

February 8, 2012

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

RECORDATION NO. 26985-C FILED

FEB 09 '12 -8 00 AM

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 (2) executed copies of the Memorandum of Amended and Restated of Equipment Description effective as of January 12, 2012, 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.
 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.
GREAT NORTHWEST 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.
AUTAUGA NORTHERN RAILROAD, L.L.C.
SWAN RANCH RAILROAD, L.L.C.
BIRMINGHAM TERMINAL RAILWAY, L.L.C.
WATCO-CUDAHY MECHANICAL SERVICES, L.L.C.
WISCONSIN & SOUTHERN RAILROAD, L.L.C.
WATCO DOCK & RAIL II, L.L.C.
WATCO INTERNATIONAL HOLDINGS, L.L.C.
WATCO COMPLIANCE SERVICES, L.L.C.
C/O WATCO COMPANIES, L.L.C.
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:

24 80 Ton Gondola Cars bearing the reporting marks within the series WAMX 15219 through WAMX 15529;

25 Ballast Cars bearing the reporting marks within the series KO 143 through KO 1008, SEKR 140 through SEKR 148, SKOL 31124, WAMX 3401 through WAMX 3418 and WSOR 401 through WSOR 201771;

6 Bi-Level Passenger Cars bearing the reporting marks within the series WSOR 11 through WSOR 7726;

93 Box Cars bearing the reporting marks within the series SKOL 713956 and SKOL 714436 and WSOR 101494 through WSOR 505008;

199 Box Cars-RBL's bearing the reporting marks within the series WSOR 503019 through 503252;

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

317 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, WAMX 7912 through WAMX 489319 and WSOR 12105 through WSOR 501127;

2 MOW Flat Cars bearing the reporting marks WSOX 103 and WSOX 104;

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

76 Open Top Bottom Dump Cars bearing the reporting marks within the series SKOL 57402 through SKOL 57434 and WSOR 107 through WSOR 249;

84 Rapid Discharge Cars bearing the reporting marks within the series SKOL 57403 through SKOL 57432 and WSOR 8000 through WSOR 504760;

2 Safety Box Cars bearing the reporting marks WSOR 1 and WICT 3;

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

Chapman and Cutler LLP

18 GP-7 Locomotives bearing the reporting marks within the series WAMX 1004 through WAMX 7025 and WSOR 702;

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

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

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

2 GP-30 Locomotives bearing the reporting marks WAMX 3006 and WAMX 3023;

1 GP-30M Locomotive bearing the reporting mark WAMX 3021;

8 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;

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

28 GP-38 Locomotives bearing the reporting marks within the series WAMX 3801 through WAMX 3823 and WSOR 3801 through WSOR 3808;

5 GP-38-2 Locomotives bearing the reporting marks within the series WAMX 3809 through WAMX 3813, inclusive;

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

32 GP-40-2 LW Locomotives bearing the reporting marks within the series WAMX 4001 through WAMX 4032, inclusive;

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

Chapman and Cutler LLP

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;

6 MP15AC Locomotives bearing the reporting marks within the series WSOR 1501 through WSOR 1506, inclusive;

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

2 Remote Locomotives bearing the reporting marks WAMX 301 and WAMX 303;

2 SD-18 Locomotives bearing the reporting marks WAMX 1801 and WAMX 1802;

1 SD-20 Locomotive bearing the reporting mark WSOR 2056;

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

52 SD-40-2 Locomotives bearing the reporting marks within the series WAMX 4115 through WAMX 4169 and WSOR 4001 through WSOR 4054;

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;

14 SW 9 Locomotives bearing the reporting marks within the series WAMX 909 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;

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

5 SW 1200 Locomotives bearing the reporting marks within the series WAMX 1205 through WAMX 1214;

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

2 E9A Locomotives bearing the reporting marks WSOR 101 and WSOR 103.

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:

