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RECORDATION NO. 12325-N

January 6, 1989 JAN 12 1989 1 25 PM

INTERSTATE COMMERCE COMMISSION

9-012A063

Ms. Noretta R. McGee
Secretary of the Interstate
Commerce Commission
Washington, D.C. 20423

No.

Date JAN 12 1989

Fee \$ 13.00

Dear Ms. McGee:

ICC Washington, D.C. \$13.00 filing fee

Enclosed please find, for filing and recordation pursuant to Section 11303 of Title 49 of the United States Code ~~SIX~~ ^{FIVE} fully executed copies of the following document relating to certain railroad rolling stock as described herein, which should be included as part of the filing recorded on October 20, 1980 at 2:15 p.m., Recordation No. 12325 as the next available recordation number, being 12325-N.

this one is 12325-N

I. Document: Amendment to Railcar Lease dated as of December 29, 1988.

A. Parties: Lessor: RCC Railcar Leasing, Inc.
c/o MGC Leasing Corporation
666 Fifth Avenue
New York, New York 10103
Attn: MR. TIM KAYLOR

Lessee: MNVA Railroad, Inc.
P.O. Box 218
Redwood Falls, Minnesota 56283

B. Equipment: As described in Schedule 1 to the Lease filed under Recordation Number 12325-F, recorded on November 3, 1986 at 11:05 a.m., as amended by the document to be recorded under this letter.

C. Lease Amended: This document is an amendment of a Railcar Lease Agreement filed under Recordation Number 12325-F between Lessor and Lessee dated as of October 10, 1986.

I respectfully request that the original of this document be recorded under the provisions of 49 U.S.C. Section 11303. A short summary for the Recordation Index for this document would be: "Amendment of Railcar Lease Agreement."

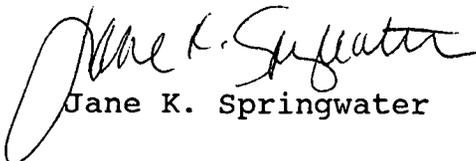
Candy... [Handwritten signature]

JAN 12 1 09 PM '89

Ms. Noreta R. McGee
January 6, 1989
Page 2

I would also appreciate your stamping the additional copies of the document which are not required for your filing purposes and returning them to me together with the fee receipt, the letter from the ICC acknowledging the filing and the two extra copies of this transmittal letter. A check for the amount of \$13.00 is enclosed to cover the filing fees.

Very truly yours,



Jane K. Springwater

Enclosures

3150/L020.JKS/lt

Interstate Commerce Commission
Washington, D.C. 20423

1/12/89

OFFICE OF THE SECRETARY

Jane K. Springwater

Murphy Weie & Butler

101 California St. 39th Fl.

San Francisco, Calif. 94111

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/12/89 at 1:45pm, and assigned recordation number(s). 12325-N

Sincerely yours,

Nerita R. McGee

Secretary

Enclosure(s)

AMENDMENT TO RAILCAR LEASE AGREEMENT

RECORDATION NO. 12325-N
JAN 24 1988 - 1 20 PM
STATE COMMERCE COMMISSION

This Amendment to Railcar Lease Agreement (the "Amendment") is made as of the 29th day of December 1988, between MNVA Railroad, Inc., a Minnesota corporation as Lessee ("Lessee") and RCC Railcar Leasing, Inc., a Delaware corporation as Lessor ("Lessor") and amends the Railcar Lease Agreement between Lessor and Lessee dated as of October 10, 1986 (the "Lease").

Lessor and Lessee desire to amend the Lease to reflect the correct units of equipment covered by the Lease. Lessor and Lessee hereby amend the Lease as follows:

The Equipment Schedule I attached to the Lease is hereby deleted in its entirety and replaced with the new Equipment Schedule I attached hereto as Exhibit A.

Except as modified by this Amendment the Lease remains unchanged and in full force and effect.

This Amendment may be signed in counterparts.

RCC RAILCAR LEASING, INC.

By [Signature]

Title LD

MNVA RAILROAD, INC.

By _____

Title _____

EQUIPMENT SCHEDULE 1

MVNA Railroad, Inc. hereby leases the following railcars pursuant to that certain Lease Agreement dated as of October 10, 1986.

