

**Chapman and Cutler LLP**

Attorneys at Law · Focused on Finance®

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Partner

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F 312 701 2361  
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February 16, 2011

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board (the "Board")  
395 E Street, S.W.  
Washington, DC 20423-0001

RECORDATION NO. 26985-A FILED

FEB 16 '11 -3 10 PM

**SURFACE TRANSPORTATION BOARD**

Re: **Bank of Montreal-Watco Companies**  
Memorandum of Amended and Restated Equipment Description

Dear Section Chief:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two executed copies of the Memorandum of Amended and Restated of Equipment Description effective as of December 15, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement dated April 30, 2007 by and among the Debtors and the Secured Party, a memorandum of which was recorded with the Surface Transportation Board on May 25, 2007 at 4:10 P.M. under recordation number 26985.

The names and addresses of the parties to the enclosed document are as follows:

Debtors:           WATCO COMPANIES, L.L.C.  
                      WATCO TRANSPORTATION SERVICES, L.L.C.  
                      EASTERN IDAHO RAILROAD, L.L.C.  
                      SOUTH KANSAS AND OKLAHOMA RAILROAD, INC.  
                      KANSAS & OKLAHOMA RAILROAD, L.L.C.  
                      TIMBER ROCK RAILROAD, L.L.C.  
                      PRCCR, INC.  
                      PENNSYLVANIA SOUTHWESTERN RAILROAD, L.L.C.  
                      KAW RIVER RAILROAD, L.L.C.

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ALABAMA SOUTHERN RAILROAD, L.L.C.  
ARKANSAS SOUTHERN RAILROAD, L.L.C.  
VICKSBURG SOUTHERN RAILROAD, L.L.C.  
LOUISIANA SOUTHERN RAILROAD, L.L.C.  
YELLOWSTONE VALLEY RAILROAD, L.L.C.  
MISSISSIPPI SOUTHERN RAILROAD, L.L.C.  
MISSION MOUNTAIN RAILROAD, L.L.C.  
PALOUSE RIVER AND COULEE CITY RAILROAD, L.L.C.  
MILLENNIUM RAIL, INC.  
MBF INDUSTRIES, INC.  
DOME ACQUISITION CORP.  
HOCKLEY RAIL CAR, INC.  
MADONNA CORP.  
BATON ROUGE SOUTHERN RAILROAD, L.L.C.  
WATCO TRANSPORTATION HOLDINGS, INC.  
PACIFIC SUN RAILROAD, L.L.C.  
AUSTIN WESTERN RAILROAD, L.L.C.  
FITZGERALD RAILCAR SERVICES, INC.  
RAILCAR SERVICES AND LOGISTICS CORPORATION  
RELOAD EXPRESS, INC.  
RELOAD, INC.  
WATCO MECHANICAL SERVICES, L.L.C.  
WATCO MECHANICAL CORP.  
KANSAS CITY SWITCHING COMPANY, L.L.C.  
ALABAMA WARRIOR RAILWAY, L.L.C.  
GRAND ELK RAILROAD, INC.  
BOISE VALLEY RAILROAD, L.L.C.  
WATCO DOCK & RAIL, L.L.C.  
WATCO TRANSLOADING, L.L.C.  
CAF, L.L.C.  
WATCO RAILROAD COMPANY HOLDINGS, INC.  
GREAT NORTHWEST RAILROAD, L.L.C.  
c/o Watco Companies, Inc.  
315 West 3rd Street  
Pittsburg, KS 66762

Secured Party: Bank of Montreal  
111 West Monroe Street  
Chicago, IL 60603

## Chapman and Cutler LLP

The equipment covered as of the date hereof by the aforesaid Memorandum of Amended and Restated of Equipment Description consists of the following:

25 80 Ton Gondola Cars bearing the reporting marks within the series WAMX 15219 through WAMX 15529;

24 Ballast Cars bearing the reporting marks within the series KO 143 through KO 1014, PCC 145 through PCC 147, SEKR 140 through SEKR 148, SKOL 31124 and WAMX 3401 through WAMX 3418;

2 Box Cars bearing the reporting marks SKOL 713956 and SKOL 714436;

15 Cement Hopper Cars bearing the reporting marks within the series SKOL 1023 through SKOL 84184;

307 Covered Hopper Cars bearing the reporting marks within the series KO 3030 through KO 800538, NAHX 475080 through NAHX 486549, PCC 1002 through PCC 801091, SKOL 39 through SKOL 8140, and WAMX 34567 through WAMX 178765;

35 Modified Covered Hopper Cars bearing the reporting marks within the series KO 3036 through KO 6408, PCC 800340 and SKOL 1003 through SKOL 68053;

20 Open Top Bottom Dump Cars bearing the reporting marks within the series SKOL 57402 through SKOL 57434;

8 Rapid Discharge Cars bearing the reporting marks within the series SKOL 57403 through SKOL 57432;

2 Rotary Dumper Cars bearing the reporting marks WAMX 60 and WAMX 70;

224 Twin Tub Coal Gondola Cars bearing the reporting marks within the series KO 141201 through KO 141498, and WAMX 141200 through WAMX 141497;

20 GP-7 Locomotives bearing the reporting marks within the series WAMX 1004 through WAMX 8001;

1 GP-8 Locomotive bearing the reporting mark WAMX 8002;

2 GP-9 Locomotives bearing the reporting marks WAMX 9003 and WAMX 9004;

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2 GP-10 Locomotives bearing the reporting marks WAMX 1001 and WAMX 1002;

4 GP-20 Locomotives bearing the reporting marks within the series WAMX 2001 through WAMX 2005;

3 GP-30 Locomotives bearing the reporting marks within the series WAMX 3005 through WAMX 3023;

3 GP-30M Locomotives bearing the reporting marks within the series WAMX 3019 through WAMX 3022;

9 GP-35 Locomotives bearing the reporting marks within the series WAMX 3503 through WAMX 3530;

4 GP-35-3 Locomotives bearing the reporting marks within the series WAMX 3520 through WAMX 3529;

8 GP-35L Locomotives bearing the reporting marks within the series WAMX 3501 through WAMX 3513;

1 GP-35M Locomotive bearing the reporting mark WAMX 3531;

16 GP-35R Locomotives bearing the reporting marks within the series WAMX 3839 through WAMX 3857;

20 GP-38 Locomotives bearing the reporting marks within the series WAMX 3801 through WAMX 3823;

16 GP-38-3 Locomotives bearing the reporting marks within the series WAMX 3821 through WAMX 3838;

10 GP-40-2 LW Locomotives bearing the reporting marks within the series WAMX 4023 through WAMX 4032, inclusive;

14 GP-40-3 Locomotives bearing the reporting marks within the series WAMX 4033 through WAMX 4046, inclusive;

13 GP-50 Locomotives bearing the reporting marks within the series WAMX 5001 through WAMX 5013, inclusive;

1 MP 15 Locomotive bearing the reporting mark WAMX 1504;

5 NW 2 Locomotives bearing the reporting marks within the series WAMX 203 through WAMX 404, and PSWR 431;

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7 Remote Locomotives bearing the reporting marks within the series WAMX 301 through WAMX 307, inclusive;

3 SD-18 Locomotives bearing the reporting marks within the series WAMX 1801 through WAMX 1803, inclusive;

1 SD-38-2 Locomotive bearing the reporting mark WAMX 3899,

7 SD-40 Locomotives bearing the reporting marks within the series WAMX 4106 through WAMX 4114;

33 SD-40-2 Locomotives bearing the reporting marks within the series WAMX 4115 through WAMX 4155;

4 Slug Locomotives bearing the reporting marks within the series WAMX 501 through WAMX 705;

2 SW 1 Locomotives bearing the reporting marks WAMX 101 and WAMX 107;

3 SW 2 Locomotives bearing the reporting marks within the series WAMX 105 through WAMX 109;

2 SW 8 Locomotives bearing the reporting marks WAMX 802 and WAMX 805;

16 SW 9 Locomotives bearing the reporting marks within the series WAMX 903 through WAMX 929;

1 SW 10 Locomotive bearing the reporting mark WAMX 1102;

2 SW 12 Locomotives bearing the reporting marks WAMX 1208 and WAMX 1211;

2 SW 900 Locomotives bearing the reporting marks PSWR 1200 and PSWR 1215;

2 SW 1000 Locomotives bearing the reporting marks WAMX 1701 and WAMX 1702;

6 SW 1200 Locomotives bearing the reporting marks within the series WAMX 1202 through WAMX 1214;

16 SW 1500 Locomotives bearing the reporting marks within the series WAMX 1500 through WAMX 1516;

Chapman and Cutler LLP

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

**Memorandum of Amended and Restated Equipment Description.**

A fee of forty-one dollars (\$41.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq.  
Alvord and Alvord  
1050 Seventeenth Street, N.W.  
Suite 301  
Washington, D.C. 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312) 845-2991.