Ed Luria, 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 03 '12 -8 00 AM

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

Memorandum of Amended and Restated Equipment Description, effective as of January 12, 2012, 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. (successor to Palouse River and Coulee City Railroad, Inc.), a Washington corporation ("*PRCCR*"), Pennsylvania Southwestern Railroad, L.L.C. (as successor by merger to PSR Mergeco, Inc., 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. (as successor by merger to MSR Mergeco, Inc., 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. (formerly known as Austin Western Railroad, Inc.), 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., (formerly known as Watco Mechanical Services, Inc.), 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**"), Watco Railroad Company Holdings, Inc., a Kansas corporation ("**WRCH**"), Autauga Northern Railroad, L.L.C., a Delaware limited liability company ("**ANR**"), Swan Ranch Railroad, L.L.C., a Delaware limited liability company ("**Swan**"), Birmingham Terminal Railway, L.L.C., a Delaware limited liability company ("**BTR**"), Watco-Cudahy Mechanical Services, L.L.C., a Delaware limited liability company ("**WCMS**"), Wisconsin & Southern Railroad, L.L.C., a Wisconsin limited liability company ("**W&S**"), Watco Dock & Rail II, L.L.C., a Delaware limited liability company ("**WD&R II**"), Watco International Holdings, L.L.C., a Kansas limited liability company ("**WIH**"), and Watco Compliance Services, L.L.C., a Delaware limited liability company ("**WCS**"; 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 CAF, WRCH, ANR, Swan, BTR, WCMS, W&S, WD&R II and WIH, 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, modified or affirmed, 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.

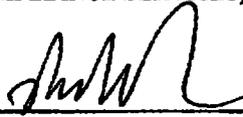
3. The undersigned have reaffirmed their obligations under, among other things, the Security Agreement pursuant to the Second General Reaffirmation, Modification and Omnibus Joinder Agreement dated as of January 12, 2012 among the undersigned, Watco Companies, Inc. and the Secured Party.

4. 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.
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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.
AUTAUGA NORTHERN RAILROAD, L.L.C.
SWAN RANCH RAILROAD, L.L.C.
BIRMINGHAM TERMINAL RAILWAY, L.L.C.
WATCO-CUDAHY MECHANICAL SERVICES, L.L.C.
WISCONSIN & SOUTHERN RAILROAD, L.L.C.
WATCO DOCK & RAIL II, L.L.C.
WATCO INTERNATIONAL HOLDINGS, L.L.C.
WATCO COMPLIANCE SERVICES, L.L.C.

By: 
Name: Rick Baden
Title: Executive Vice President

Executed on this 7th day of February, 2012.

BANK OF MONTREAL, as Agent

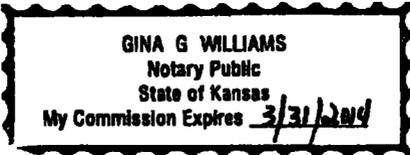
By 
Name: William Thomson
Title: Sr. Vice President

Executed on this 9th day of February, 2012.

STATE OF KANSAS)
) SS.:
COUNTY OF CRAWFORD)

On this, the 7th day of February, 2012, 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 each of SOUTH KANSAS AND OKLAHOMA RAILROAD, INC., PRCCR, INC., MILLENNIUM RAIL, INC., MBF INDUSTRIES, INC., DOME ACQUISITION CORP., HOCKLEY RAIL CAR, INC., MADONNA CORP., WATCO TRANSPORTATION HOLDINGS, INC., FITZGERALD RAILCAR SERVICES, INC., RAILCAR SERVICES AND LOGISTICS CORPORATION, RELOAD EXPRESS, INC., RELOAD, INC., WATCO MECHANICAL CORP., GRAND ELK RAILROAD, INC. and WATCO RAILROAD COMPANY HOLDINGS, INC. that said instrument was signed on February 7th 2012 on behalf of each such 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.



