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JOHN A. STALFORD
410-385-3424

November 13, 1998

via FEDERAL EXPRESS

Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 10423-0001
Attention: Mrs. Janice Fort
Recordation

RECORDATION NO. *21696-B* FILED

NOV 16 '98

10-20AM

Re: Our File No.: 258-1888

Dear Mrs. Fort:

Enclosed for recordation as a secondary document pursuant to the provisions of 49 U.S.C. Section 11301(a) are two originally-executed copies of the following document:

Amendment to Memorandum of Schedule No. 8 to Master Railcar Lease Agreement dated as of November 9, 1998 between The First National Bank of Maryland (25 South Charles Street, Baltimore, Maryland 21201) and NorRail, Inc. (308 12th Avenue South, Buffalo, Minnesota 55313) which relates to Memorandum of Schedule No. 8 to Master Railcar Lease Agreement dated as of September 30, 1998 between The First National Bank of Maryland (25 South Charles Street, Baltimore, Maryland 21201) and NorRail, Inc. (308 12th Avenue South, Buffalo, Minnesota 55313) which was recorded with the Surface Transportation Board on October 2, 1998 at 11:20 a.m, under Recordation No. 21696.

Also enclosed is a check in the amount of \$26.00 to cover the costs of recordation. Once this document has been recorded, please return the same to the undersigned.

RECEIVED
SURFACE TRANSPORTATION
BOARD

NOV 16 10 20 AM '98

Thank you for your prompt attention to this matter. If you have any questions, please do not hesitate to call me at (800) 344-2532.

Sincerely,

A handwritten signature in cursive script that reads "John A. Stalfort" followed by a stylized flourish or initials.

John A. Stalfort

JAS:mes
Enclosures

RECORDATION NO. 21696-B FILED

NOV 16 '98

10-20AM

THE FIRST NATIONAL BANK OF MARYLAND

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

dated as of November 9, 1998

between

THE FIRST NATIONAL BANK OF MARYLAND,

as Lessor

and

NORRAIL, INC.

as Lessee

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

THIS AMENDMENT TO MEMORANDUM OF SCHEDULE NO. 8 TO MASTER RAILCAR LEASE AGREEMENT is made and entered into as of November 9, 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 and Lessee filed a Memorandum of Schedule No. 8 to Master Railcar Lease Agreement dated as of September 30, 1998 (the "Memorandum of Lease") with the Surface Transportation Board on October 2, 1998 under Recordation No. 21696.
2. Exhibit A to the Memorandum of Lease contained an error in the description of the railcars subject to the Lease (as defined in the Memorandum of Lease). Lessor and Lessee desire to correct the description of the railcars subject to the Lease.
3. Accordingly, attached hereto as Exhibit A is the correct description of the railcars subject to the Lease.
4. All other provisions of the Memorandum of Lease remain in full force and effect.

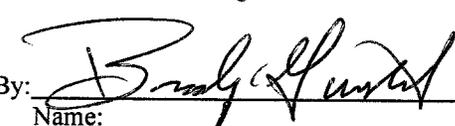
IN WITNESS WHEREOF, the parties hereto have executed or caused this Amendment to Memorandum of Schedule No. 8 to Railcar Lease Agreement to be executed as of the date first above written.

THE FIRST NATIONAL BANK OF MARYLAND,
Lessor

By: 
Name: Richard M. Folio
Title: Vice President

NORRAIL, INC., Lessee

By: 
Name: Russell S. Adams
Title: V.P. Acquisitions & Strategic Planning

By: 
Name:
Title: **Bradley C. Gunstad**
Vice President & General Counsel

STATE OF MARYLAND, CITY OF BALTIMORE, TO WIT:

On this 13th day of November, 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 November 13 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.

Roger Weaver

[Notarial Seal]

Notary Public

Roger Weaver, Notary Public
State of Maryland

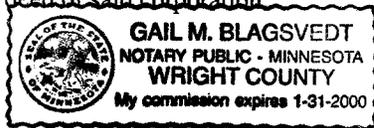
My commission expires:

Commission expires Jan. 10, 1999

STATE OF MIN, CITY OF Buffalo, TO WIT:

On this 5 day of November, 1998 before me appeared, Russell S. Adams, to me personally known, who being by me duly sworn, says that he is a Vice President of NorRail, Inc., a Minnesota corporation, that said instrument was signed and sealed on November 5, 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.

Russell S. Adams



[Notarial Seal]

Notary Public

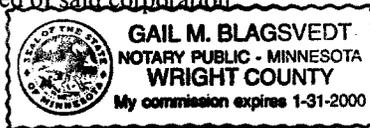
Gail M. Blagsvedt

My commission expires: 1-31-2000

STATE OF MIN, CITY OF Buffalo, TO WIT:

On this 5 day of November, 1998 before me appeared, Bradley C. Hunsick, to me personally known, who being by me duly sworn, says that he is a Vice President of NorRail, Inc., a Minnesota corporation, that said instrument was signed and sealed on November 5, 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. Hunsick



[Notarial Seal]

Notary Public

Gail M. Blagsvedt

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 8947, inclusive
8950 through 8986, inclusive
8988 through 8999, inclusive