Sincerely,

CHAPMAN AND CUTLER LLP

By Michael D. Robson  
Michael D. Robson

MDR:dk  
Enclosure

FEB 16 '11 -3 10 PM

**MEMORANDUM OF AMENDED AND RESTATED EQUIPMENT DESCRIPTION  
SURFACE TRANSPORTATION BOARD**

Memorandum of Amended and Restated Equipment Description, effective as of January 31, 2011, by and among Watco Companies, L.L.C. (formerly known as Watco Companies, Inc.), a Delaware limited liability company ("*Watco*"), Watco Transportation Services, L.L.C. (formerly known as Watco Transportation Services, Inc.), a Kansas limited liability company ("*WTS*"), Eastern Idaho Railroad, L.L.C. (formerly known as Eastern Idaho Railroad, Inc.), an Idaho limited liability company ("*Eastern*"), South Kansas and Oklahoma Railroad, Inc., a Kansas corporation ("*South Kansas*"), Kansas & Oklahoma Railroad, L.L.C. (formerly known as Kansas & Oklahoma Railroad, Inc.), a Kansas limited liability company ("*K&O*"), Timber Rock Railroad, L.L.C. (formerly known as Timber Rock Railroad, Inc.), a Texas limited liability company ("*Timber*"), PRCCR, Inc. (formerly known as Palouse River and Coulee City Railroad, Inc.), a Washington corporation ("*PRCCR*"), Pennsylvania Southwestern Railroad, L.L.C. (formerly known as Pennsylvania Southwestern Railroad, Inc.), a Pennsylvania limited liability company ("*Pennsylvania*"), Kaw River Railroad, L.L.C. (formerly known as Kaw River Railroad, Inc.), a Kansas limited liability company ("*Kaw*"), Alabama Southern Railroad, L.L.C. (formerly known as Alabama Southern Railroad, Inc.), a Kansas limited liability company ("*Alabama*"), Arkansas Southern Railroad, L.L.C. (formerly known as Arkansas Southern Railroad, Inc.), a Kansas limited liability company ("*Arkansas*"), Vicksburg Southern Railroad, L.L.C. (formerly known as Vicksburg Southern Railroad, Inc.), a Kansas limited liability company ("*Vicksburg*"), Louisiana Southern Railroad, L.L.C. (formerly known as Louisiana Southern Railroad, Inc.), a Kansas limited liability company ("*Louisiana*"), Yellowstone Valley Railroad, L.L.C. (formerly known as Yellowstone Valley Railroad, Inc.), an Idaho limited liability company ("*Yellowstone*"), Mississippi Southern Railroad, L.L.C. (formerly known as Mississippi Southern Railroad, Inc.), a Mississippi limited liability company ("*Mississippi*"), Great Northwest Railroad, L.L.C. (formerly known as Great Northwest Railroad, Inc.), an Idaho limited liability company ("*Great Northwest*"), Mission Mountain Railroad, L.L.C. (formerly known as Mission Mountain Railroad, Inc.), an Idaho limited liability company ("*Mission Mountain*"), Palouse River and Coulee City Railroad, L.L.C., a Washington limited liability company ("*Palouse*"), Millennium Rail, Inc., a Delaware corporation ("*Millennium*"), MBF Industries, Inc., a Louisiana corporation ("*MBF*"), Dome Acquisition Corp., a Delaware corporation ("*Dome*"), Hockley Rail Car, Inc., a Texas corporation ("*Hockley*"), Madonna Corp., a Kansas corporation ("*Madonna*"), Baton Rouge Southern Railroad, L.L.C., a Kansas limited liability company ("*Baton Rouge*"), Watco Transportation Holdings, Inc., a Kansas corporation ("*WTH*"), Pacific Sun Railroad, L.L.C., a Kansas limited liability company ("*Pacific*"), Austin Western Railroad, L.L.C., a Texas limited liability company ("*Austin*"), Fitzgerald Railcar Services, Inc., an Illinois corporation ("*Fitzgerald*"), Railcar Services and Logistics Corporation, an Illinois corporation ("*Railcar Services*"), Reload Express, Inc., a Missouri corporation ("*Reload Express*"), Reload, Inc., a Missouri corporation ("*Reload*"), Watco Mechanical Services, L.L.C., a Kansas limited liability company ("*WMS*"), Watco Mechanical Corp., a Kansas corporation ("*WMC*"), Kansas City Switching Company, L.L.C., a Kansas limited liability company ("*KCSC*"), Alabama Warrior Railway, L.L.C., a Kansas limited liability company ("*AWR*"), Grand Elk Railroad, Inc., a Delaware corporation ("*GER*"), Boise Valley Railroad, L.L.C., a Delaware limited liability company ("*Boise*"), Watco Dock & Rail, L.L.C., a Kansas limited liability company ("*WD&R*"), Watco Transloading,

L.L.C., a Delaware limited liability company (“WTL”), CAF, L.L.C., a Kansas limited liability company (“CAF”) and Watco Railroad Company Holdings, Inc., a Kansas corporation (“WRCH”, together with Watco, WTS, Eastern, South Kansas, K&O, Timber, PRCCR, Pennsylvania, Kaw, Alabama, Arkansas, Vicksburg, Louisiana, Yellowstone, Mississippi, Great Northwest, Mission Mountain, Palouse, Millennium, MBF, Dome, Hockley, Madonna, Baton Rouge, WTH, Pacific, Austin, Fitzgerald, Railcar Services, Reload Express, Reload, WMS, WMC, KCSC, AWR, GER, Boise, WD&R WTL and CAF, collectively referred to herein as the “Debtors” and each individually as a “Debtor”) and Bank of Montreal, a chartered bank of Canada, acting through its Chicago branch, as secured party (“Secured Party”).

**WITNESSETH:**

1. The undersigned have entered into that certain Security Agreement, dated as of April 30, 2007 (as amended, supplemented or modified, the “Security Agreement”), by which each Debtor has granted to Secured Party a security interest in certain railroad equipment bearing reporting marks as listed on Schedule G attached to the Security Agreement in order to secure such Debtor’s performance of its obligations as described in the Security Agreement.

2. The Security Agreement (or a memorandum thereof) was recorded with Surface Transportation Board on May 25, 2007 at 4:10 P.M. under recordation number 26985 pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned now desire to amend and restate the description of all railroad equipment currently subject to the Security Agreement (the “Equipment”), the reporting marks and the road numbers of said Equipment. In connection therewith, attached hereto as Exhibit A is a true, correct and complete description of the Equipment and the reporting marks and road numbers of such Equipment as of the date hereof. Said Exhibit A shall amend and restate, effective as of the date first set forth hereinabove, all prior schedules, exhibits or other documents containing a description of the units of railroad equipment subject to the Security Agreements and the reporting marks and the road numbers of said equipment.

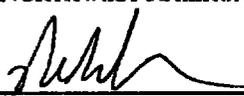
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WATCO COMPANIES, L.L.C.  
WATCO TRANSPORTATION SERVICES, L.L.C.  
EASTERN IDAHO RAILROAD, L.L.C.  
SOUTH KANSAS AND OKLAHOMA RAILROAD, INC.  
KANSAS & OKLAHOMA RAILROAD, L.L.C.  
TIMBER ROCK RAILROAD, L.L.C.  
PRCCR, INC.  
PENNSYLVANIA SOUTHWESTERN RAILROAD, L.L.C.  
KAW RIVER RAILROAD, L.L.C.  
ALABAMA SOUTHERN RAILROAD, L.L.C.  
ARKANSAS SOUTHERN RAILROAD, L.L.C.  
VICKSBURG SOUTHERN RAILROAD, L.L.C.  
LOUISIANA SOUTHERN RAILROAD, L.L.C.  
YELLOWSTONE VALLEY RAILROAD, L.L.C.  
MISSISSIPPI SOUTHERN RAILROAD, L.L.C.  
MISSION MOUNTAIN RAILROAD, L.L.C.  
PALOUSE RIVER AND COULEE CITY RAILROAD, L.L.C.  
MILLENNIUM RAIL, INC.  
MBF INDUSTRIES, INC.  
DOME ACQUISITION CORP.  
HOCKLEY RAIL CAR, INC.  
MADONNA CORP.  
BATON ROUGE SOUTHERN RAILROAD, L.L.C.  
WATCO TRANSPORTATION HOLDINGS, INC.  
PACIFIC SUN RAILROAD, L.L.C.  
AUSTIN WESTERN RAILROAD, L.L.C.  
FITZGERALD RAILCAR SERVICES, INC.  
RAILCAR SERVICES AND LOGISTICS CORPORATION  
RELOAD EXPRESS, INC.  
RELOAD, INC.  
WATCO MECHANICAL SERVICES, L.L.C.  
WATCO MECHANICAL CORP.  
KANSAS CITY SWITCHING COMPANY, L.L.C.  
ALABAMA WARRIOR RAILWAY, L.L.C.  
GRAND ELK RAILROAD, INC.  
BOISE VALLEY RAILROAD, L.L.C.  
WATCO DOCK & RAIL, L.L.C.  
WATCO TRANSLOADING, L.L.C.  
CAF, L.L.C.  
WATCO RAILROAD COMPANY HOLDINGS, INC.

