

RECORDATION NO. 25554 FILED

APR 21 '05 1-20 PM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

April 21, 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 three (3) copies of a Memorandum of Collateral Assignment and Security Agreement, dated as of March 31, 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:

Assignor: The Scoular Company
2027 Doge Street
Omaha, NE 68102

Assignee: John Hancock Life Insurance Company
200 Clarendon Street
Boston, MA 02117

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

1 locomotive: FMWX 3001

Mr. Vernon A. Williams
April 21, 2005
Page Two

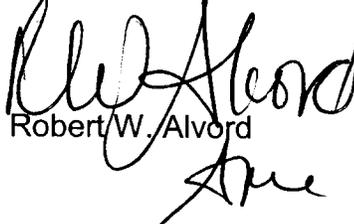
A short summary of the document to appear in the index follows:

Memorandum of Collateral Assignment and Security Agreement

Also enclosed is a check in the amount of \$32.00 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

APR 2 '05

1:20 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF COLLATERAL ASSIGNMENT AND SECURITY AGREEMENT

Memorandum of Collateral Assignment and Security Agreement made and entered into as of March 31, 2005 by and between The Scoular Company ("Assignor") and John Hancock Life Insurance Company, as collateral agent ("Assignee").

WITNESSETH:

The undersigned have entered into that certain Security Agreement dated as of March 31, 2005 by which Assignor has assigned and granted a lien on its right, title and interest in and to the following described railroad equipment (together with all proceeds thereof) to Assignee as security for certain loans: one (1) 1962 EMD General Motors Model GP-30 2250 HP diesel engine locomotive designated as FMWX 3001.

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

The Scoular Company

By _____
Its: _____John Hancock Life Insurance Company, as
Collateral AgentBy *Seward E. Johnson*
Its: Managing Director

MEMORANDUM OF COLLATERAL ASSIGNMENT AND SECURITY AGREEMENT

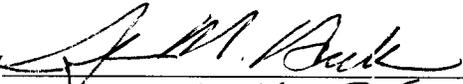
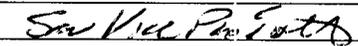
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The Scoular Company

By 
Its: 

John Hancock Life Insurance Company, as
Collateral Agent

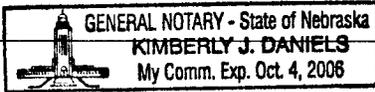
By _____
Its: _____

STATE OF Nebraska)
COUNTY OF Douglas)

On this 19th day of April, 2005, before me personally appeared John M. Heck, to me personally known, who being by me duly sworn, says that he is the Mr. Pres. of The Scoular Company, that the foregoing document was signed on behalf of said corporation, and he acknowledged that the execution of said instrument was his free act and deed.

Kimberly J. Daniels
Notary Public

My Commission Expires:



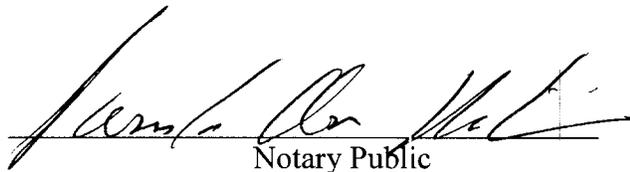
COMMONWEALTH

STATE OF MASSACHUSETTS)

)

COUNTY OF: SUFFOLK)

On this 14th day of April, 2005, before me personally appeared David C. Johnson, to me personally known, who being by me duly sworn, says that he is the Managing Director of John Hancock Life Insurance Company, that the foregoing document was signed on behalf of said corporation, and he acknowledged that the execution of said instrument was his free act and deed.



Notary Public

My Commission Expires:

Pamela Ann Memishian
NOTARY PUBLIC

My Commission Expires: December 28, 2010