TRAILER TRAIN COMPANY

101 NORTH WACKER DRIVE · CHICAGO, ILLINOIS 60606
(312) 853-3223

DIRECT LINE: (312) 984-3821

THOMAS D. MARION
TREASURER

ICC OFFICE OF THE SECRETARY

SEP 30 2 50 PM '88

MOTOR OPERATING UNIT

RECORDATION NO. 15412-B Filed 1425

SEP 30 1988 2 55 PM

INTERSTATE COMMERCE COMMISSION

September 27, 1988

8-274A086

Date SEP 30 1988

Fee $ 26.00

ICC Washington, D. C.

Honorable Noreta R. McGee
Secretary
Interstate Commerce Commission
12th & Constitutional Avenue, N.W.
Room 2303 - Recordation Department
Washington, DC 20423

Dear Ms. McGee:

Railgon Company hereby submits for filing and recording under 49 U.S.C., Section 11303(a) and the regulations promulgated thereunder, the attached Schedule A which lists four-hundred (400) railroad gondola cars by road number. These cars are under lease to the Chicago and North Western Railroad Co.

This Schedule A should be included with the "Lease of Railroad Equipment" and "Assignment of Leases", each dated as of December 15, 1987, and filed December 15, 1987 under Recordation Numbers 15412 and 15412A, respectively. Please assign recordation number 15412-B to this Schedule A attached.

At the time the above referenced documents were filed, certain of the car number information included in a previously filed Schedule A in that document was not yet available. The purpose of this filing is to now identify and record a complete listing of those 400 car numbers in a new Schedule A to be included with these documents.

Please cross-index this filing under the name Railgon Company.

Enclosed are two checks in the amount of $13 each to pay the recording fee and cross-indexing fee for the Schedule A.

Once the filing has been made, please keep one copy for the files and return the other stamped original, the fee receipt, the acknowledgement of filing and the extra copies of this letter to my attention.

Very truly yours,

Thomas D. Marion

Thomas D. Marion

P.S. Ms. Mildred Lee - Please phone Tom Marion at (312) 984-3821 as soon as this agreement is recorded, advising of the recordation number, date and time. Thank you in advance.