By:   
Rick Baden  
Executive Vice President

Executed on this 10<sup>th</sup> day of February, 2011.

GREAT NORTHWEST RAILROAD, L.L.C.

By:   
Rick Baden  
Executive Vice President

Executed on this 10<sup>th</sup> day of February, 2011.

**BANK OF MONTREAL, as Agent**

By \_\_\_\_\_

**Name: William Thomson**

**Title: Sr. Vice President**

**Executed on this 15th day of February, 2011.**

STATE OF Kansas )  
COUNTY OF Crawford ) SS.:

On this, the 10th day of February, 2011, before me, a Notary Public in and for said County and State, personally appeared Rick Baden, who being by me duly sworn, says that he is the Executive Vice President of WATCO COMPANIES, L.L.C., that said instrument was signed on February 10th, 2011 on behalf of said limited liability company by authority of its Board of Managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



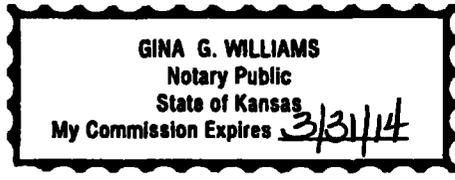
Gina G. Williams  
Name: Gina G. Williams  
Notary Public  
My Commission Expires: 3/31/14  
Residing in Kansas

(SEAL)

STATE OF Kansas )  
 ) SS.:  
COUNTY OF Crawford )

On this, the 10<sup>th</sup> day of February, 2011, before me, a Notary Public in and for said County and State, personally appeared Rick Baden, who being by me duly sworn, says that he is the Executive Vice President of WATCO TRANSPORTATION SERVICES, L.L.C., that said instrument was signed on February 10<sup>th</sup> 2011 on behalf of said limited liability company by authority of its Board of Managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



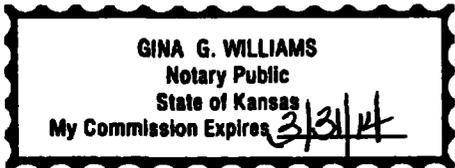
Gina G. Williams  
Name: Gina G. Williams  
Notary Public  
My Commission Expires: 3/31/14  
Residing in Kansas

(SEAL)

STATE OF Kansas )  
 )  
COUNTY OF Chautauq ) SS.:

On this, the 10<sup>th</sup> day of February, 2011, before me, a Notary Public in and for said County and State, personally appeared Rick Baden, who being by me duly sworn, says that he is the Executive Vice President of EASTERN IDAHO RAILROAD, L.L.C., that said instrument was signed on February 10<sup>th</sup> 2011 on behalf of said limited liability company by authority of its Board of Managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



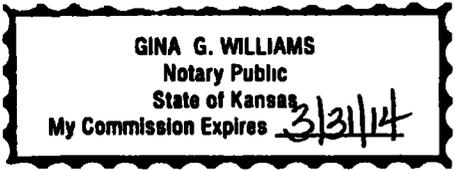
Gina G. Williams  
Name: Gina G. Williams  
Notary Public  
My Commission Expires: 3/31/14  
Residing in Kansas

(SEAL)

STATE OF Kansas )  
 ) SS.:  
COUNTY OF Crawford )

On this, the 10<sup>th</sup> day of February, 2011, before me, a Notary Public in and for said County and State, personally appeared Rick Baden, who being by me duly sworn, says that he is the Executive Vice President of SOUTH KANSAS AND OKLAHOMA RAILROAD, INC., that said instrument was signed on February 10<sup>th</sup>, 2011 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.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



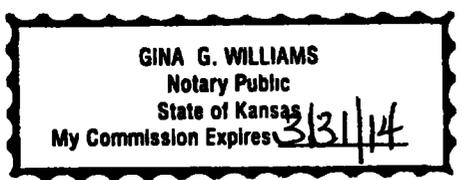
Gina G. Williams  
Name: Gina G. Williams  
Notary Public  
My Commission Expires: 3/31/14  
Residing in Kansas

(SEAL)

STATE OF Kansas )  
 )  
COUNTY OF Crawford ) SS.:

On this, the 10<sup>th</sup> day of February, 2011, before me, a Notary Public in and for said County and State, personally appeared Rick Baden, who being by me duly sworn, says that he is the Executive Vice President of KANSAS & OKLAHOMA RAILROAD, L.L.C., that said instrument was signed on February 10<sup>th</sup> 2011 on behalf of said limited liability company by authority of its Board of Managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



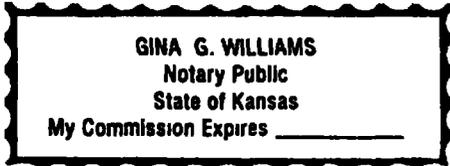
Gina G. Williams  
Name: Gina G. Williams  
Notary Public  
My Commission Expires: 3/31/14  
Residing in Kansas

(SEAL)

STATE OF Kansas )  
 ) SS.:  
COUNTY OF Crawford )

On this, the 10<sup>th</sup> day of February, 2011, before me, a Notary Public in and for said County and State, personally appeared Rick Baden, who being by me duly sworn, says that he is the Executive Vice President of TIMBER ROCK RAILROAD, L.L.C., that said instrument was signed on February 10<sup>th</sup> 2011 on behalf of said limited liability company by authority of its Board of Managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



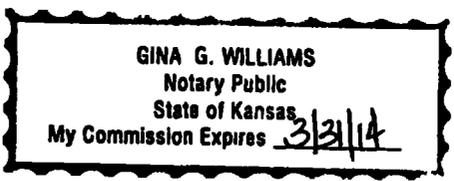
Gina G. Williams  
Name: Gina G. Williams  
Notary Public  
My Commission Expires: 3/31/14  
Residing in Kansas

(SEAL)

STATE OF Kansas )  
 ) SS.:  
COUNTY OF Crawford )

On this, the 10<sup>th</sup> day of February, 2011, before me, a Notary Public in and for said County and State, personally appeared Rick Baden, who being by me duly sworn, says that he is the Executive Vice President of PRCCR, INC., that said instrument was signed on February 10<sup>th</sup> 2011 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.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



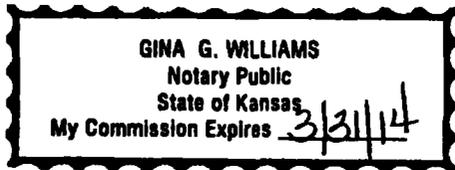
Gina G. Williams  
Name: Gina G. Williams  
Notary Public  
My Commission Expires: 3/31/14  
Residing in Kansas

(SEAL)

STATE OF Kansas )  
 ) SS.:  
COUNTY OF Crawford )

On this, the 10<sup>th</sup> day of February, 2011, before me, a Notary Public in and for said County and State, personally appeared Rick Baden, who being by me duly sworn, says that he is the Executive Vice President of PENNSYLVANIA SOUTHWESTERN RAILROAD, L.L.C., that said instrument was signed on February 10<sup>th</sup>, 2011 on behalf of said limited liability company by authority of its Board of Managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



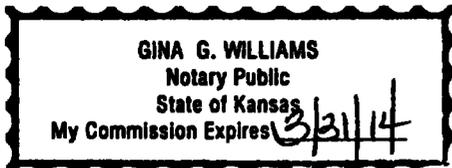
Gina G. Williams  
Name: Gina G. Williams  
Notary Public  
My Commission Expires: 3/31/14  
Residing in Kansas

(SEAL)

STATE OF Kansas )  
 )  
COUNTY OF Cherokee ) SS.:

On this, the 10<sup>th</sup> day of February, 2011, before me, a Notary Public in and for said County and State, personally appeared Rick Baden, who being by me duly sworn, says that he is the Executive Vice President of KAW RIVER RAILROAD, L.L.C., that said instrument was signed on February 10<sup>th</sup> 2011 on behalf of said limited liability company by authority of its Board of Managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Gina G. Williams  
Name: Gina G. Williams  
Notary Public  
My Commission Expires 3/31/14  
Residing in Kansas

(SEAL)

STATE OF Kansas )  
COUNTY OF Crawford ) SS.:

On this, the 02 day of February, 2011, before me, a Notary Public in and for said County and State, personally appeared Rick Baden, who being by me duly sworn, says that he is the Executive Vice President of ALABAMA SOUTHERN RAILROAD, L.L.C., that said instrument was signed on February 02 2011 on behalf of said limited liability company by authority of its Board of Managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