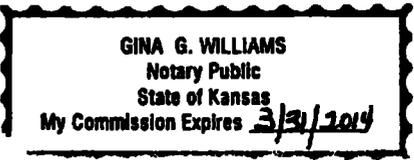
Gina G. Williams
Name: Gina G. Williams
Notary Public
My Commission Expires: 3/31/2014
Residing in Kansas

(SEAL)

STATE OF KANSAS)
) SS.:
COUNTY OF CRAWFORD)

On this, the 7th day of February, 2012, 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 each of WATCO COMPANIES, L.L.C., WATCO TRANSPORTATION SERVICES, L.L.C., EASTERN IDAHO RAILROAD, L.L.C., KANSAS & OKLAHOMA RAILROAD, L.L.C., TIMBER ROCK RAILROAD, L.L.C., 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., GREAT NORTHWEST RAILROAD, L.L.C., MISSION MOUNTAIN RAILROAD, L.L.C., PALOUSE RIVER AND COULÉE CITY RAILROAD, L.L.C., BATON ROUGE SOUTHERN RAILROAD, L.L.C., PACIFIC SUN RAILROAD, L.L.C., AUSTIN WESTERN RAILROAD, L.L.C., WATCO MECHANICAL SERVICES, L.L.C., KANSAS CITY SWITCHING COMPANY, L.L.C., ALABAMA WARRIOR RAILWAY, L.L.C., BOISE VALLEY RAILROAD, L.L.C., WATCO DOCK & RAIL, L.L.C., WATCO TRANSLOADING, L.L.C., CAF, L.L.C., AUTAUGA NORTHERN RAILROAD, L.L.C., SWAN RANCH RAILROAD, L.L.C., BIRMINGHAM TERMINAL RAILWAY, L.L.C., WATCO-CUDAHY MECHANICAL SERVICES, L.L.C., WISCONSIN & SOUTHERN RAILROAD, L.L.C., WATCO DOCK & RAIL II, L.L.C., WATCO INTERNATIONAL HOLDINGS, L.L.C. and WATCO COMPLIANCE SERVICES, L.L.C., that said instrument was signed on February 7th, 2012 on behalf of each such 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.



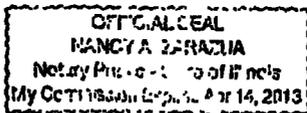
Gina G. Williams
Name: Gina G. Williams
Notary Public
My Commission Expires: 3/31/2014
Residing in Kansas

(SEAL)

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

On this, the 8th day of February, 2012, before me, a Notary Public in and for said County and State, personally appeared William Thomson, who being by me duly sworn, says that he is a Senior Vice President of BANK OF MONTREAL, that said instrument was signed on February 8, 2012 on behalf of said association 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 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: April 14, 2013
Residing in Cook County, Illinois

(SEAL)

EXHIBIT A

EQUIPMENT	QUANTITY	REPORTING MARKS
80 Ton Gondola Cars	24	WAMX 15219 WAMX 15236 WAMX 15280 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
Ballast Cars	25	KO 143 KO 149 KO 1006 KO 1008 SEKR 140 SEKR 148 SKOL 31124 WAMX 3401 WAMX 3403 through WAMX 3405, inclusive WAMX 3407

EQUIPMENT	QUANTITY	REPORTING MARKS
Bi-Level Passenger Car	6	WAMX 3409 WAMX 3411 WAMX 3414 WAMX 3418 WSOR 201771 WSOR 401 WSOR 402 WSOR 500 through WSOR 505, inclusive WSOR 11 through WSOR 13, inclusive WSOR 7718 WSOR 7720 WSOR 7726
Box Cars	93	SKOL 713956 SKOL 714436 WSOR 101494 through WSOR 101504, inclusive WSOR 101506 through WSOR 101510, inclusive WSOR 101512 through WSOR 101521, inclusive WSOR 101523 through WSOR 101532, inclusive WSOR 101534 through WSOR 101550, inclusive WSOR 101552 through WSOR 101557, inclusive WSOR 101559 through WSOR 101561, inclusive WSOR 101563 through WSOR 101565, inclusive WSOR 101567 through WSOR 101570, inclusive WSOR 101572 WSOR 101601 WSOR 101602 WSOR 102001 WSOR 102003 through WSOR 102011, inclusive WSOR 103001

