

County Part - 4th

Primary
RECORDATION NO. 21696 FILED

OCT 2 '98 11-20 AM

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A LESTER

RECORDATION NO. 21696-A FILED

OCT 2 '98 11-20 AM

RECEIVED
SURFACE TRANSPORTATION BOARD
OCT 2 11 19 AM '98

October 2, 1998

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. 8 to Master Railcar Lease Agreement, dated as of September 30, 1998, a primary document as defined in the Board's Rules for the Recordation of Documents and two (2) copies of a Bill of Sale, a secondary document related thereto.

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

Primary → Lessor/Buyer: The First National Bank of Maryland
25 South Charles Street
Baltimore, Maryland 21201

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

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

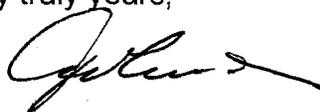
ninety-six (96) boxcars bearing BAR reporting marks and road numbers set forth on Schedule A attached to the Memorandum.

Vernon A. Williams
October 2, 1998
Page 2

Also enclosed is a check in the amount of \$52.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", written in a cursive style.

Robert W. Alvord

RWA/bg
Enclosures

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THE FIRST NATIONAL BANK OF MARYLAND

**MEMORANDUM OF SCHEDULE NO. 8 TO MASTER RAILCAR
LEASE AGREEMENT**

dated as of September 30, 1998

between

THE FIRST NATIONAL BANK OF MARYLAND,

as Lessor

and

NORRAIL, INC.

as Lessee

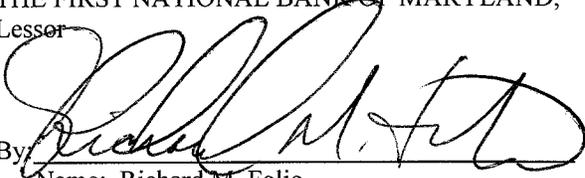
MEMORANDUM OF SCHEDULE NO. 8 TO MASTER RAILCAR LEASE AGREEMENT

THIS MEMORANDUM OF SCHEDULE NO. 8 TO MASTER RAILCAR LEASE AGREEMENT is made and entered into as of September 30, 1998 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. 8 dated September 30 1998 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. 8.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Schedule No. 8 to Railcar Lease Agreement to be executed as of the date first above written.

THE FIRST NATIONAL BANK OF MARYLAND,
Lessor

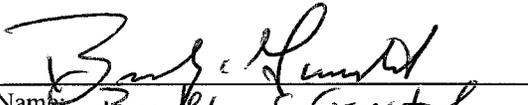
By: 

Name: Richard M. Folio
Title: Vice President

NORRAIL, INC., Lessee

By: 

Name: ROBERT D. JOHNSON
Title: PRESIDENT

By: 

Name: Bradley E. Gunstad
Title: V.P. & General Counsel

STATE OF MARYLAND, CITY OF BALTIMORE, TO WIT:

On this 29th day of September, 1998 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 September ~~29~~ 1998 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.

Michelle E. Sperato
Notary Public

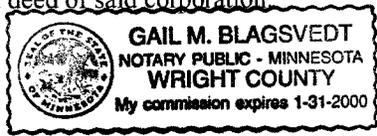
[Notarial Seal]

My commission expires: January 28, 2001

STATE OF MN, CITY OF Buffalo, TO WIT:

On this 30 day of September, 1998 before me appeared, Robert D. Johnson, to me personally known, who being by me duly sworn, says that he is a President, of NorRail, Inc., a Minnesota corporation, that said instrument was signed and sealed on September 30, 1998 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.

Robert D. Johnson



[Notarial Seal]

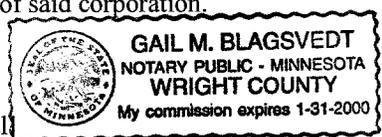
Gail M. Blagsvedt
Notary Public

My commission expires: 1-31-2000

STATE OF MN, CITY OF Buffalo, TO WIT:

On this 30 day of September, 1998 before me appeared, Bradley C. Devoted, to me personally known, who being by me duly sworn, says that he is a V.P. Gen. Counsel, NorRail, Inc., a Minnesota corporation, that said instrument was signed and sealed on September 30 1998 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.

Bradley C. Devoted



[Notarial Seal]

Gail M. Blagsvedt
Notary Public

My commission expires: 1-31-2000

DESCRIPTION OF RAILCARS

Ninety-six (96) 70-ton, Plate B boxcars originally built in 1962 and rebuilt in 1983 bearing the following reporting marks and numbers:

BAR 8900 through 8942, inclusive
8944 through 8986, inclusive
8988 through 8999, inclusive