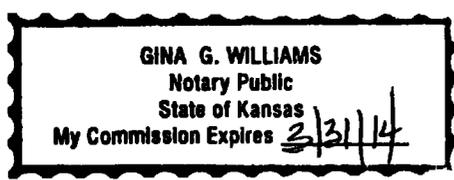
Gina G. Williams  
Name: Gina G. Williams  
Notary Public  
My Commission Expires: 3/31/14  
Residing in Kansas

(SEAL)

STATE OF Kansas )  
 ) SS.:  
COUNTY OF Cherokee )

On this, the 10<sup>th</sup> day of February, 2011, before me, a Notary Public in and for said County and State, personally appeared Rick Baden, who being by me duly sworn, says that he is the Executive Vice President of ARKANSAS SOUTHERN RAILROAD, L.L.C., that said instrument was signed on February 10<sup>th</sup> 2011 on behalf of said limited liability company by authority of its Board of Managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



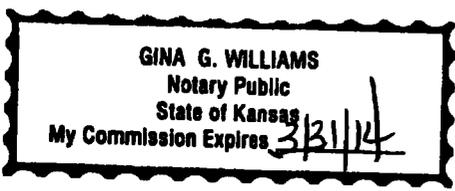
Gina G. Williams  
Name: Gina G. Williams  
Notary Public  
My Commission Expires: 3/31/14  
Residing in Kansas

(SEAL)

STATE OF Kansas )  
 )  
COUNTY OF Cherokee ) SS.:

On this, the 10<sup>th</sup> day of February, 2011, before me, a Notary Public in and for said County and State, personally appeared Rick Baden, who being by me duly sworn, says that he is the Executive Vice President of VICKSBURG SOUTHERN RAILROAD, L.L.C., that said instrument was signed on February 10<sup>th</sup> 2011 on behalf of said limited liability company by authority of its Board of Managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



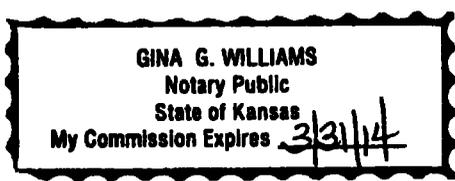
Gina G. Williams  
Name: Gina G. Williams  
Notary Public  
My Commission Expires: 3/31/14  
Residing in Kansas

(SEAL)

STATE OF Kansas )  
 ) SS.:  
COUNTY OF Crawford )

On this, the 10th day of February, 2011, before me, a Notary Public in and for said County and State, personally appeared Rick Baden, who being by me duly sworn, says that he is the Executive Vice President of LOUISIANA SOUTHERN RAILROAD, L.L.C., that said instrument was signed on February 10th 2011 on behalf of said limited liability company by authority of its Board of Managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



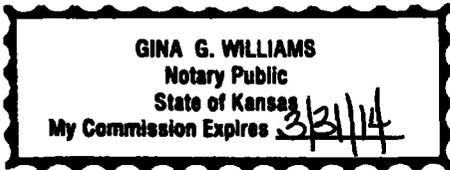
(SEAL)

Gina G. Williams  
Name: Gina G. Williams  
Notary Public  
My Commission Expires: 3/31/14  
Residing in Kansas

STATE OF Kansas )  
 ) SS.:  
COUNTY OF Crawford )

On this, the 10<sup>th</sup> day of February, 2011, before me, a Notary Public in and for said County and State, personally appeared Rick Baden, who being by me duly sworn, says that he is the Executive Vice President of YELLOWSTONE VALLEY RAILROAD, L.L.C., that said instrument was signed on February 10<sup>th</sup> 2011 on behalf of said limited liability company by authority of its Board of Managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



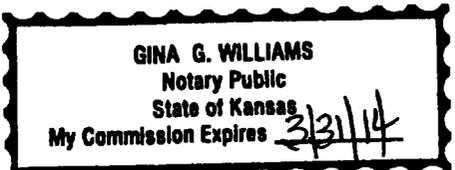
Gina G. Williams  
Name: Gina G. Williams  
Notary Public  
My Commission Expires: 3/31/14  
Residing in Kansas

(SEAL)

STATE OF Kansas )  
COUNTY OF Crawford ) SS.:

On this, the 10<sup>th</sup> day of February, 2011, before me, a Notary Public in and for said County and State, personally appeared Rick Baden, who being by me duly sworn, says that he is the Executive Vice President of MISSISSIPPI SOUTHERN RAILROAD, L.L.C., that said instrument was signed on February 10<sup>th</sup> 2011 on behalf of said limited liability company by authority of its Board of Managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



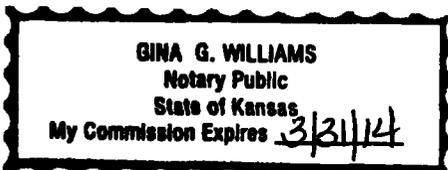
(SEAL)

Gina G. Williams  
Name: Gina G. Williams  
Notary Public  
My Commission Expires: 3/31/14  
Residing in Kansas

STATE OF Kansas )  
COUNTY OF Crawford ) SS.:

On this, the 10<sup>th</sup> day of February, 2011, before me, a Notary Public in and for said County and State, personally appeared Rick Baden, who being by me duly sworn, says that he is the Executive Vice President of MISSION MOUNTAIN RAILROAD, L.L.C., that said instrument was signed on February 10<sup>th</sup> 2011 on behalf of said limited liability company by authority of its Board of Managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



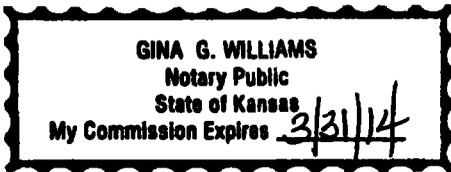
Gina G. Williams  
Name: Gina G. Williams  
Notary Public  
My Commission Expires: 3/31/14  
Residing in Kansas

(SEAL)

STATE OF Kansas )  
COUNTY OF Crawford ) SS.:

On this, the 10<sup>th</sup> day of February, 2011, before me, a Notary Public in and for said County and State, personally appeared Rick Baden, who being by me duly sworn, says that he is the Executive Vice President of PALOUSE RIVER AND COULEE CITY RAILROAD, L.L.C., that said instrument was signed on February 10<sup>th</sup> 2011 on behalf of said limited liability company by authority of its Board of Managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



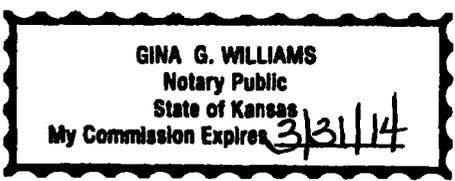
Gina G. Williams  
Name: Gina G. Williams  
Notary Public  
My Commission Expires: 3/31/14  
Residing in Kansas

(SEAL)

STATE OF Kansas )  
COUNTY OF Crawford ) SS.:

On this, the 10<sup>th</sup> day of February, 2011, before me, a Notary Public in and for said County and State, personally appeared Rick Baden, who being by me duly sworn, says that he is the Executive Vice President of MILLENNIUM RAIL, INC., that said instrument was signed on February 10<sup>th</sup>, 2011 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.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Gina G. Williams  
Name: Gina G. Williams  
Notary Public  
My Commission Expires: 3/31/14  
Residing in Kansas

(SEAL)

STATE OF Kansas )  
 )  
COUNTY OF Crawford ) SS.:

On this, the 10<sup>th</sup> day of February, 2011, before me, a Notary Public in and for said County and State, personally appeared Rick Baden, who being by me duly sworn, says that he is the Executive Vice President of MBF INDUSTRIES, INC., that said instrument was signed on February 10<sup>th</sup>, 2011 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.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



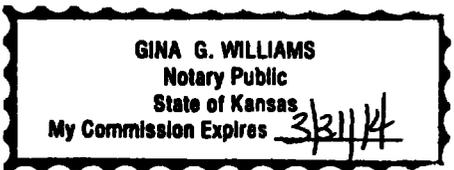
Gina G. Williams  
Name: Gina G. Williams  
Notary Public  
My Commission Expires: 3/31/14  
Residing in Kansas

(SEAL)

STATE OF Kansas )  
COUNTY OF Crawford ) SS.:

On this, the 10<sup>th</sup> day of February, 2011, before me, a Notary Public in and for said County and State, personally appeared Rick Baden, who being by me duly sworn, says that he is the Executive Vice President of DOME ACQUISITION CORP., that said instrument was signed on February 10<sup>th</sup> 2011 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.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