EQUIPMENT	QUANTITY	REPORTING MARKS
Box Cars-RBL's	199	WSOR 103002 WSOR 505001 through WSOR 505006, inclusive WSOR 505008 WSOR 503019 through WSOR 503026, inclusive WSOR 503028 WSOR 503029 WSOR 503030 WSOR 503033 WSOR 503034 WSOR 503035 WSOR 503037 through WSOR 503042, inclusive WSOR 503044 WSOR 503047 through WSOR 503063, inclusive WSOR 503064 WSOR 503066 through WSOR 503073, inclusive WSOR 503075 WSOR 503076 WSOR 503077 WSOR 503079 WSOR 503080 WSOR 503081 WSOR 503082 WSOR 503084 through WSOR 503094, inclusive WSOR 503096 WSOR 503098 WSOR 503099 WSOR 503100 WSOR 503101 WSOR 503102 WSOR 503104 through WSOR 503124, inclusive WSOR 503126 through WSOR 503130, inclusive WSOR 503132 through WSOR 503149, inclusive WSOR 503151 through WSOR 503166, inclusive

EQUIPMENT**QUANTITY****REPORTING MARKS****Cement Hopper Cars****14**

WSOR 503168
WSOR 503169
WSOR 503170
WSOR 503171
WSOR 503172
WSOR 503173
WSOR 503175 through
WSOR 503186, inclusive
WSOR 503188
WSOR 503189
WSOR 503191
WSOR 503193
WSOR 503194
WSOR 503196
WSOR 503197
WSOR 503198
WSOR 503200
WSOR 503201
WSOR 503202
WSOR 503204 through
WSOR 503208, inclusive
WSOR 503210
WSOR 503211
WSOR 503212
WSOR 503213
WSOR 503214
WSOR 503215
WSOR 503217
WSOR 503218
WSOR 503219
WSOR 503220
WSOR 503222 through
WSOR 503236, inclusive
WSOR 503238
WSOR 503239
WSOR 503240
WSOR 503241
WSOR 503243
WSOR 503249 through
WSOR 503252, inclusive
SKOL 1023 through
SKOL 1029, inclusive
SKOL 1032 through

EQUIPMENT	QUANTITY	REPORTING MARKS
Covered Hopper Cars	317	SKOL 1035, inclusive SKOL 1112 SKOL 1113 SKOL 84184 KO 3030 KO 4012 KO 6107 KO 6163 KO 6202 KO 6221 KO 6400 KO 6412 KO 6413 KO 20501 KO 24207 WAMX 24208 KO 24219 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 WAMX 46268 KO 46715 KO 49354 KO 49491 KO 50825 KO 53864 KO 53875 KO 53933 KO 55115 KO 55320

EQUIPMENT

QUANTITY

REPORTING MARKS

KO 55407
KO 55595
KO 55614
KO 80222
WAMX 475084
KO 475108
KO 475364
KO 476021
KO 476313
KO 476325
KO 477161
KO 477230
KO 477231
KO 477252
KO 479101
KO 480080
KO 480237
KO 480248
KO 480330
KO 480354
KO 480840
KO 480917
KO 480975
KO 482100
KO 482661
KO 484984
KO 487376
KO 488391
WAMX 489319
KO 490203
KO 800421
KO 800538
NAHX 475080
NAHX 486549
PCC 1002
PCC 1019 through
PCC 1021, inclusive
PCC 1102

EQUIPMENT**QUANTITY****REPORTING MARKS**

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
WAMX 50952
PCC 53181
PCC 53524
PCC 54138
PCC 55497
PCC 55498
WAMX 55520
PCC 55558
PCC 55559
PCC 55633
PCC 55643
WAMX 63626
PCC 63641
WAMX 475536
WAMX 476292
PCC 476317
PCC 476651
PCC 478526
PCC 478966
PCC 479602
WAMX 481127
PCC 483511
PCC 487565
PCC 487625
PCC 488459

