



CORPORATION SERVICE COMPANY

April 26, 2005

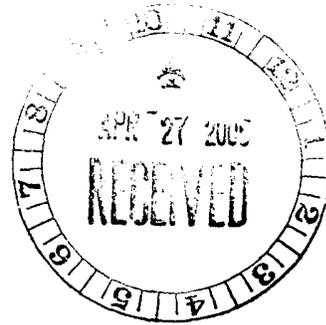
Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423
(202) 565-1656
(202) 565-9004 – Fax
Barbara.Saddler@stb.dot.gov

RECORDATION NO. 25563 FILED

APR 27 '05

3-11 PM

SURFACE TRANSPORTATION BOARD



RE: 143345-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of April 8, 2005 between the following parties:

Names and address of the following parties:

Lessor: **HARRIS TRUST AND SAVINGS BANK**

Attn: Food Group 111 West Monroe Street Chicago, IL 60603

Lessee: **SOUTH CENTRAL FLORIDA EXPRESS, INC.**

111 Ponce de Leon Avenue Clewiston, FL 33440

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

Memorandum of Railcar Lease between Lessor: **HARRIS TRUST AND SAVINGS BANK** and Lessee: **SOUTH CENTRAL FLORIDA EXPRESS, INC.** covering 62 locomotives with reporting marks and numbers –SCFE 9016 – SCFE 9156 - NOT INCLUSIVE.

Please file this memorandum as a PRIMARY document and return one (1) stamped original to my attention. A check covering the filing fee of thirty-two dollars (\$32.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

April O'Shea
Motor Vehicle Specialist
Corporation Service Company
801 Adlai Stevenson Drive
Springfield, IL 62703
(800) 995-5071 ext. 3813

RECORDATION NO. 25563 FILED

APR 27 '05

3-11 PM

SURFACE TRANSPORTATION BOARD

RAILCAR COLLATERAL AGREEMENT

This 8th day of April, 2005, SOUTH CENTRAL FLORIDA EXPRESS, INC., a Florida corporation ("*Debtor*") with its principal place of business and mailing address at 111 Ponce de León Avenue, Clewiston, Florida 33440, in consideration of ten dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, assigns, mortgages and pledges to HARRIS TRUST AND SAVINGS BANK, an Illinois banking corporation, in its capacity as administrative agent for itself and certain other lenders to the Debtor, with its mailing address at 111 West Monroe Street, Chicago, Illinois 60603 Attn: Food Group, and its successors and assigns (in such capacity, the "*Secured Party*"), and grants to Secured Party a continuing security interest in, the following property:

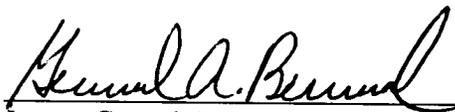
- (i) The railroad rolling stock described on Schedule A hereto (including any railcar or locomotive listed thereon), together with all accessories, equipment, parts and appurtenances appertaining or attached to any of such equipment, whether now owned or hereafter acquired, and all substitutions, renewals or replacements of and additions, improvements, accessions and accumulations to any and all of said equipment, together with all the rents, issues, income, profits and avails therefrom; and
- (ii) Each lease of any of the foregoing under which the Debtor is the lessor;
and
- (iii) All proceeds of the foregoing ;

to secure performance of all Secured Obligations as set out in that certain Security Agreement dated as of April 8, 2005, by and among Debtor, Secured Party and the other parties thereto (the "*Security Agreement*").

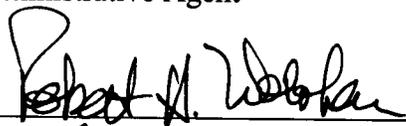
Debtor does hereby further acknowledge and affirm that the rights and remedies of Secured Party with respect to the assignment, mortgage, pledge and security interest in the railroad rolling stock, leases and other collateral made and granted hereby are more fully set forth in the Security Agreement.

IN WITNESS WHEREOF, Debtor has caused this Railcar Collateral Agreement to be duly executed as of the date and year last above written.

SOUTH CENTRAL FLORIDA EXPRESS, INC.

By 
Name: Gerard A. Bernard
Title: Assistant Secretary and Treasurer

HARRIS TRUST AND SAVINGS BANK, as
Administrative Agent

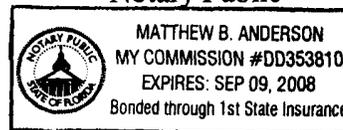
By 
Name ROBERT H. WOLOHAN
Title VICE PRESIDENT

STATE OF FLORIDA)
) SS
COUNTY OF MIAMI-DADE)

I, MATTHEW B. ANDERSON a Notary Public in and for said County, in the State aforesaid, do hereby certify that Gerard A. Bernard, Assistant Secretary and Treasurer of South Central Florida Express, Inc., a Florida corporation, who is personally known to me to be the same person whose name is subscribed to the foregoing instrument as such Assistant Secretary and Treasurer appeared before me this day in person and acknowledged that he signed and delivered the said instrument as his own free and voluntary act and as the free and voluntary act and deed of said corporation for the uses and purposes therein set forth.