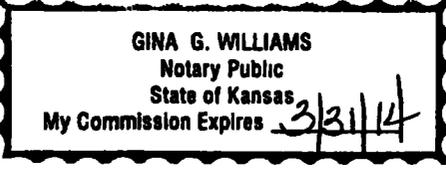
Gina G. Williams  
Name: Gina G. Williams  
Notary Public  
My Commission Expires: 3/31/14  
Residing in Kansas

(SEAL)

STATE OF Kansas )  
COUNTY OF Crawford ) SS.:

On this, the 10<sup>th</sup> day of February, 2011, before me, a Notary Public in and for said County and State, personally appeared Rick Baden, who being by me duly sworn, says that he is the Executive Vice President of HOCKLEY RAIL CAR, INC., that said instrument was signed on February 10<sup>th</sup> 2011 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.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



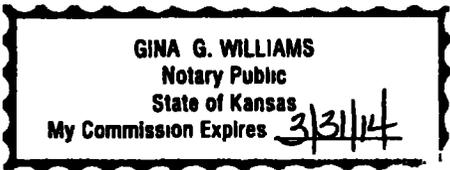
Gina G. Williams  
Name: Gina G. Williams  
Notary Public  
My Commission Expires: 3/31/14  
Residing in Kansas

(SEAL)

STATE OF Kansas )  
COUNTY OF Crawford ) SS.:

On this, the 10<sup>th</sup> day of February, 2011, before me, a Notary Public in and for said County and State, personally appeared Rick Baden, who being by me duly sworn, says that he is the Executive Vice President of MADONNA CORP., that said instrument was signed on February 10<sup>th</sup> 2011 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.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Gina G Williams  
Name: Gina G Williams  
Notary Public  
My Commission Expires: 3/31/14  
Residing in Kansas

(SEAL)

STATE OF Kansas )  
COUNTY OF Crawford ) SS.:

On this, the 10th day of February, 2011, before me, a Notary Public in and for said County and State, personally appeared Rick Baden, who being by me duly sworn, says that he is the Executive Vice President of BATON ROUGE SOUTHERN RAILROAD, L.L.C., that said instrument was signed on February 10, 2011 on behalf of said limited liability company by authority of its sole Member, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



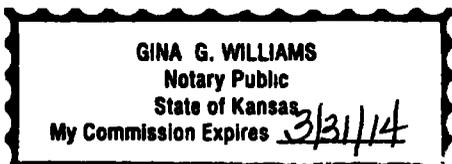
Gina G. Williams  
Name: Gina G. Williams  
Notary Public  
My Commission Expires: 3/31/14  
Residing in Kansas

(SEAL)

STATE OF Kansas )  
COUNTY OF Crawford ) SS.:

On this, the 10<sup>th</sup> day of February, 2011, before me, a Notary Public in and for said County and State, personally appeared [Rick Baden, who being by me duly sworn, says that he is the Executive Vice President of WATCO TRANSPORTATION HOLDINGS, INC., that said instrument was signed on February 10 2011 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.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



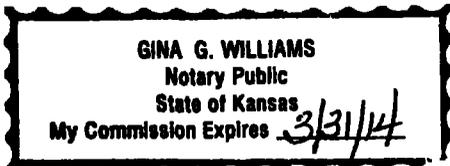
Gina G. Williams  
Name: Gina G. Williams  
Notary Public  
My Commission Expires: 3/31/14  
Residing in Kansas

(SEAL)

STATE OF Kansas )  
 ) SS.:  
COUNTY OF Crawford )

On this, the 10<sup>th</sup> day of February, 2011, before me, a Notary Public in and for said County and State, personally appeared Rick Baden, who being by me duly sworn, says that he is the Executive Vice President of PACIFIC SUN RAILROAD, L.L.C., that said instrument was signed on February 10<sup>th</sup>, 2011 on behalf of said limited liability company by authority of its sole Member, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



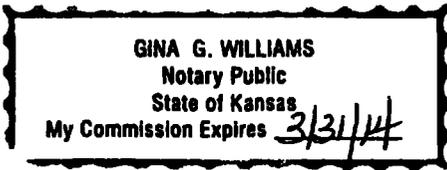
Gina G. Williams  
Name: Gina G. Williams  
Notary Public  
My Commission Expires: 3/31/14  
Residing in Kansas

(SEAL)

STATE OF Kansas )  
 ) SS.:  
COUNTY OF Crawford )

On this, the 10<sup>th</sup> day of February, 2011, before me, a Notary Public in and for said County and State, personally appeared Rick Baden, who being by me duly sworn, says that he is the Executive Vice President of AUSTIN WESTERN RAILROAD, L.L.C., that said instrument was signed on February 10<sup>th</sup> 2011 on behalf of said limited liability company by authority of its Board of Managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



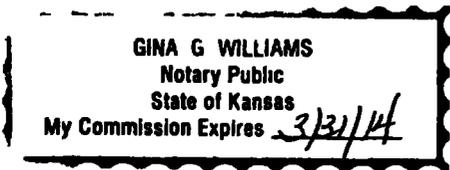
Gina G. Williams  
Name: Gina G. Williams  
Notary Public  
My Commission Expires: 3/31/14  
Residing in Kansas

(SEAL)

STATE OF Kansas )  
 ) SS.:  
COUNTY OF Crawford )

On this, the 10<sup>th</sup> day of February, 2011, before me, a Notary Public in and for said County and State, personally appeared Rick Baden, who being by me duly sworn, says that he is the Executive Vice President of FITZGERALD RAILCAR SERVICES, INC., that said instrument was signed on February 10<sup>th</sup>, 2011 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.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Gina G. Williams  
Name: Gina G. Williams  
Notary Public  
My Commission Expires: 3/31/14  
Residing in Kansas

(SEAL)

STATE OF Kansas )  
COUNTY OF Crawford ) SS.:

On this, the 10<sup>th</sup> day of February, 2011, before me, a Notary Public in and for said County and State, personally appeared Rick Baden, who being by me duly sworn, says that he is the Executive Vice President of RAILCAR SERVICES AND LOGISTICS CORPORATION, that said instrument was signed on February 10<sup>th</sup> 2011 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.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



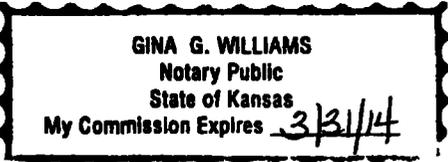
(SEAL)

Gina G. Williams  
Name: Gina G. Williams  
Notary Public  
My Commission Expires: 3/31/14  
Residing in Kansas

STATE OF Kansas )  
COUNTY OF Crawford ) SS.:

On this, the 10<sup>th</sup> day of February, 2011, before me, a Notary Public in and for said County and State, personally appeared Rick Baden, who being by me duly sworn, says that he is the Executive Vice President of RELOAD EXPRESS, INC., that said instrument was signed on February 10<sup>th</sup> 2011 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.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



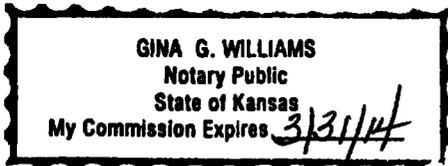
Gina G. Williams  
Name: Gina G. Williams  
Notary Public  
My Commission Expires: 3/31/14  
Residing in Kansas

(SEAL)

STATE OF Kansas )  
COUNTY OF Crawford ) SS.:

On this, the 10<sup>th</sup> day of February, 2011, before me, a Notary Public in and for said County and State, personally appeared Rick Baden, who being by me duly sworn, says that he is the Executive Vice President of RELOAD, INC., that said instrument was signed on February 10<sup>th</sup> 2011 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.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Gina G. Williams  
Name: Gina G Williams  
Notary Public  
My Commission Expires: 3/31/14  
Residing in Kansas

(SEAL)

STATE OF Kansas )  
 )  
COUNTY OF Crawford ) SS.:

On this, the 10<sup>th</sup> day of February, 2011, before me, a Notary Public in and for said County and State, personally appeared Rick Baden, who being by me duly sworn, says that he is the Executive Vice President of WATCO MECHANICAL SERVICES, L.L.C., that said instrument was signed on February 10<sup>th</sup> 2011 on behalf of said limited liability company by authority of its Board of Managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



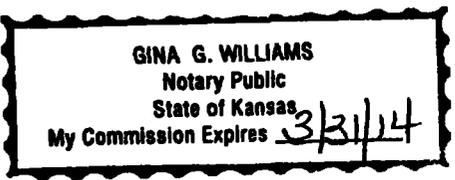
Gina G. Williams  
Name: Gina G. Williams  
Notary Public  
My Commission Expires: 3/31/14  
Residing in Kansas

(SEAL)

STATE OF Kansas )  
COUNTY OF Crawford ) SS.:

On this, the 10<sup>th</sup> day of February, 2011, before me, a Notary Public in and for said County and State, personally appeared Rick Baden, who being by me duly sworn, says that he is the Executive Vice President of WATCO MECHANICAL CORP., that said instrument was signed on February 10<sup>th</sup> 2011 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.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



