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April 9, 1991

17280
APR 11 1991 10 10 AM
INTERSTATE COMMERCE COMMISSION

Interstate Commerce Commission
12th & Constitution Avenue, S.W.
Washington, D.C. 20423

Attention: Ms. Mildred Lee
Room 2303

Re: Car Use Agreement between Railcar, Ltd., as agent for
Chrysler Rail Transportation Corporation, and Canadian
National Railway Company

Dear Ms. Lee:

Enclosed are two originally executed and notarized copies of a summary Car Use Agreement between Railcar, Ltd., as agent for Chrysler Rail Transportation Corporation, and Canadian National Railway Company. The Car Use Agreement relates to the reporting marks and car numbers LW 1000-1143 and 1200-1293, inclusive, with respect to up to two hundred thirty-eight (238) 70-ton, 50-foot, Plate "C" cushion underframe, single sheath boxcars.

The addresses of the parties are as follows:

Railcar, Ltd. (Agent)
1819 Peachtree Road, N.E., Suite 303
Atlanta, Georgia 30309-1847

Chrysler Rail Transportation Corporation (Owner/Assignor)
300 Knightsbridge Parkway
Suite 320
Lincolnshire, Illinois 60069

Canadian National Railway Company (Assignee)
935 de La Gauchietiere Street, West
Montreal, Quebec Canada H3B 2M9

CUSHING & MORRIS

Interstate Commerce Commission
April 9, 1991
Page 2

I would greatly appreciate your recording the enclosed summary Car Use Agreement and returning a copy to me. I am enclosing a check for \$15.00 to cover the filing fee.

Thank you for your assistance.

Very truly yours,



Kevin R. Armbruster

KRA/mdw

Enclosures

cc: Mr. Wilds L. Pierce
Mr. Philip A. Dabice

Interstate Commerce Commission
Washington, D.C. 20423

4/11/91

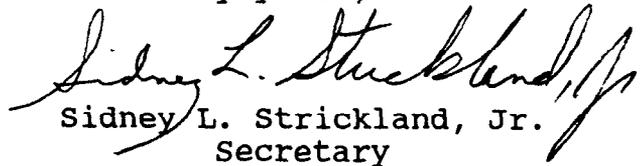
OFFICE OF THE SECRETARY

Kevin R. Armbruster
Cushing & Morris
2323 Peachtree Center Cain Tower
229 Peachtree Street, N.E.
Atlanta, GA. 30303

Dear Sirs:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/11/91 at 10:10AM, and assigned recordation number(s) 17280.

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

CAR USE AGREEMENT

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APR 14 1991 - 10 10 AM
INTERSTATE COMMISSION

1. This Car Use Agreement is made and entered into as of November 6, 1989, by and between RAILCAR, LTD., as agent for CHRYSLER RAIL TRANSPORTATION CORPORATION, and CANADIAN NATIONAL RAILWAY COMPANY.

2. Railcar, Ltd. agrees to assign to Canadian National Railway Company and Canadian National Railway Company agrees to and does hereby accept the assignment from Railcar, Ltd. of the following:

Up to two hundred thirty-eight (238) 70-ton, 50-foot, Plate "C," cushion underframe, single sheath boxcars bearing the reporting marks and car numbers LW 1000-1143 and 1200-1293, inclusive.

3. The addresses of the parties are as follows:

Railcar, Ltd. (Agent for Chrysler Rail Transportation Corporation)
1819 Peachtree Road, N. E., Suite 303
Atlanta, Georgia 30309-1847

Chrysler Rail Transportation Corporation (Owner/Assignor)
300 Knightsbridge Parkway
Suite 320
Lincolnshire, Illinois 60069

Canadian National Railway Company (Assignee)
935 de La Gauchetiere Street, West
Montreal, Quebec, Canada H3B 2M9

4. The term of this Car Use Agreement is three (3) years terminating approximately on December 31, 1992.

5. The terms and provisions of this Car Use Agreement are more particularly set forth in a Car Use Agreement of even date by and between Canadian National Railway Company and Railcar, Ltd., as agent for Chrysler Rail Transportation Corporation.

IN WITNESS WHEREOF, the parties hereto have caused this Car Use Agreement to be executed as of the day and year first above written.

RAILCAR, LTD.
(AGENT FOR CHRYSLER RAIL TRANSPORTATION CORPORATION)

By: *Wilds L. Pierce*
Wilds L. Pierce, President

[CORPORATE SEAL]

CANADIAN NATIONAL RAILWAY COMPANY

By: *[Signature]*
Title: General Solicitor

[CORPORATE SEAL]

By: *Maurice Andre Lemieux*
Title: Assistant Secretary

APPROVED AS TO FORM
[Signature]
ASST GENERAL SOLICITOR

