

RECORDATION NO. 21128 FILED

DEC 31 '97

11-45 AM

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OF COUNSEL
URBAN A. LESTER

RECEIVED
SURFACE TRANSPORTATION
BOARD

DEC 31 11 42 AM '97

Counterparts - J. Williams

December 31, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Schedule No. 6 to Railcar Lease Agreement, dated as of December 29, 1997, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Lessor: The First National Bank of Maryland
25 South Charles Street
Baltimore, Maryland 21201

Lessee: NorRail, Inc.
308 12th Avenue South
Buffalo, Minnesota

A description of the railroad equipment covered by the enclosed document is:

31 gondola railcars bearing CSXT reporting marks and road numbers set forth on the Schedule attached to the Memorandum.

Mr. Vernon A. Williams
December 31, 1997
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Also enclosed is a check in the amount of \$24.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

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THE FIRST NATIONAL BANK OF MARYLAND

**MEMORANDUM OF SCHEDULE NO. 6 TO MASTER RAILCAR
LEASE AGREEMENT**

dated as of December 29, 1997

between

THE FIRST NATIONAL BANK OF MARYLAND,

as Lessor

and

NORRAIL, INC.

as Lessee

MEMORANDUM OF SCHEDULE NO. 6 TO MASTER RAILCAR LEASE AGREEMENT

THIS MEMORANDUM OF SCHEDULE NO. 6 TO MASTER RAILCAR LEASE AGREEMENT is made and entered into as of December 29, 1997 by and between THE FIRST NATIONAL BANK OF MARYLAND, a national banking association ("Lessor"), and NORRAIL, INC., a Minnesota corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, certain railcars as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Schedule No. 6 dated December 30, 1997 between Lessor and Lessee to the Master Railcar Lease Agreement dated as of September 30, 1997 between Lessor and Lessee (collectively, the "Lease").
2. The Lease shall be effective as of the execution date thereof and the term of the Lease with respect to each car shall be as set forth in Schedule No. 6.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Schedule No. 6 to Railcar Lease Agreement to be executed as of the date first above written.

THE FIRST NATIONAL BANK OF MARYLAND,
Lessor

By: 

Name: Richard M. Folio

Title: Vice President

NORRAIL, INC., Lessee

By: 

Name:

Title: George W. Calver

Vice President & General Manager

STATE OF MARYLAND, CITY OF BALTIMORE, TO WIT:

On this 22nd day of December, 1997 before me appeared, Richard M. Folio, to me personally known, who being by me duly sworn, says that he is a Vice President of THE FIRST NATIONAL BANK OF MARYLAND, a national banking association, that the seal affixed to the foregoing instrument is the corporate seal of said association, that said instrument was signed and sealed on December 22 1997 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.

[Notarial Seal]

Michelle G. Sperato
Notary Public

My commission expires: January 28, 2001

STATE OF VT, CITY OF Cohasset, TO WIT:

On this 30th day of September, 1997 before me appeared George Calver, to me personally known, who being by me duly sworn, says that he is a VP & GM of NorRail, Inc., a Minnesota corporation, that said instrument was signed and sealed on December 15, 1997 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.

[Notarial Seal]

Myra Deaton
Notary Public

My commission expires: 2/10/99

DESCRIPTION OF RAILCARS

Thirty-one (31) Trinity built, 110 ton, 286 GRL mill gondola railcars bearing the following reporting marks and numbers:

CSXT 491241 through 491244, inclusive
491246 through 491248, inclusive
491320
491323
491325 through 491326, inclusive
491329
491331 through 491335, inclusive
491341 through 491344, inclusive
491347
491350 through 491356, inclusive
491362
491366