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SUSAN G. LICHTENFELD

July 17, 2000

Mr. Vernon A. Williams
Secretary
Office of the Secretary
Surface Transportation Board
1925 K Street, N.W., Suite 700
Washington, D.C. 20423

RECORDATION NO. 23007 FILED
JUL 17 '00 11-21 AM
TS
SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are four original executed copies and one photostatic copy of a Memorandum of Lease and Indenture, dated as of July 6, 2000 (the "Memorandum of Lease and Indenture"), among TTI Boxcar 2000-I Trust (the "Lessor/Debtor"), Tropicana Transportation Corp. (the "Lessee"), and Manufacturers and Traders Trust Company (the "Secured Party"), which Memorandum of Lease and Indenture is a primary document as defined in the Commission's Rules for the Recordation of Documents. The Memorandum of Lease and Indenture relates to that certain Equipment Lease, dated as of July 6, 2000, and that certain Trust Indenture and Security Agreement, dated as of July 6, 2000.

The names and addresses of the parties to the enclosed Memorandum of Lease and Indenture are:

Lessor/Debtor: TTI Boxcar 2000-I Trust
c/o Wilmington Trust Company
Rodney Square North
110 North Market Street
Wilmington, Delaware 19890

Lessee: Tropicana Transportation Corp.
1001 13th Avenue East
Bradenton, Florida 34208

Mr. Vernon A. Williams
July 17, 2000
Page 2

Secured Party: Manufacturers and Traders Trust Company, as Indenture
Trustee
One MT&T Plaza
7th Floor
Buffalo, New York 14203

A description of the railroad equipment covered by the enclosed document is set forth in Exhibit A to the Memorandum of Lease and Indenture.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return three stamped original copies and the stamped photostatic copy of the enclosed document and the stamped photostatic copy of this letter to Susan G. Lichtenfeld at Ross & Hardies, 150 North Michigan Avenue, Suite 2500, Chicago, Illinois 60601.

Following is a short summary of the enclosed document:

Primary Document to be Recorded

Memorandum of Lease and Indenture, dated as of July 6, 2000, among TTI Boxcar 2000-I Trust, as Lessor/Debtor, Tropicana Transportation Corp., as Lessee, and Manufacturers and Traders Trust Company, as Secured Party, covering 125 refrigerated box cars described therein.

Very truly yours,


Susan G. Lichtenfeld

SGL/vgc
w/encl.

cc: Robert W. Kleinman

JUL 17 '00 11-21 AM

[EXECUTION COPY]

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AND INDENTURE

Memorandum of Lease and Indenture, effective as of July 6, 2000, by and among TROPICANA TRANSPORTATION CORP., a Delaware corporation, as the lessee (the "Lessee"), TTI BOXCAR 2000-I TRUST, a Delaware business trust, as the lessor (the "Lessor"), and MANUFACTURERS AND TRADERS TRUST COMPANY, a New York banking corporation, not in its individual capacity, except as expressly provided herein, but solely as indenture trustee (the "Indenture Trustee").

W I T N E S S E T H:

1. The Lessee and the Lessor have entered into an Equipment Lease, dated as of July 6, 2000 (the "Lease"), whereby the Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Trustee certain refrigerated box cars bearing reporting marks as listed on Exhibit A attached hereto (collectively, the "Units"), effective as of the date first set forth herein and subject to the terms contained in the Lease.

2. The Lessee and the Lessor are the parties to the Lease and the Lessee and the Lessor do hereby acknowledge and confirm the rights and obligations made therein and the interests of the Lessor therein and further acknowledge that the Lease shall be available for inspection by contacting the Lessee:

Tropicana Transportation Corp.
1001 13th Avenue East
Bradenton, Florida 34208
Attention: General Counsel

3. The Lessor and Indenture Trustee have entered into the Trust Indenture and Security Agreement, dated as of July 6, 2000 (the "Indenture"), whereby the Indenture Trustee has acquired from the Lessor as security for the secured indenture notes of the Lessor issued on July 10, 2000, a first perfected security interest in all of the Debtor's right, title and interest in, to and under (a) the Lease and all supplements thereto, (b) the Guaranty, dated as of July 6, 2000, made by Pepsico, Inc., (c) the bills of sale relating to the Units executed by Millenium Rail, Inc. (the "Manufacturer"), (d) the Purchase Agreement Assignment, dated as of July 6, 2000, among Tropicana Products, Inc., the Lessee and the Lessor, (e) the consent and agreement of Millenium Rail, Inc., executed by the Manufacturer as of July 6, 2000 and (f) any and all other contracts and agreements transferring to the Trust title to the Units (including any sublease thereof) or any rights or interest therein to which the Lessor is now or hereafter a party.