TDM:map

RAILGON COMPANY
SCHEDULE A
(CARS INCLUDED IN CNW LEASE DATED AS OF 12/15/87)
TOTAL NUMBER OF CARS = 400

OLD RAILGON CAR NUMBER	NEW CNW CAR NUMBER	OLD RAILGON CAR NUMBER	NEW CNW CAR NUMBER	OLD RAILGON CAR NUMBER	NEW CNW CAR NUMBER	OLD RAILGON CAR NUMBER	NEW CNW CAR NUMBER	OLD RAILGON CAR NUMBER	NEW CNW CAR NUMBER	OLD RAILGON CAR NUMBER	NEW CNW CAR NUMBER	OLD RAILGON CAR NUMBER	NEW CNW CAR NUMBER	OLD RAILGON CAR NUMBER	NEW CNW CAR NUMBER
330000	350203	330128	350394	330255	350165	330414	350260	340055	350326	340161	350298	340262	350121	340350	350143
330003	350279	330130	350283	330257	350416	330418	350202	340059	350317	340165	350321	340263	350226	340351	350414
330004	350256	330137	350268	330259	350489	330427	350426	340060	350365	340167	350109	340265	350392	340352	350387
330010	350375	330138	350236	330260	350235	330429	350216	340063	350354	340168	350107	340266	350116	340355	350454
330015	350475	330139	350139	330262	350493	330430	350401	340065	350313	340171	350183	340268	350215	340356	350470
330016	350447	330140	350206	330263	350408	330433	350184	340066	350258	340172	350114	340269	350207	340361	350433
330021	350278	330141	350240	330267	350349	330435	350141	340067	350120	340174	350316	340270	350449	340362	350481
330023	350156	330149	350411	330268	350355	330438	350161	340069	350352	340175	350241	340273	350325	340364	350482
330029	350250	330151	350297	330270	350490	330446	350421	340071	350102	340176	350338	340275	350486	340365	350360
330030	350310	330153	350157	330272	350171	330447	350217	340075	350438	340179	350377	340276	350282	340367	350364
330035	350445	330154	350255	330273	350272	330448	350491	340076	350110	340180	350248	340277	350390	340368	350399
330040	350327	330163	350356	330274	350308	330451	350153	340079	350177	340182	350101	340278	350224	340369	350178
330041	350259	330164	350335	330278	350370	330456	350468	340080	350322	340188	350208	340281	350406	340370	350242
330043	350403	330177	350162	330279	350334	330457	350296	340083	350134	340190	350223	340282	350269	340373	350336
330048	350412	330178	350276	330281	350185	330458	350163	340085	350315	340192	350302	340283	350209	340375	350261
330051	350197	330179	350142	330282	350189	330459	350174	340086	350125	340193	350295	340284	350124	340377	350149
330052	350379	330184	350380	330283	350476	330463	350479	340088	350363	340194	350115	340287	350243	340382	350294
330054	350292	330187	350410	330287	350263	330465	350244	340093	350431	340196	350266	340290	350198	340384	350133
330056	350407	330188	350323	330290	350378	330467	350422	340094	350285	340197	350456	340291	350300	340386	350357
330058	350424	330192	350441	330293	350373	330468	350351	340095	350455	340201	350132	340292	350131	340388	350494
330060	350182	330194	350148	330296	350211	330478	350333	340096	350200	340203	350138	340293	350246	340390	350435
330065	350345	330195	350472	330314	350371	330480	350462	340098	350104	340204	350466	340295	350331	340391	350113
330067	350453	330196	350164	330318	350443	330481	350290	340101	350386	340205	350270	340296	350457	340393	350190
330068	350461	330198	350251	330319	350340	330482	350437	340105	350388	340209	350344	340300	350469	340398	350395
330070	350432	330199	350175	330322	350252	330487	350368	340109	350374	340212	350389	340302	350119	340400	350284
330073	350358	330202	350452	330324	350369	330489	350214	340110	350359	340217	350347	340303	350329	340401	350324
330076	350265	330204	350176	330328	350172	330496	350463	340113	350498	340218	350353	340305	350118	340408	350230
330077	350330	330211	350277	330329	350372	340000	350158	340114	350201	340221	350105	340306	350274	340409	350219
330078	350402	330213	350196	330332	350436	340003	350309	340121	350499	340223	350467	340310	350450	340412	350384
330084	350232	330216	350417	330333	350305	340014	350117	340123	350112	340224	350328	340311	350179	340415	350306
330085	350264	330218	350419	330346	350186	340016	350293	340124	350253	340232	350488	340312	350234	340421	350342
330086	350233	330222	350337	330348	350291	340018	350159	340126	350193	340234	350147	340317	350229	340422	350111
330087	350155	330223	350439	330352	350383	340019	350473	340128	350495	340235	350273	340320	350144	340423	350332
330096	350299	330225	350154	330353	350166	340021	350451	340129	350128	340236	350122	340326	350477	340425	350307
330097	350320	330226	350267	330359	350404	340023	350254	340134	350465	340237	350181	340327	350126	340427	350430
330102	350400	330227	350381	330371	350194	340026	350249	340138	350474	340239	350169	340329	350192	340428	350391
330103	350257	330228	350393	330376	350362	340029	350108	340139	350413	340241	350103	340331	350405	340434	350262
330104	350160	330229	350318	330382	350204	340037	350425	340141	350221	340243	350227	340332	350480	340436	350398
330107	350280	330230	350440	330384	350458	340038	350301	340142	350497	340244	350168	340333	350434	340437	350271
330110	350314	330231	350247	330387	350415	340040	350478	340143	350137	340248	350210	340336	350396	340440	350346
330114	350444	330234	350485	330388	350199	340041	350446	340145	350187	340249	350496	340337	350382	340444	350348
330115	350312	330238	350448	330396	350409	340042	350420	340146	350191	340251	350341	340342	350127	340445	350471
330117	350220	330240	350487	330397	350145	340043	350366	340148	350152	340252	350106	340343	350123	340446	350195
330118	350287	330243	350237	330398	350460	340046	350303	340152	350289	340253	350361	340345	350428	340448	350170
330119	350459	330244	350150	330403	350397	340047	350231	340153	350418	340255	350319	340346	350288	340450	350339
330120	350225	330250	350464	330408	350484	340051	350311	340155	350130	340257	350205	340347	350212	340451	350429
330125	350442	330252	350492	330410	350385	340053	350376	340158	350239	340259	350140	340348	350213	340452	350146

RECEIVED
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INTERSTATE COMMERCE COMMISSION

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340453	350245														
340456	350304														
340457	350423														
340458	350350														
340460	350228														
340464	350218														
340467	350483														
340469	350222														
340472	350151														
340473	350367														
340474	350167														
340475	350238														
340476	350180														
340479	350427														
340480	350129														
340481	350343														
340482	350286														
340483	350135														
340484	350275														
340488	350100														
340491	350136														
340492	350173														
340498	350188														
340499	350281														

TRAILER TRAIN COMPANY :

BY: Thomas D. Marion
THOMAS D. MARION
TREASURER

DATE: September 29, 1988

(CORPORATE SEAL)

ATTEST:

Christopher A. Kirkella
ASSISTANT SECRETARY

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this 29th day of September, 1988, before me personally appeared Thomas D. Marion, to me personally known, who, being by me duly sworn, says that he is the Treasurer of TRAILER TRAIN COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

John G. Rainsford
Notary Public

~~(NOTARIAL SEAL)~~
"OFFICIAL SEAL"
John G. Rainsford
Notary Public, State of Illinois
My Commission Expires 10/1/90