

RECORDATION NO. 25893 FILED

OCT 11 '05

2-15 PM

SURFACE TRANSPORTATION BOARD

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

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

OF COUNSEL
URBAN A. LESTER

October 12, 2005

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 two (2) copies of a Memorandum of Note and Security Agreement, dated as of August 25, 2005, 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:

Secured Party:	Banc of America Leasing & Capital, LLC 305 West Big Beaver Road, Suite 400 Troy, Michigan 48064
Debtor:	Southeastern Industrial Enterprises, Inc. 4915 Duncans Lake Drive Buford, Georgia 30519

Mr. Vernon A. Williams
October 11, 2005
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A description of the railroad equipment covered by the enclosed document is:

Twenty-one (21) gondola cars, seventeen within the series RIRX 1501 - RIRX 1587 as set forth in the exhibit attached to the document, and four others, RIRX 10034 - RIRX 10037.

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

Full Release of Security Interest.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord



RWA/anm
Enclosures

RECORDATION NO. 25893 FILED

OCT 11 '05

2-15 PM

FILED AND RECORDED WITH THE SURFACE TRANSPORTATION BOARD

On: _____

At: _____

And given Recordation No.: _____

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF NOTE AND SECURITY AGREEMENT (the "Agreement") dated as of August 25, 2005 by and between Banc of America Leasing & Capital, LLC, a Delaware limited liability company ("Secured Party") and Southeastern Industrial Enterprises, Inc., a Georgia corporation ("Debtor").

WITNESSETH:

1. Pursuant to the Agreement, Debtor, for good and valuable consideration, has agreed to grant to Secured Party, a first priority security interest in and to, Twenty five (25) Railcars bearing the Reporting Marks/Running Numbers and Serial Numbers set forth on the Exhibit A attached hereto.

2. The Agreement shall be effective as of the date set forth below.

IN WITNESS WHEREOF, the Secured Party and the Debtor have caused this Memorandum of Note and Security Agreement to be signed and sealed by their respective duly authorized signatories as of the date set forth below.

Dated as of: August 25, 2005

Secured Party:
BANC OF AMERICA LEASING
& CAPITAL, LLC

Debtor:
SOUTHEASTERN INDUSTRIAL
ENTERPRISES, INC.

By: Richard J Massack

By: J. W. Franks, Sr

Name: Richard J Massack

Name: J. W. Franks, Sr.

Title: Sales Manager

Title: C. E. O.

DAVID GUMMA
Notary Public, State of Michigan
County of Macomb
My Commission Expires Jan. 15, 2011
Acting in the County of Oakland

10/11/2005

STATE OF: Georgia

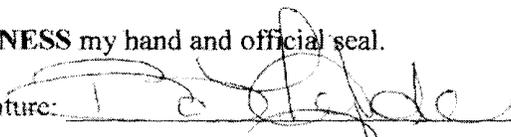
SS.

COUNTY OF: Gwinnett

On 15 Sept 2005 before me, B. Hyde
(Notary Name and Title)

personally appeared S.W. FRANKS SR personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to within the instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature: 
(Notary Seal)

S. HYDE
Notary Public, Gwinnett County, Georgia
My Commission Expires June 18, 2006

Bank of America



Bank of America Leasing & Capital, LLC

Mailcode: 004-100-01-01
305 West Big Beaver, Suite 400
Troy, MI 48064

Exhibit A - Note & Security Agreement

Schedule of Equipment to Note & Security Agreement No. 2186961
DATED August 25, 2005 BETWEEN **BANC OF AMERICA LEASING & CAPITAL, LLC**
("Secured Party") AND Southeastern Industrial Enterprises Inc
("Debtor").

All of the personal property, equipment, components, parts and accessories, including any related services and/or software, which are described on the following identified invoices.

Unless otherwise stated below, the equipment is, and shall be, located at the location identified as the "ship to" location on the respective invoice.

Vendor Name:
Tennessee Commerce Bank
Four (4) 6740 CF Condolias

Invoice No.
Loan # 1319

Invoice Amount:
\$272,624.59

RIRX 10034 RIRX 10035 RIRX 10036 RIRX 10037

Twenty One (21) 6815 CF Condolias

RIRX 1501 RIRX 1502 RIRX 1503 RIRX 1506 RIRX 1514

RIRX 1519 RIRX 1532 RIRX 1535 RIRX 1536 RIRX 1537

RIRX 1545 RIRX 1554 RIRX 1555 RIRX 1556 RIRX 1557

RIRX 1559 RIRX 1560 RIRX 1564 RIRX 1569 RIRX 1571

RIRX 1587

Debtor: Southeastern Industrial Enterprises Inc

By: J. W. Franks

Printed Name: J. W. FRANKS

Title: C. E. O.

Date: 8/26/2005



RE - EXHIBIT A - R-02 2.01.05

To Each of the Addressees Listed
On Schedule I Attached Hereto
September 19, 2005
Page Two

Based upon our examination and review of the Recordation Files, which were completed today 1:15 p.m., it is our opinion that:

1. The Memorandum of Lease and the Memorandum of Security Agreement were duly filed and recorded with the Board pursuant to, and in compliance with, the provisions of 49 U.S.C. Section 11301(a) and the regulations thereunder (the "Recordation Provisions") on December 17, 2004, and were assigned Recordation Numbers 23539 (filed at 2:31 p.m.) and 23539-B (filed at 2:49 p.m.), respectively.

2. The Lease Supplement and Security Agreement Supplement were duly filed and recorded with the Board pursuant to, and in compliance with, the Recordation Provisions on September 19, 2005 and were assigned Recordation Numbers 23539-F (filed at 1:11 p.m.) and 23539-G (filed at 1:14 p.m.), respectively.

3. Other than the Memorandum of Lease, the Lease Supplement, the Memorandum of Security Agreement and the Security Agreement Supplement, no document evidencing a lien and encumbrance on, or security interest in, the Railroad Equipment appears in the Recordation Files. All previously recorded documents covering the Railroad Equipment, or any units thereof, have been released of record by the filing and recordation of releases, assignments, terminations or amendments pursuant to, and in compliance with, the Recordation Provisions.

4. Under the provisions of 49 U.S.C. Section 11301(a), the filing and recordation of the foregoing documents, as set forth in paragraph 1 and 2 above, constitute notice to, and said documents are enforceable against, all persons and are deemed perfected in all jurisdictions of the United States; and no other filing, depositing, registering or recording under any law of the United States, a State (or its political subdivisions) or territory or possession of the United States, is necessary to protect the interests of the parties to the foregoing documents in the Railroad Equipment; and no re-recording, re-filing or re-registering of any of the foregoing documents with the Board is necessary to continue such notice and enforceability under present law and regulations.

Very truly yours,
ALVORD AND ALVORD

By _____
Robert W. Alvord

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: October 11, 2005


Edward M. Luria