

*Countrywide - 9/21/98*

RECORDATION NO. 21696 FILED

OCT 2 '98 11-20 AM

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OF COUNSEL  
URBAN A LESTER

RECORDATION NO. 21696-A FILED

OCT 2 '98 11-20 AM

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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:

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

*A* → Lessee/Seller: NorRail, Inc.  
308 12<sup>th</sup> 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.

SURFACE TRANSPORTATION BOARD

Vernon A. Williams  
October 2, 1998  
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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

RECORDATION NO. 21696-A FILED

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BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS that NORRAIL, INC., a Minnesota corporation, in consideration of the sum of \$10.00 to the undersigned to be paid by THE FIRST NATIONAL BANK OF MARYLAND pursuant to the terms of Supplement No. 8 to the Purchase and Sale Agreement dated September 30, 1997 between NorRail, Inc. and The First National Bank of Maryland, have granted, bargained, sold, conveyed, transferred, and delivered and by these presents do bargain, sell, grant, convey, transfer, and deliver unto The First National Bank of Maryland the railcars described on Schedule A attached hereto and made a part hereof.

To have and to hold the same unto The First National Bank of Maryland, its successors and assigns forever;

And the undersigned does for itself and its successors and assigns covenant and agree with The First National Bank of Maryland to warrant and defend title to the railcars hereby sold unto The First National Bank of Maryland, its successors and assigns against all and every person and persons whomsoever.

And the undersigned does for itself and its successors and assigns warrant and represent to The First National Bank of Maryland that the title conveyed is good, its transfer is rightful; and the railcars are, have been, or shall be delivered free from any security interest or other lien or encumbrance.

THE RAILCARS SHALL BE SOLD TO THE FIRST NATIONAL BANK OF MARYLAND BY NORRAIL, INC. ON AN "AS-IS, WHERE-IS" BASIS, WITH ALL FAULTS, WITHOUT ANY WARRANTIES, EXPRESS OR IMPLIED, AS TO THE CONDITION OF THE RAILCARS, INCLUDING, WITHOUT LIMITATION, THE WARRANTIES OF MERCHANTABILITY OR FITNESS FOR ANY PARTICULAR PURPOSE. IN NO EVENT SHALL NORRAIL, INC. BE LIABLE FOR ANY SPECIAL, INDIRECT, INCIDENTAL OR CONSEQUENTIAL DAMAGES OF ANY NATURE WHATSOEVER.

IN WITNESS WHEREOF the undersigned has caused this Bill of Sale to be executed under seal this 29<sup>th</sup> day of September, 1998.

ATTEST:

NORRAIL, INC

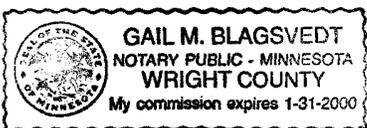
By: [Signature]  
Name: Robert D. Johnson  
Title: PRESIDENT

By: [Signature]  
Name: Bradley C. Gustaf  
Title: V.P. & General Counsel

STATE OF Minnesota OF Wright TO WIT:

I HEREBY CERTIFY, that on this 29 day of September, 1998, before me, the undersigned, a Notary Public of the State of MN, personally appeared Bradley C. Gustaf, who acknowledged himself to be the V.P. General Counsel of NORRAIL, INC., a Minnesota corporation, known (or satisfactorily proven) to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized V.P. General Counsel of said corporation by signing the name of the corporation by himself as V.P. General Counsel.

AS WITNESS my hand and Notarial Seal.



(SEAL)

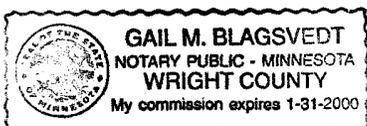
Gail M. Blagsvedt  
Notary Public

My Commission Expires: 1-31-2000

STATE OF Minnesota OF Wright TO WIT:

I HEREBY CERTIFY, that on this 29 day of September, 1998, before me, the undersigned, a Notary Public of the State of MN, personally appeared Robert D. Johnson, who acknowledged himself to be the President of NORRAIL, INC., a Minnesota corporation, known (or satisfactorily proven) to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized President of said corporation by signing the name of the corporation by himself as President.

AS WITNESS my hand and Notarial Seal.



(SEAL)

Gail M. Blagsvedt  
Notary Public

My Commission Expires: 1-31-2000

SCHEDULE A  
to Bill of Sale

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