EQUIPMENT

QUANTITY

REPORTING MARKS

**PCC 488468
PCC 488584
PCC 488604
PCC 488622
PCC 801091
SKOL 39
SKOL 1001
SKOL 1002
SKOL 1044
SKOL 1047
SKOL 1049
SKOL 1056
SKOL 1069
SKOL 1076
SKOL 1087
SKOL 1096
SKOL 1102
SKOL 1103
SKOL 7904
SKOL 7907
SKOL 7911
WAMX 7912
SKOL 7913
SKOL 7915
SKOL 7921
SKOL 7923
SKOL 7927
SKOL 7928
SKOL 8118
SKOL 8140
WAMX 34567 through
WAMX 34569, inclusive
WAMX 34571
WAMX 34573
WAMX 34576
WAMX 34579
WAMX 34582
WAMX 52002**

EQUIPMENT**QUANTITY****REPORTING MARKS**

WAMX 52003
WAMX 52013
WAMX 52158
WAMX 52201
WAMX 52290
WAMX 52353
WAMX 52492
WAMX 52521
WAMX 52828
WAMX 52995
WAMX 53092
WAMX 53111
WAMX 53231
WAMX 53233
WAMX 53282
WAMX 53285
WAMX 53460
WAMX 53725
WAMX 53726
WAMX 53731 through
WAMX 53733, inclusive
WAMX 53758
WAMX 53882
WAMX 53906
WAMX 54269
WAMX 54349
WAMX 54350
WAMX 54398
WAMX 54431
WAMX 54450
WAMX 54467
WAMX 54574
WAMX 54603
WAMX 178603
WAMX 178605 through
WAMX 178608, inclusive
WAMX 178613 through
WAMX 178617, inclusive

EQUIPMENT

QUANTITY

REPORTING MARKS

WAMX 178619
WAMX 178621 through
WAMX 178624, inclusive
WAMX 178628 through
WAMX 178630, inclusive
WAMX 178632 through
WAMX 178635, inclusive
WAMX 178639
WAMX 178642
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

EQUIPMENT**QUANTITY****REPORTING MARKS**

WAMX 178711, inclusive
WAMX 178714
WAMX 178718 through
WAMX 178720, inclusive
WAMX 178723
WAMX 178724
WAMX 178728
WAMX 178730 through
WAMX 178736, inclusive
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
WSOR 501103
WSOR 501104
WSOR 501107
WSOR 501109
WSOR 501116
WSOR 501117
WSOR 501119
WSOR 501120
WSOR 501124
WSOR 501125
WSOR 501127
WSOR 12105
WSOR 12505
WSOR 12506
WSOR 12545 through
WSOR 12548, inclusive
WSOR 15010
WSOR 16062

EQUIPMENT	QUANTITY	REPORTING MARKS
		WSOR 16066
		WSOR 16068
		WSOR 16073
		WSOR 16078
		WSOR 16083
MOW Flat Cars	2	WSOX 103
		WSOX 104
Modified Covered Hopper Cars	32	KO 3036
		KO 3038
		KO 3046
		KO 3059
		KO 3075
		KO 3084
		KO 3095
		KO 3131
		KO 6131
		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
		SKOL 1062
		SKOL 1064
		SKOL 1106
		SKOL 15085
		SKOL 15091

EQUIPMENT	QUANTITY	REPORTING MARKS
Open Top Bottom Dump Cars	76	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 WSOR 107 WSOR 126 WSOR 130 through WSOR 138, inclusive WSOR 142 WSOR 150 WSOR 157 WSOR 161 WSOR 180 WSOR 181 WSOR 199 WSOR 201 through WSOR 232, inclusive WSOR 234 WSOR 235 WSOR 237 WSOR 238 WSOR 239 WSOR 249

