**TRAILER TRAIN COMPANY**

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

DIRECT LINE: (312) 984-3821

THOMAS D. MARION
TREASURER

RECORDATION NO. 12013-R Filed 1995

SEP 30 1988 -2 55 PM

INTERSTATE COMMERCE COMMISSION

Date 9/30/88
Fee $ 13.00
ICC Washington, D. C.

September 27, 1988

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 "Amendment to Lease of Railroad Equipment (No. 1)", the "Amendment to Conditional Sale Agreement (No. 1)", and the "Amendment to Assignment of Lease and Agreement (No. 1)", each dated as of December 15, 1987, and filed December 15, 1987 under Recordation Numbers 12013-0, 12013-P and 12013-Q, respectively. Please assign recordation number 12013-R 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.

Enclosed is a check in the amount of $13 to pay the recording 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 FROM RAILGON LEASE NO. 1)
TOTAL NUMBER OF CARS = 153

| 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 | 340060 | 350365 | 340167 | 350109 |
| 330003 | 350279 | 330130 | 350283 | 340063 | 350354 | 340168 | 350107 |
| 330004 | 350256 | 330137 | 350268 | 340065 | 350313 | 340171 | 350183 |
| 330010 | 350375 | 330138 | 350236 | 340066 | 350258 | 340172 | 350114 |
| 330015 | 350475 | 330139 | 350139 | 340067 | 350120 | 340174 | 350316 |
| 330016 | 350447 | 330140 | 350206 | 340069 | 350352 | 340175 | 350241 |
| 330021 | 350278 | 330141 | 350240 | 340071 | 350102 | 340176 | 350338 |
| 330023 | 350156 | 330149 | 350411 | 340075 | 350438 | 340179 | 350377 |
| 330029 | 350250 | 330151 | 350297 | 340076 | 350110 | 340180 | 350248 |
| 330030 | 350310 | 330153 | 350157 | 340079 | 350177 | 340182 | 350101 |
| 330035 | 350445 | 330154 | 350255 | 340080 | 350322 | 340188 | 350208 |
| 330040 | 350327 | 330163 | 350356 | 340083 | 350134 | 340190 | 350223 |
| 330041 | 350259 | 330164 | 350335 | 340085 | 350315 | | |
| 330043 | 350403 | 330177 | 350162 | 340086 | 350125 | | |
| 330048 | 350412 | 330178 | 350276 | 340088 | 350363 | | |
| 330051 | 350197 | 330179 | 350142 | 340093 | 350431 | | |
| 330052 | 350379 | 330184 | 350380 | 340094 | 350285 | | |
| 330054 | 350292 | 330187 | 350410 | 340095 | 350455 | | |
| 330056 | 350407 | 330188 | 350323 | 340096 | 350200 | | |
| 330058 | 350424 | 330192 | 350441 | 340098 | 350104 | | |
| 330060 | 350182 | 330194 | 350148 | 340101 | 350386 | | |
| 330065 | 350345 | 330195 | 350472 | 340105 | 350388 | | |
| 330067 | 350453 | 330196 | 350164 | 340109 | 350374 | | |
| 330068 | 350461 | 330198 | 350251 | 340110 | 350359 | | |
| 330070 | 350432 | 330199 | 350175 | 340113 | 350498 | | |
| 330073 | 350358 | 340000 | 350158 | 340114 | 350201 | | |
| 330076 | 350265 | 340003 | 350309 | 340121 | 350499 | | |
| 330077 | 350330 | 340014 | 350117 | 340123 | 350112 | | |
| 330078 | 350402 | 340016 | 350293 | 340124 | 350253 | | |
| 330084 | 350232 | 340018 | 350159 | 340126 | 350193 | | |
| 330085 | 350264 | 340019 | 350473 | 340128 | 350495 | | |
| 330086 | 350233 | 340021 | 350451 | 340129 | 350128 | | |
| 330087 | 350155 | 340023 | 350254 | 340134 | 350465 | | |
| 330096 | 350299 | 340026 | 350249 | 340138 | 350474 | | |
| 330097 | 350320 | 340029 | 350108 | 340139 | 350413 | | |
| 330102 | 350400 | 340037 | 350425 | 340141 | 350221 | | |
| 330103 | 350257 | 340038 | 350301 | 340142 | 350497 | | |
| 330104 | 350160 | 340040 | 350478 | 340143 | 350137 | | |
| 330107 | 350280 | 340041 | 350446 | 340145 | 350187 | | |
| 330110 | 350314 | 340042 | 350420 | 340146 | 350191 | | |
| 330114 | 350444 | 340043 | 350366 | 340148 | 350152 | | |
| 330115 | 350312 | 340046 | 350303 | 340152 | 350289 | | |
| 330117 | 350220 | 340047 | 350231 | 340153 | 350418 | | |
| 330118 | 350287 | 340051 | 350311 | 340155 | 350130 | | |
| 330119 | 350459 | 340053 | 350376 | 340158 | 350239 | | |
| 330120 | 350225 | 340055 | 350326 | 340161 | 350298 | | |
| 330125 | 350442 | 340059 | 350317 | 340165 | 350321 | | |

TRAILER TRAIN COMPANY :

BY: Thomas D. Marion
THOMAS D. MARION
TREASURER

DATE: September 29, 1988

(CORPORATE SEAL)

ATTEST:

Christopher G. Kinsella
ASSISTANT SECRETARY

RECORDATION NO. 12013-R
FILED 1986
SEP 30 1988 2:55
INTERSTATE COMMERCE COMMISSION

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