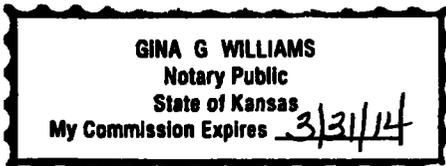
Gina G. Williams  
Name: Gina G. Williams  
Notary Public  
My Commission Expires: 3/31/14  
Residing in Kansas

(SEAL)

STATE OF Kansas )  
 ) SS.:  
COUNTY OF Crawford )

On this, the 10<sup>th</sup> day of February, 2011, before me, a Notary Public in and for said County and State, personally appeared Rick Baden, who being by me duly sworn, says that he is the Executive Vice President of KANSAS CITY SWITCHING COMPANY, L.L.C., that said instrument was signed on February 10<sup>th</sup>, 2011 on behalf of said limited liability company by authority of its Board of Managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



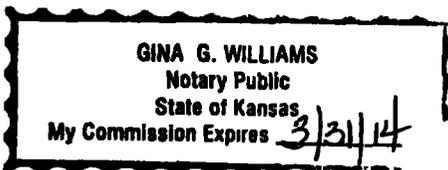
Gina G. Williams  
Name: Gina G. Williams  
Notary Public  
My Commission Expires: 3/31/14  
Residing in Kansas

(SEAL)

STATE OF Kansas )  
 ) SS.:  
COUNTY OF Crawford )

On this, the 10<sup>th</sup> day of February, 2011, before me, a Notary Public in and for said County and State, personally appeared Rick Baden, who being by me duly sworn, says that he is the Executive Vice President of ALABAMA WARRIOR RAILWAY, L.L.C., that said instrument was signed on February 10<sup>th</sup> 2011 on behalf of said limited liability company by authority of its sole Member, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



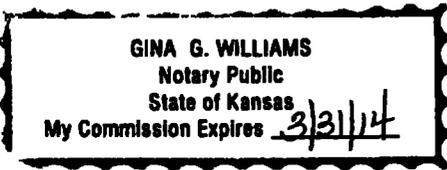
Gina G. Williams  
Name: Gina G. Williams  
Notary Public  
My Commission Expires: 3/31/14  
Residing in Kansas

(SEAL)

STATE OF Kansas )  
 )  
COUNTY OF Crawford ) SS.:

On this, the 10<sup>th</sup> day of February, 2011, before me, a Notary Public in and for said County and State, personally appeared Rick Baden, who being by me duly sworn, says that he is the Executive Vice President of GRAND ELK RAILROAD, INC., that said instrument was signed on February 10<sup>th</sup> 2011 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.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



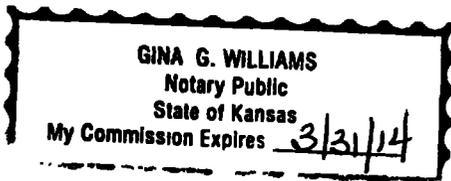
Gina G. Williams  
Name: Gina G. Williams  
Notary Public  
My Commission Expires: 3/31/14  
Residing in Kansas

(SEAL)

STATE OF Kansas )  
 ) SS.:  
COUNTY OF Crawford )

On this, the 10<sup>th</sup> day of February, 2011, before me, a Notary Public in and for said County and State, personally appeared Rick Baden, who being by me duly sworn, says that he is the Executive Vice President of BOISE VALLEY RAILROAD, L.L.C., that said instrument was signed on February 10<sup>th</sup> 2011 on behalf of said limited liability company by authority of its Board of Managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



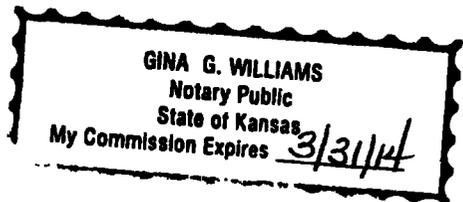
Gina G. Williams  
Name: Gina G. Williams  
Notary Public  
My Commission Expires: 3/31/14  
Residing in Kansas

(SEAL)

STATE OF Kansas )  
COUNTY OF Crawford ) SS.:

On this, the 10<sup>th</sup> day of February, 2011, before me, a Notary Public in and for said County and State, personally appeared Rick Baden, who being by me duly sworn, says that he is the Executive Vice President of WATCO DOCK & RAIL, L.L.C., that said instrument was signed on February 10<sup>th</sup> 2011 on behalf of said limited liability company by authority of its Board of Managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



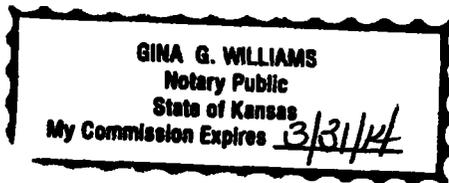
Gina G. Williams  
Name: Gina G. Williams  
Notary Public  
My Commission Expires: 3/31/14  
Residing in Kansas

(SEAL)

STATE OF Kansas )  
 ) SS.:  
COUNTY OF Crawford )

On this, the 10<sup>th</sup> day of February, 2011, before me, a Notary Public in and for said County and State, personally appeared Rick Baden, who being by me duly sworn, says that he is the Executive Vice President of WATCO TRANSLOADING, L.L.C., that said instrument was signed on February 10<sup>th</sup>, 2011 on behalf of said limited liability company by authority of its sole Member, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Gina G. Williams  
Name: Gina G. Williams  
Notary Public  
My Commission Expires: 3/31/14  
Residing in Kansas

(SEAL)

STATE OF Kansas )  
 ) SS.:  
COUNTY OF Crawford )

On this, the 10<sup>th</sup> day of February, 2011, before me, a Notary Public in and for said County and State, personally appeared Rick Baden, who being by me duly sworn, says that he is the Executive President of CAF, L.L.C., that said instrument was signed on February 10<sup>th</sup> 2011 on behalf of said limited liability company by authority of its Board of Managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



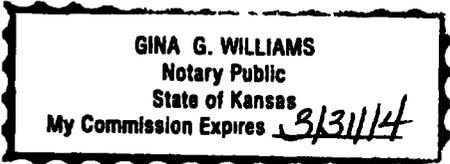
Gina G Williams  
Name: Gina G. Williams  
Notary Public  
My Commission Expires: 3/31/14  
Residing in Kansas

(SEAL)

STATE OF Kansas )  
 ) SS.:  
COUNTY OF Crawford )

On this, the 10<sup>th</sup> day of February, 2011, before me, a Notary Public in and for said County and State, personally appeared Rick Baden, who being by me duly sworn, says that he is the Executive Vice President of WATCO RAILROAD COMPANY HOLDINGS, INC., that said instrument was signed on February 10<sup>th</sup> 2011 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.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



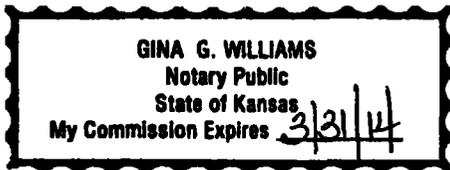
Gina G. Williams  
Name: Gina G. Williams  
Notary Public  
My Commission Expires: 3/31/14  
Residing in Kansas

(SEAL)

STATE OF Kansas )  
 ) SS.:  
COUNTY OF Cherokee )

On this, the 10<sup>th</sup> day of February, 2011, before me, a Notary Public in and for said County and State, personally appeared Rick Baden, who being by me duly sworn, says that he is the Executive Vice President of GREAT NORTHWEST RAILROAD, L.L.C., that said instrument was signed on February 10<sup>th</sup> 2011 on behalf of said limited liability company by authority of its Board of Managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Gina G. Williams  
Name: Gina G. Williams  
Notary Public  
My Commission Expires: 3/31/14  
Residing in Kansas

(SEAL)

STATE OF ILLINOIS            )  
  ) SS.:  
COUNTY OF COOK            )

On this, the 15th day of February, 2011, before me, a Notary Public in and for said County and State, personally appeared William Thomson, who being by me duly sworn, says that (s)he is the Senior Vice President of BANK OF MONTREAL, that said instrument was signed on February 15, 2011 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Nancy A. Zarazua  
Name: Nancy A. Zarazua  
Notary Public  
My Commission Expires: 4-14-13  
Residing in Cook County, Illinois

(SEAL)



**EXHIBIT A**

**UNITS**

<b>EQUIPMENT</b>	<b>QUANTITY</b>	<b>REPORTING MARKS</b>
<b>80 Ton Gondola Cars</b>	<b>25</b>	<b>WAMX 15219 WAMX 15236 WAMX 15280 WAMX 15285 WAMX 15287 WAMX 15313 WAMX 15314 WAMX 15318 WAMX 15329 WAMX 15335 WAMX 15363 WAMX 15367 WAMX 15374 WAMX 15385 WAMX 15394 WAMX 15430 WAMX 15443 WAMX 15446 WAMX 15456 WAMX 15459 WAMX 15470 WAMX 15476 WAMX 15478 WAMX 15479 WAMX 15529</b>
<b>Ballast Cars</b>	<b>24</b>	<b>KO 143 KO 149 KO 1002 KO 1005 KO 1006 KO 1008 through KO 1010, inclusive KO 1012</b>