A.A.R. Mechanical

Mechanical

Designation Description

Reporting Marks
and Car Numbers

Number of
Cars

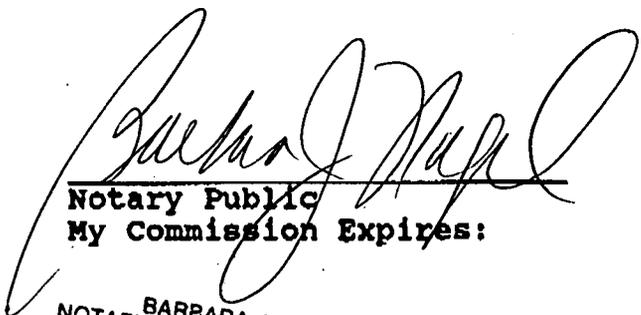
<u>Designation</u>	<u>Description</u>	<u>Reporting Marks</u> <u>and Car Numbers</u>	<u>Number of</u> <u>Cars</u>		
LO	100 ton, roller bearing, 4750 cubic foot, triple pocket, covered hopper railroad cars equipped with trough hatches.	MNVA 483249 MNVA 483250 MNVA 483251 MNVA 483253 MNVA 483254 MNVA 483255 MNVA 483256 MNVA 483258 MNVA 483259 MNVA 483260 MNVA 483261 MNVA 483262 MNVA 483263 MNVA 483264 MNVA 483265 MNVA 483268 MNVA 483269 MNVA 483270 MNVA 483271 MNVA 483273 MNVA 483274 MNVA 483275 MNVA 483276 MNVA 483278 MNVA 483280 MNVA 483281 MNVA 483283 MNVA 483284 MNVA 483285 MNVA 483286 MNVA 483287 MNVA 483290 MNVA 483291 MNVA 483292 MNVA 483297 MNVA 483299 MNVA 483303 MNVA 483305 MNVA 483306 MNVA 483308 MNVA 483309 MNVA 483311 MNVA 483312 MNVA 483313 MNVA 483315 MNVA 483316 MNVA 483318 MNVA 483319 MNVA 483321 MNVA 483322 MNVA 483323	MNVA 483324 MNVA 483326 MNVA 483327 MNVA 483328 MNVA 483329 MNVA 483334 MNVA 483336 MNVA 483337 MNVA 483339 MNVA 483341 MNVA 483342 MNVA 483343 MNVA 483345 MNVA 483348 MNVA 483349 MNVA 483350 MNVA 483351 MNVA 483352 MNVA 483353 MNVA 483356 MNVA 483358 MNVA 483359 MNVA 483362 MNVA 483364 MNVA 483365 MNVA 483366 MNVA 483367 MNVA 483369 MNVA 483370 MNVA 483371 MNVA 483373 MNVA 483375 MNVA 483377 MNVA 483378 MNVA 483379 MNVA 483380 MNVA 483381 MNVA 483382 MNVA 483384 MNVA 483385 MNVA 483386 MNVA 483387 MNVA 483388 MNVA 483390 MNVA 483392 MNVA 483393 MNVA 483394 MNVA 483396 MNVA 483397 MNVA 483398 MNVA 483400	MNVA 483401 MNVA 483402 MNVA 483403 MNVA 483406 MNVA 483407 MNVA 483410 MNVA 483411 MNVA 483414 MNVA 483415 MNVA 483416 MNVA 483418 MNVA 483419 MNVA 483421 MNVA 483422 MNVA 483423 MNVA 483425 MNVA 483427 MNVA 483428 MNVA 483429 MNVA 483432 MNVA 483433 MNVA 483434 MNVA 483435 MNVA 483437 MNVA 483439 MNVA 483440 MNVA 483441 MNVA 483442 MNVA 483443 MNVA 483444 MNVA 483447 MNVA 483448 MNVA 483449 MNVA 483450 MNVA 483452 MNVA 483453	138

3158/D002.JKS/lt

STATE OF New York)
COUNTY OF New York) SS.

On the 6th day of January, 1989, before me, a Notary Public in and for the State and County aforesaid, the undersigned, personally appeared Robert A. Grossberg, the Vice President of BCC Baker Learning, Inc, and that he, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of Robert Grossberg by himself as such officer.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Notary Public
My Commission Expires:

BARBARA J. NAGEL
NOTARY PUBLIC, State of New York
No. 4728639
Qualified in Suffolk County
Term Expires June 30, 1990

AMENDMENT TO RAILCAR LEASE AGREEMENT

This Amendment to Railcar Lease Agreement (the "Amendment") is made as of the 29th day of December 1988, between MNVA Railroad, Inc., a Minnesota corporation as Lessee ("Lessee") and RCC Railcar Leasing, Inc., a Delaware corporation as Lessor ("Lessor") and amends the Railcar Lease Agreement between Lessor and Lessee dated as of October 10, 1986 (the "Lease").