Rapid Discharge Cars

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**SKOL 57403
SKOL 57411
SKOL 57415
SKOL 57416
SKOL 57418
SKOL 57419
SKOL 57422
SKOL 57432
WSOR 8000 through
WSOR 8039, inclusive
WSOR 504202
WSOR 504203
WSOR 504209
WSOR 504216
WSOR 504221
WSOR 504234
WSOR 504237
WSOR 504240
WSOR 504701
WSOR 504702
WSOR 504703
WSOR 504705
WSOR 504706
WSOR 504708
WSOR 504709
WSOR 504713
WSOR 504719
WSOR 504723 through
WSOR 504726, inclusive
WSOR 504730
WSOR 504732
WSOR 504733
WSOR 504736
WSOR 504737
WSOR 504738
WSOR 504741
WSOR 504742
WSOR 504747
WSOR 504750**

		WSOR 504753 WSOR 504755 WSOR 504758 WSOR 504759 WSOR 504760
Safety Box Car	2	WSOR 1 WICT 3
Rotary Dumper Cars	2	WAMX 60 WAMX 70
GP-7 Locomotives	18	WAMX 1004 WAMX 7001 WAMX 7004 WAMX 7005 WAMX 7008 WAMX 7011 WAMX 7013 WAMX 7014 WAMX 7016 WAMX 7018 through WAMX 7025, inclusive WSOR 702
GP-8 Locomotives	1	WAMX 8002
GP-9 Locomotives	2	WAMX 9003 WAMX 9004
GP-20 Locomotives	4	WAMX 2001 through WAMX 2003, inclusive WAMX 2005
GP-30 Locomotives	2	WAMX 3006 WAMX 3023
GP-30M Locomotives	1	WAMX 3021
GP-35 Locomotives	8	WAMX 3503 WAMX 3511 WAMX 3515 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	15	WAMX 3839 WAMX 3841 WAMX 3842 WAMX 3844 through WAMX 3846 inclusive WAMX 3848 through WAMX 3853, inclusive WAMX 3855 through WAMX 3857, inclusive
GP-38 Locomotives	28	WAMX 3801 through WAMX 3809, inclusive WAMX 3811 through WAMX 3820, inclusive WAMX 3823 WSOR 3801 through WSOR 3808, inclusive
GP-38-2 Locomotives	5	WSOR 3809 through WSOR 3813, inclusive
GP-38-3 Locomotives	16	WAMX 3821 WAMX 3822 WAMX 3824 through WAMX 3836, inclusive WAMX 3838
GP-40-2 LW Locomotives	32	WAMX 4001 through WAMX 4032, inclusive
GP-40-3 Locomotives	14	WAMX 4033 through WAMX 4046, inclusive

GP-50 Locomotives	13	WAMX 5001 through WAMX 5013, inclusive
MP 15 Locomotives	1	WAMX 1504
MP15AC Locomotives	6	WSOR 1501 through WSOR 1506, inclusive
NW 2 Locomotives	4	PSWR 431 WAMX 203 WAMX 403 WAMX 404
Remote Locomotives	2	WAMX 301 WAMX 303
SD-18 Locomotives	2	WAMX 1801 WAMX 1802
SD-20 Locomotives	1	WSOR 2056
SD-38-2 Locomotives	1	WAMX 3899
SD-40-2 Locomotives	52	WAMX 4115 through WAMX 4125, inclusive WAMX 4134 through WAMX 4155, inclusive WAMX 4168 WAMX 4169 WSOR 4001 through WSOR 4009, inclusive WSOR 4012 WSOR 4013 WSOR 4025 WSOR 4050 through WSOR 4054, inclusive
Slug Locomotives	4	WAMX 501 through WAMX 503, inclusive WAMX 705
SW 1 Locomotives	2	WAMX 101 WAMX 107
SW 2 Locomotives	3	WAMX 105 WAMX 106 WAMX 109

SW 8 Locomotives	2	WAMX 802 WAMX 805
SW 9 Locomotives	14	WAMX 909 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	5	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
E9A Locomotives	2	WSOR 101 WSOR 103

CERTIFICATION

I, Edward M Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 2/9/12

Edward M Luria
Edward M. Luria