Given under my hand and notarial seal, this 4th day of April, 2005.

(NOTARIAL SEAL)



My Commission Expires:

(Type or Print Name)

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

I, _____, a Notary Public in and for said County, in the State aforesaid, do hereby certify that Robert H. Wolohan, Vice President of Harris Trust and Savings Bank, an Illinois banking corporation, who is personally known to me to be the same person whose name is subscribed to the foregoing instrument as such Vice President, appeared before me this day in person and acknowledged that he signed and delivered the said instrument as his own free and voluntary act and as the free and voluntary act and deed of said corporation for the uses and purposes therein set forth.

Given under my hand and notarial seal, this 8th day of April, 2005.



Judith Tigerman
Notary Public

My Commission Expires:

JUDITH TIGERMAN
(Type or Print Name)

SEPT. 27, 2005

**SCHEDULE A
TO RAILCAR COLLATERAL AGREEMENT**

See attached.

SOUTH CENTRAL FLORIDA EXPRESS

Fixed Asset Listing - Rolling Stock (Locomotives & Railcars)

<u>Description</u>	<u>Identification Number</u>	<u>Mark</u>
LOCOMOTIVE, GP-16 1951 EMD 1600 HORSEPOWER	9016	SCFE
LOCOMOTIVE, GP-16 1951 EMD 1600 HORSEPOWER	9017	SCFE
GP 18 (EX GTW 4702) LOCOMOTIVE	9021	SCFE
GP 18 (GTW 4702),LOCOMOTIVE	9022	SCFE
EMD GP-11 LOCOMOTIVE	9023	SCFE
EMD GP-11 LOCOMOTIVE	9024	SCFE
EMD GP-11 LOCOMOTIVE	9025	SCFE
EMD GP-11 LOCOMOTIVE	9026	SCFE
<i>LOCO 921 MAIN GENERATOR</i>		
GP 11 LOCOMOTIVE	9027	SCFE
GP 11 LOCOMOTIVE	9028	SCFE
GP 11 LOCOMOTIVE	9029	SCFE
LOCOMOTIVE GP-11 # 8750	9030	SCFE
LOCOMOTIVE GP-11 # 8731	9031	SCFE
LOCOMOTIVE GP-11 # 8741	9032	SCFE
Locomotives		
ROLLING STOCK, 55 FOOT "XP" BOX CAR	9101	SCFE
ROLLING STOCK, 55 FOOT "XP" BOX CAR	9102	SCFE
ROLLING STOCK, 55 FOOT "XP" BOX CAR	9103	SCFE
ROLLING STOCK, 55 FOOT "XP" BOX CAR	9104	SCFE
ROLLING STOCK, 55 FOOT "XP" BOX CAR	9105	SCFE
ROLLING STOCK, 55 FOOT "XP" BOX CAR	9106	SCFE
ROLLING STOCK, 55 FOOT "XP" BOX CAR	9107	SCFE
ROLLING STOCK, 55 FOOT "XP" BOX CAR	9108	SCFE
ROLLING STOCK, 55 FOOT "XP" BOX CAR	9109	SCFE
ROLLING STOCK, 55 FOOT "XP" BOX CAR	9110	SCFE
ROLLING STOCK, 55 FOOT "XP" BOX CAR	9111	SCFE
ROLLING STOCK, 55 FOOT "XP" BOX CAR	9112	SCFE
ROLLING STOCK, 55 FOOT "XP" BOX CAR	9113	SCFE
ROLLING STOCK, 55 FOOT "XP" BOX CAR	9114	SCFE
ROLLING STOCK, 55 FOOT "XP" BOX CAR	9115	SCFE
ROLLING STOCK, 55 FOOT "XP" BOX CAR	9117	SCFE
ROLLING STOCK, 55 FOOT "XP" BOX CAR	9118	SCFE
ROLLING STOCK, 55 FOOT "XP" BOX CAR	9119	SCFE
ROLLING STOCK, 55 FOOT "XP" BOX CAR	9120	SCFE
ROLLING STOCK, 55 FOOT "XP" BOX CAR	9121	SCFE
ROLLING STOCK, 55 FOOT "XP" BOX CAR	9123	SCFE
ROLLING STOCK, 55 FOOT "XP" BOX CAR	9124	SCFE
ROLLING STOCK, 55 FOOT "XP" BOX CAR	9125	SCFE
ROLLING STOCK, 55 FOOT "XP" BOX CAR	9126	SCFE
ROLLING STOCK, 55 FOOT "XP" BOX CAR	9127	SCFE
ROLLING STOCK, 55 FOOT "XP" BOX CAR	9128	SCFE
ROLLING STOCK, 55 FOOT "XP" BOX CAR	9129	SCFE