EQUIPMENT	QUANTITY	REPORTING MARKS
Box Cars	2	KO 1014 PCC 145 PCC 147 SEKR 140 SEKR 148 SKOL 31124 WAMX 3401 WAMX 3403 through WAMX 3405, inclusive WAMX 3407 WAMX 3409 WAMX 3411 WAMX 3414 WAMX 3418
Cement Hopper Cars	15	SKOL 713956 SKOL 714436  SKOL 1023 through SKOL 1029, inclusive SKOL 1031 through SKOL 1035, inclusive SKOL 1112 SKOL 1113 SKOL 84184
Covered Hopper Cars	307	KO 3030 KO 4012 KO 6107 KO 6163 KO 6202 KO 6221 KO 6400 KO 6412 KO 6413 KO 6417 KO 20501 KO 24207 KO 24208 KO 24219

**EQUIPMENT**

**QUANTITY**

**REPORTING MARKS**

**KO 24230 through  
KO 24232, inclusive  
KO 24235  
KO 24238  
KO 24241 through  
KO 24243, inclusive  
KO 24266  
KO 24267  
KO 24331  
KO 24335  
KO 24341  
KO 46268  
KO 46715  
KO 49354  
KO 49491  
KO 50825  
KO 53864  
KO 53875  
KO 53933  
KO 55115  
KO 55320  
KO 55407  
KO 55595  
KO 55614  
KO 56027  
KO 80222  
KO 475084  
KO 475108  
KO 475364  
KO 476021  
KO 476313  
KO 476325  
KO 477161  
KO 477230  
KO 477231  
KO 477252  
KO 479101  
KO 480080**

**EQUIPMENT**

**QUANTITY**

**REPORTING MARKS**

KO 480237  
KO 480248  
KO 480330  
KO 480354  
KO 480840  
KO 480917  
KO 480975  
KO 482100  
KO 482661  
KO 484984  
KO 487376  
KO 488391  
KO 489319  
KO 490203  
KO 800421  
KO 800538  
NAHX 475080  
NAHX 486549  
PCC 1002  
PCC 1019 through  
PCC 1021, inclusive  
PCC 1102  
PCC 1116  
PCC 1201  
PCC 1202  
PCC 1205 through  
PCC 1209, inclusive  
PCC 1301  
PCC 9065  
PCC 11002 through  
PCC 11008, inclusive  
PCC 11012 through  
PCC 11017, inclusive  
PCC 15795  
PCC 46998  
PCC 50952  
PCC 53181  
PCC 53524

EQUIPMENT

QUANTITY

REPORTING MARKS

PCC 54138  
PCC 55497  
PCC 55498  
PCC 55520  
PCC 55558  
PCC 55559  
PCC 55633  
PCC 55643  
PCC 63626  
PCC 63641  
PCC 475536  
PCC 476292  
PCC 476317  
PCC 476651  
PCC 478418  
PCC 478526  
PCC 478966  
PCC 479602  
PCC 481127  
PCC 483511  
PCC 487565  
PCC 487625  
PCC 488459  
PCC 488468  
PCC 488584  
PCC 488604  
PCC 488622  
PCC 801091  
SKOL 39  
SKOL 1001  
SKOL 1002  
SKOL 1005  
SKOL 1007  
SKOL 1044  
SKOL 1047  
SKOL 1049  
SKOL 1056  
SKOL 1069

**EQUIPMENT**

**QUANTITY**

**REPORTING MARKS**

**SKOL 1076  
SKOL 1087  
SKOL 1096  
SKOL 1102  
SKOL 1103  
SKOL 7904  
SKOL 7907  
SKOL 7911 through  
SKOL 7913, inclusive  
SKOL 7915  
SKOL 7921  
SKOL 7923  
SKOL 7927  
SKOL 7928  
SKOL 8118  
SKOL 8140  
WAMX 34567 through  
WAMX 34571, inclusive  
WAMX 34573 through  
WAMX 34576, inclusive  
WAMX 34579  
WAMX 34580  
WAMX 34582  
WAMX 34584  
WAMX 52002  
WAMX 52003  
WAMX 52013  
WAMX 52158  
WAMX 52201  
WAMX 52290  
WAMX 52353  
WAMX 52417  
WAMX 52492  
WAMX 52521  
WAMX 52828  
WAMX 52995  
WAMX 53092  
WAMX 53111**

**EQUIPMENT**

**QUANTITY**

**REPORTING MARKS**

WAMX 53231  
WAMX 53233  
WAMX 53282  
WAMX 53285  
WAMX 53460  
WAMX 53725 through  
WAMX 53727, inclusive  
WAMX 53731 through  
WAMX 53733, inclusive  
WAMX 53758  
WAMX 53882  
WAMX 53906  
WAMX 54188  
WAMX 54189  
WAMX 54269  
WAMX 54349  
WAMX 54350  
WAMX 54398  
WAMX 54431  
WAMX 54450  
WAMX 54467  
WAMX 54512  
WAMX 54574  
WAMX 54603  
WAMX 178603  
WAMX 178605 through  
WAMX 178608, inclusive  
WAMX 178613 through  
WAMX 178617, inclusive  
WAMX 178619  
WAMX 178621 through  
WAMX 178624, inclusive  
WAMX 178628 through  
WAMX 178630, inclusive  
WAMX 178632 through  
WAMX 178635, inclusive  
WAMX 178639  
WAMX 178642

**EQUIPMENT**

**QUANTITY**

**REPORTING MARKS**

WAMX 178645  
WAMX 178647  
WAMX 178648  
WAMX 178650 through  
WAMX 178654, inclusive  
WAMX 178656  
WAMX 178658  
WAMX 178660 through  
WAMX 178665, inclusive  
WAMX 178667  
WAMX 178669  
WAMX 178670  
WAMX 178672  
WAMX 178673  
WAMX 178675  
WAMX 178678 through  
WAMX 178680, inclusive  
WAMX 178683  
WAMX 178685  
WAMX 178691  
WAMX 178692  
WAMX 178694  
WAMX 178697  
WAMX 178698  
WAMX 178701  
WAMX 178703 through  
WAMX 178705, inclusive  
WAMX 178707  
WAMX 178709 through  
WAMX 178711, inclusive  
WAMX 178714  
WAMX 178718 through  
WAMX 178720, inclusive  
WAMX 178723  
WAMX 178724  
WAMX 178728  
WAMX 178730 through  
WAMX 178736, inclusive

EQUIPMENT	QUANTITY	REPORTING MARKS
		WAMX 178739
		WAMX 178742
		WAMX 178744 through
		WAMX 178746, inclusive
		WAMX 178749
		WAMX 178752 through
		WAMX 178754, inclusive
		WAMX 178757
		WAMX 178759 through
		WAMX 178763, inclusive
		WAMX 178765
Modified Covered Hopper Cars	35	KO 3036
		KO 3038
		KO 3059
		KO 3075
		KO 3084
		KO 3095
		KO 3131
		KO 4011
		KO 4018
		KO 6121
		KO 6131
		KO 6151
		KO 6155
		KO 6157
		KO 6167
		KO 6179
		KO 6194
		KO 6200
		KO 6208
		KO 6302
		KO 6311
		KO 6408
		PCC 800340
		SKOL 1003
		SKOL 1036
		SKOL 1041
		SKOL 1045

EQUIPMENT	QUANTITY	REPORTING MARKS
Open Top Bottom Dump Cars	20	SKOL 1062 SKOL 1064 SKOL 1106 SKOL 15085 SKOL 15091 SKOL 15104 SKOL 15114 SKOL 68053 SKOL 57402 SKOL 57404 through SKOL 57407, inclusive SKOL 57409 SKOL 57412 SKOL 57417 SKOL 57420 SKOL 57421 SKOL 57423 through SKOL 57426, inclusive SKOL 57428 through SKOL 57431, inclusive SKOL 57433 SKOL 57434
Rapid Discharge Cars	8	SKOL 57403 SKOL 57411 SKOL 57415 SKOL 57416 SKOL 57418 SKOL 57419 SKOL 57422 SKOL 57432
Rotary Dumper Cars	2	WAMX 60 WAMX 70
Twin Tub Coal Gondola Cars	224	KO 141201 through KO 141203, inclusive KO 141205 KO 141206 KO 141210 through