4. The Lessor and the Indenture Trustee are parties to the Indenture and the Lessor and the Indenture Trustee do hereby acknowledge and confirm the rights and obligations made therein and the interests of the Indenture Trustee therein and further acknowledge that the Indenture shall be available for inspection by contacting the Indenture Trustee:

Manufacturers and Traders Trust Company,
as Indenture Trustee
One M&T Plaza
7th Floor
Buffalo, New York 14203
Attention: Corporate Trust Department

5. This Memorandum of Lease and Indenture is being recorded with the Surface Transportation Board pursuant to Section 11301(a) of Title 49 of the United States Code.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

Lessee: TROPICANA TRANSPORTATION CORP.

By: Joseph Liguori
Name: Joseph Liguori
Title: Assistant Treasurer

Executed on this 10th day of July, 2000

Lessor: TTI BOXCAR 2000-I TRUST
By Wilmington Trust Company, not in its individual capacity, except as expressly provided herein, but solely as Owner Trustee

By: _____
Name:
Title:

Executed on this 6th day of July, 2000

Indenture Trustee: MANUFACTURERS AND TRADERS TRUST COMPANY, not in its individual capacity except as expressly provided herein, but solely as Indenture Trustee

By: _____
Name:
Title:

Executed on this 7th day of July, 2000

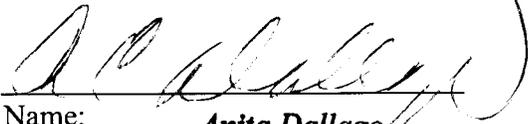
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

Lessee: TROPICANA TRANSPORTATION CORP.

By: _____
Name:
Title:

Executed on this 10th day of July, 2000

Lessor: TTI BOXCAR 2000-I TRUST
By Wilmington Trust Company, not in its individual capacity, except as expressly provided herein, but solely as Owner Trustee

By: 
Name: **Anita Dallago**
Title: **Financial Services Officer**

Executed on this 6th day of July, 2000

Indenture Trustee: MANUFACTURERS AND TRADERS TRUST COMPANY, not in its individual capacity except as expressly provided herein, but solely as Indenture Trustee

By: _____
Name:
Title:

Executed on this 7th day of July, 2000

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

Lessee: TROPICANA TRANSPORTATION CORP.

By: _____
Name:
Title:

Executed on this 10th day of July, 2000

Lessor: TTI BOXCAR 2000-I TRUST
By Wilmington Trust Company, not in its individual capacity, except as expressly provided herein, but solely as Owner Trustee

By: _____
Name:
Title:

Executed on this 16th day of July, 2000

Indenture Trustee: MANUFACTURERS AND TRADERS TRUST COMPANY, not in its individual capacity except as expressly provided herein, but solely as Indenture Trustee

By: Judy M. Lipson
Name: JUDY M. LIPSON
Title: Vice Pres.

Executed on this 7th day of July, 2000

STATE OF New York)
COUNTY OF Westchester) SS

On this 10 day of July, 2000, before me personally appeared Joseph Riqueri and _____, to me personally known, who being by me duly sworn, say that they are his Assistant Treasurer and _____, respectively, of TROPICANA TRANSPORTATION CORP., that said instrument was signed and sealed on behalf of said corporation on such day by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Maureen E. Leffand
Notary Public

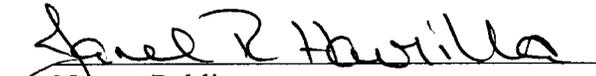
[NOTARIAL SEAL]

My commission expires:

MAUREEN E. LEFFAND
Notary Public, State of New York
No. 5005679
Qualified in Westchester County
Certificate Filed in New York County
My Commission Expires Dec. 14, 20 01

STATE OF DELAWARE)
) SS
COUNTY OF NEW CASTLE)

On this 6th day of July, 2000, before me personally appeared Anita E. Dallago, to me personally know, who being by me duly sworn, say that he/she is Financial Services Officer of WILMINGTON TRUST COMPANY, that said instrument was signed and sealed on behalf of said corporation, not in its individual capacity but solely as Owner Trustee of the TTI BOXCAR 2000-I TRUST, a Delaware business trust, on such day by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public
JANEL R. HAVRILLA
NOTARY PUBLIC-DELAWARE
My Commission Expires February 2, 2001

[NOTARIAL SEAL]

My commission expires: _____.

STATE OF New York)
COUNTY OF ERIE) SS

On this 7th of July, 2000, before me personally appeared JUDY M. LIPUMA, to me personally known, who being by me duly sworn, say that ~~he~~ she is Vice President of MANUFACTURERS AND TRADERS TRUST COMPANY, that said instrument was signed and sealed on behalf of said corporation on such day by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

M. Anthony Argenio
Notary Public

[NOTARIAL SEAL]

M. ANTHONY ARGENIO
Notary Public, State of New York
Qualified in Erie County
My Commission Expires June 22, 2001

My commission expires: _____

EXHIBIT A

<u>Reporting Marks</u>	<u>Equipment Description</u>	<u>Manufacturer</u>	<u>Quantity</u>
TPIX Numbers 3006-3089, 3094-3134	Refrigerated Box Cars	Millennium Rail, Inc.	125