board pursuant to 49 U.S.C. § 11301 simultaneously with this Assignment and assigned recordation number 24460.

WHEREAS, Railcar Ltd. has assigned to The Andersons, Inc., all right, title and interest in and to the Equipment and Lease, pursuant to Assignment which has been recorded with the Surface Transportation Board and assigned recordation number 24460-A.

WHEREAS, The Andersons, Inc. has assigned to Maxus Leasing Group, Inc. all right, title and interest in and to the Equipment and Lease, pursuant to Assignment which has been recorded with the Surface Transportation Board and assigned recordation number _____.

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest of Assignor in, to and under the Lease; and Assignee accepts such assignment.

This Assignment may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same assignment.

IN WITNESS WHEREOF, the parties have executed or caused this Assignment to be executed as of the day and year first written above.

ASSIGNOR: MAXUS LEASING GROUP, INC.,

By: [Signature]
Brian de la Houssaye
Title: Vice President

STATE OF Ohio)
COUNTY OF Cuyahoga) ss:

Before me, a Notary Public, in and for said county and state, personally appeared Brian de la Houssaye, the Vice President of Maxus Leasing Group, Inc., a Ohio corporation, who acknowledged that he being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its Board of Directors on behalf of the corporation and that the same is the free act and deed of said officer and of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at Solon, Ohio this 19th day of June, 2003.



ANTHONY N. GRANATA
NOTARY PUBLIC
STATE OF OHIO
Recorded in
Cuyahoga Cty.
My Comm. Exp. 9/10/07

[Signature]
Notary Public
My Commission Expires: 9/10/07

ASSIGNEE: AMERITECH CREDIT CORPORATION

By: Vicki Prot

Name: Vicki Prot

Title: Vice President

STATE OF Illinois)
COUNTY OF Cook)

ss:



Before me, a Notary Public, in and for said county and state, personally appeared Vicki L. Prot, the Vice President-Operations of Ameritech Credit Corporation, a Delaware corporation, who acknowledged that he/she being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its Board of Directors on behalf of the corporation and that the same is the free act and deed of said officer and of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at Hoffman Estates, Illinois this 25th day of June, 2003.

Anne M. Peters
Notary Public
My Commission Expires: 11/06/05



EXHIBIT A
DESCRIPTION OF LOCOMOTIVES
Schedule No. 2 to Master Lease Agreement dated December 28, 2000

Description & Quantity of Locomotives: Sixteen (16) used EMD GP40-2 and Two (2) used EMD GP38-2

Lease Term and Rate Options:

Monthly rate of \$76,041.67 for all eighteen (18) units. Payments shall be made in advance on the first day of each month electronically by wire transfer to:

The Andersons F.B.O. Ameritech Credit Corporation
Account # 804-74213
ABA 042000314
Fifth Third Bank
606 Madison Avenue
Toledo, OH 43604
Attn: Michelle Carpenter 419-259-0236

Locomotive Marks and Numbers:

Sixteen used EMD GP40-2:

RMPX 6412
RMPX 6415
RMPX 6424
RMPX 9420
RMPX 9426
RMPX 9431
RMPX 9441
RMPX 9443
RMPX 9457
RMPX 9464
RMPX 9490
RMPX 9514
RMPX 9520
RMPX 9610
RMPX 9645
RMPX 9661

Two used EMD GP38-2:

RMPX 000001
RMPX 000002

EXHIBIT A

DESCRIPTION OF LOCOMOTIVES
Schedule No. 3 to Master Lease Agreement dated December 28, 2000

Description & Quantity of Locomotives: Five (5) used EMD SW 1500 locomotives

Lease Term and Rate Options:

Monthly rate of \$13,687.50 for all five (5) units.

Payments shall be made in advance on the first day of each month electronically by wire transfer to:

The Andersons F.B.O. Ameritech Credit Corporation
Account # 804-74213
ABA 042000314
Fifth Third Bank
606 Madison Avenue
Toledo, OH 43604
Attn: Michelle Carpenter 419-259-6236

Locomotive Marks and Numbers:

RMPX 2482
RMPX 2525
RMPX 2602
RMPX 2680
RMPX 2687