**EQUIPMENT**

**QUANTITY**

**REPORTING MARKS**

KO 141212, inclusive  
KO 141215 through  
KO 141218, inclusive  
KO 141221  
KO 141223  
KO 141225  
KO 141227 through  
KO 141229, inclusive  
KO 141231 through  
KO 141233, inclusive  
KO 141235  
KO 141237 through  
KO 141241, inclusive  
KO 141243  
KO 141244  
KO 141246  
KO 141250  
KO 141253 through  
KO 141256, inclusive  
KO 141259 through  
KO 141261, inclusive  
KO 141265 through  
KO 141267, inclusive  
KO 141271 through  
KO 141273, inclusive  
KO 141275  
KO 141280  
KO 141281  
KO 141283 through  
KO 141288, inclusive  
KO 141290 through  
KO 141292, inclusive  
KO 141294  
KO 141297  
KO 141299  
KO 141301  
KO 141302  
KO 141307

**EQUIPMENT**

**QUANTITY**

**REPORTING MARKS**

KO 141310  
KO 141312  
KO 141315  
KO 141316  
KO 141319  
KO 141321  
KO 141325  
KO 141332  
KO 141333  
KO 141335  
KO 141336  
KO 141338 through  
KO 141343, inclusive  
KO 141350  
KO 141351  
KO 141355  
KO 141357  
KO 141381  
KO 141386  
KO 141394  
KO 141396  
KO 141417  
KO 141421  
KO 141422  
KO 141427  
KO 141429  
KO 141432  
KO 141433  
KO 141436  
KO 141442  
KO 141443  
KO 141448  
KO 141450  
KO 141452  
KO 141455  
KO 141457  
KO 141464  
KO 141471

**EQUIPMENT**

**QUANTITY**

**REPORTING MARKS**

KO 141477 through  
KO 141479, inclusive  
KO 141482  
KO 141498  
WAMX 141200  
WAMX 141204  
WAMX 141207 through  
WAMX 141209, inclusive  
WAMX 141213  
WAMX 141214  
WAMX 141220  
WAMX 141222  
WAMX 141224  
WAMX 141226  
WAMX 141230  
WAMX 141236  
WAMX 141242  
WAMX 141245  
WAMX 141247 through  
WAMX 141249, inclusive  
WAMX 141251  
WAMX 141252  
WAMX 141257  
WAMX 141258  
WAMX 141262 through  
WAMX 141264, inclusive  
WAMX 141269  
WAMX 141270  
WAMX 141274  
WAMX 141276  
WAMX 141277  
WAMX 141279  
WAMX 141293  
WAMX 141296  
WAMX 141300  
WAMX 141303  
WAMX 141306  
WAMX 141308

EQUIPMENT

QUANTITY

REPORTING MARKS

WAMX 141309  
WAMX 141311  
WAMX 141317  
WAMX 141318  
WAMX 141322  
WAMX 141326 through  
WAMX 141328, inclusive  
WAMX 141330  
WAMX 141331  
WAMX 141334  
WAMX 141344 through  
WAMX 141349, inclusive  
WAMX 141352  
WAMX 141361 through  
WAMX 141368, inclusive  
WAMX 141370 through  
WAMX 141373, inclusive  
WAMX 141375 through  
WAMX 141380, inclusive  
WAMX 141382  
WAMX 141383  
WAMX 141387 through  
WAMX 141390, inclusive  
WAMX 141392  
WAMX 141393  
WAMX 141395  
WAMX 141397 through  
WAMX 141404, inclusive  
WAMX 141414 through  
WAMX 141416, inclusive  
WAMX 141420  
WAMX 141424  
WAMX 141425  
WAMX 141435  
WAMX 141437  
WAMX 141440  
WAMX 141445 through  
WAMX 141447, inclusive

EQUIPMENT	QUANTITY	REPORTING MARKS
		WAMX 141449
		WAMX 141453
		WAMX 141456
		WAMX 141458
		WAMX 141462
		WAMX 141465
		WAMX 141466
		WAMX 141468
		WAMX 141470
		WAMX 141483
		WAMX 141484
		WAMX 141490
		WAMX 141497
GP-7 Locomotives	20	WAMX 1004
		WAMX 7001
		WAMX 7004
		WAMX 7005
		WAMX 7008
		WAMX 7011
		WAMX 7013
		WAMX 7014
		WAMX 7016 through
		WAMX 7025, inclusive
		WAMX 7027
		WAMX 8001
GP-8 Locomotives	1	WAMX 8002
GP-9 Locomotives	2	WAMX 9003
		WAMX 9004
GP-10 Locomotives	2	WAMX 1001
		WAMX 1002
GP-20 Locomotives	4	WAMX 2001 through
		WAMX 2003, inclusive
		WAMX 2005
GP-30 Locomotives	3	WAMX 3005
		WAMX 3006
		WAMX 3023
GP-30M Locomotives	3	WAMX 3019
		WAMX 3021

<b>EQUIPMENT</b>	<b>QUANTITY</b>	<b>REPORTING MARKS</b>
		WAMX 3022
GP-35 Locomotives	9	WAMX 3503 WAMX 3511 WAMX 3514 through WAMX 3517, inclusive WAMX 3523 WAMX 3524 WAMX 3530
GP-35-3 Locomotives	4	WAMX 3520 WAMX 3521 WAMX 3522 WAMX 3529
GP-35L Locomotives	8	WAMX 3501 WAMX 3502 WAMX 3505 WAMX 3508 through WAMX 3510, inclusive WAMX 3512 WAMX 3513
GP-35M Locomotives	1	WAMX 3531
GP-35R Locomotives	16	WAMX 3839 WAMX 3841 WAMX 3842 WAMX 3844 though WAMX 3853, inclusive WAMX 3855 through WAMX 3857, inclusive
GP-38 Locomotives	20	WAMX 3801 through WAMX 3809, inclusive WAMX 3811 through WAMX 3820, inclusive WAMX 3823
GP-38-3 Locomotives	16	WAMX 3821 WAMX 3822 WAMX 3824 through WAMX 3836, inclusive WAMX 3838
GP-40-2 LW Locomotives	10	WAMX 4023 through WAMX 4032, inclusive

<b>EQUIPMENT</b>	<b>QUANTITY</b>	<b>REPORTING MARKS</b>
<b>GP-40-3 Locomotives</b>	<b>14</b>	<b>WAMX 4033 through WAMX 4046, inclusive</b>
<b>GP-50 Locomotives</b>	<b>13</b>	<b>WAMX 5001 through WAMX 5013, inclusive</b>
<b>MP 15 Locomotives</b>	<b>1</b>	<b>WAMX 1504</b>
<b>NW 2 Locomotives</b>	<b>5</b>	<b>PSWR 431 WAMX 203 WAMX 402 through WAMX 404, inclusive</b>
<b>Remote Locomotives</b>	<b>7</b>	<b>WAMX 301 through WAMX 307, inclusive</b>
<b>SD-18 Locomotives</b>	<b>3</b>	<b>WAMX 1801 through WAMX 1803, inclusive</b>
<b>SD-38-2 Locomotives</b>	<b>1</b>	<b>WAMX 3899</b>
<b>SD-40 Locomotives</b>	<b>7</b>	<b>WAMX 4106 through WAMX 4111, inclusive WAMX 4114</b>
<b>SD-40-2 Locomotives</b>	<b>33</b>	<b>WAMX 4115 through WAMX 4125, inclusive WAMX 4134 through WAMX 4155, inclusive</b>
<b>Slug Locomotives</b>	<b>4</b>	<b>WAMX 501 through WAMX 503, inclusive WAMX 705</b>
<b>SW 1 Locomotives</b>	<b>2</b>	<b>WAMX 101 WAMX 107</b>
<b>SW 2 Locomotives</b>	<b>3</b>	<b>WAMX 105 WAMX 106 WAMX 109</b>
<b>SW 8 Locomotives</b>	<b>2</b>	<b>WAMX 802 WAMX 805</b>
<b>SW 9 Locomotives</b>	<b>16</b>	<b>WAMX 903 WAMX 905 WAMX 909</b>

EQUIPMENT	QUANTITY	REPORTING MARKS
		WAMX 910 WAMX 912 WAMX 913 WAMX 915 WAMX 916 WAMX 919 through WAMX 923, inclusive WAMX 925 WAMX 927 WAMX 929
SW 10 Locomotives	1	WAMX 1102
SW 12 Locomotives	2	WAMX 1208 WAMX 1211
SW 900 Locomotives	2	PSWR 1200 PSWR 1215
SW 1000 Locomotives	2	WAMX 1701 WAMX 1702
SW 1200 Locomotives	6	WAMX 1202 WAMX 1205 WAMX 1206 WAMX 1209 WAMX 1213 WAMX 1214
SW 1500 Locomotives	16	WAMX 1500 through WAMX 1503, inclusive WAMX 1505 WAMX 1506 through WAMX 1516, inclusive