Lessor and Lessee desire to amend the Lease to reflect the correct units of equipment covered by the Lease. Lessor and Lessee hereby amend the Lease as follows:

The Equipment Schedule I attached to the Lease is hereby deleted in its entirety and replaced with the new Equipment Schedule I attached hereto as Exhibit A.

Except as modified by this Amendment the Lease remains unchanged and in full force and effect.

This Amendment may be signed in counterparts.

RCC RAILCAR LEASING, INC.

By _____

Title _____

MNVA RAILROAD, INC.

By Jerry Wood

Title President

EQUIPMENT SCHEDULE 1

MVNA Railroad, Inc. hereby leases the following railcars pursuant to that certain Lease Agreement dated as of October 10, 1986.

A.A.R. Mechanical

Mechanical

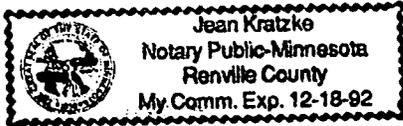
<u>Designation</u>	<u>Description</u>	<u>Reporting Marks and Car Numbers</u>			<u>Number of Cars</u>
LO	100 ton, roller bearing, 4750 cubic foot, triple pocket, covered hopper railroad cars equipped with trough hatches.	MVNA 483249	MVNA 483324	MVNA 483401	138
		MVNA 483250	MVNA 483326	MVNA 483402	
		MVNA 483251	MVNA 483327	MVNA 483403	
		MVNA 483253	MVNA 483328	MVNA 483406	
		MVNA 483254	MVNA 483329	MVNA 483407	
		MVNA 483255	MVNA 483334	MVNA 483410	
		MVNA 483256	MVNA 483336	MVNA 483411	
		MVNA 483258	MVNA 483337	MVNA 483414	
		MVNA 483259	MVNA 483339	MVNA 483415	
		MVNA 483260	MVNA 483341	MVNA 483416	
		MVNA 483261	MVNA 483342	MVNA 483418	
		MVNA 483262	MVNA 483343	MVNA 483419	
		MVNA 483263	MVNA 483345	MVNA 483421	
		MVNA 483264	MVNA 483348	MVNA 483422	
		MVNA 483265	MVNA 483349	MVNA 483423	
		MVNA 483268	MVNA 483350	MVNA 483425	
		MVNA 483269	MVNA 483351	MVNA 483427	
		MVNA 483270	MVNA 483352	MVNA 483428	
		MVNA 483271	MVNA 483353	MVNA 483429	
		MVNA 483273	MVNA 483356	MVNA 483432	
		MVNA 483274	MVNA 483358	MVNA 483433	
		MVNA 483275	MVNA 483359	MVNA 483434	
		MVNA 483276	MVNA 483362	MVNA 483435	
		MVNA 483278	MVNA 483364	MVNA 483437	
		MVNA 483280	MVNA 483365	MVNA 483439	
		MVNA 483281	MVNA 483366	MVNA 483440	
		MVNA 483283	MVNA 483367	MVNA 483441	
		MVNA 483284	MVNA 483369	MVNA 483442	
		MVNA 483285	MVNA 483370	MVNA 483443	
		MVNA 483286	MVNA 483371	MVNA 483444	
		MVNA 483287	MVNA 483373	MVNA 483447	
		MVNA 483290	MVNA 483375	MVNA 483448	
		MVNA 483291	MVNA 483377	MVNA 483449	
		MVNA 483292	MVNA 483378	MVNA 483450	
		MVNA 483297	MVNA 483379	MVNA 483452	
		MVNA 483299	MVNA 483380	MVNA 483453	
		MVNA 483303	MVNA 483381		
		MVNA 483305	MVNA 483382		
		MVNA 483306	MVNA 483384		
		MVNA 483308	MVNA 483385		
		MVNA 483309	MVNA 483386		
		MVNA 483311	MVNA 483387		
		MVNA 483312	MVNA 483388		
		MVNA 483313	MVNA 483390		
		MVNA 483315	MVNA 483392		
		MVNA 483316	MVNA 483393		
		MVNA 483318	MVNA 483394		
MVNA 483319	MVNA 483396				
MVNA 483321	MVNA 483397				
MVNA 483322	MVNA 483398				
MVNA 483323	MVNA 483400				

3158/D002.JKS/lt

STATE OF)
COUNTY OF) ss.
)

On the 10th day of JANUARY, 19 89, before me, a Notary Public in and for the State and County aforesaid, the undersigned, personally appeared LARRY C. WOOD, the PRESIDENT of MNVA RAILROAD, INC., and that he, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of LARRY C. WOOD by himself as such officer.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Jean Kratzke
Notary Public
My Commission Expires: 12-18-92