

C

LAW OFFICES
MILES & STOCKBRIDGE

A PROFESSIONAL CORPORATION

CAMBRIDGE, MD
COLUMBIA, MD
EASTON, MD
FREDERICK, MD

10 LIGHT STREET
BALTIMORE, MARYLAND 21202-1487
TELEPHONE 410-727-6464
FAX 410-385-3700

McLEAN, VA
ROCKVILLE, MD
TOWSON, MD
WASHINGTON, D.C.

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-C FILED

NOV 16 '98

10-20AM

NOV 16 10 20 AM '98

RECEIVED
SURFACE TRANSPORTATION
BOARD

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 Bill of Sale dated as of November 5, 1998 by NorRail, Inc. (308 12th Avenue South, Buffalo, Minnesota 55313) in favor of The First National Bank of Maryland (25 South Charles Street, Baltimore, Maryland 21201) which relates to Bill of Sale dated September 30 by NorRail, Inc. (308 12th Avenue South, Buffalo, Minnesota 55313) in favor of The First National Bank of Maryland (25 South Charles Street, Baltimore, Maryland 21201) recorded with the Surface Transportation Board on October 2, 1998 at 11:20 a.m., under Recordation No. 21696-A.

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.

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 black ink that reads "John A. Stalfort" followed by a stylized flourish or initials.

John A. Stalfort

JAS:mes
Enclosures

NOV 16 '98 10-20AM

AMENDMENT TO BILL OF SALE

NorRail, Inc. executed and delivered to The First National Bank of Maryland, a Bill of Sale dated September 30, 1998 (the "Bill of Sale") which Bill of Sale was recorded with the Surface Transportation Board on October 2, 1998 under Recordation No. 21696-A. Schedule A to such Bill of Sale contained an error in the description of the railcars which were described in such Schedule. NorRail, Inc. hereby amends the Bill of Sale to correct such error by deleting Schedule A which is attached to the Bill of Sale and attaching in lieu thereof Schedule A which is attached hereto. In all other respects the Bill of Sale remains in full force and effect.

IN WITNESS WHEREOF, the undersigned has caused this Amendment to Bill of Sale to be executed under seal this 5 day of November, 1998.

ATTEST:

NORRAIL, INC.

Gail M. Blagsvedt

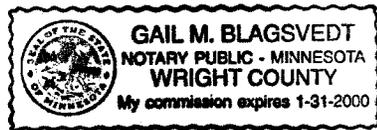
By: Russell S. Adams
Name: Russell S. Adams
Title: V.P. Acquisitions & Strategic Planning

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

STATE OF MN, City OF Buffalo, TO WIT:

I HEREBY CERTIFY, that on this 5 day of November, 1998, before me, the undersigned, a Notary Public of the State of MN, personally appeared Russell S. Adams, who acknowledged himself to be the Vice 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 Vice President of said corporation by signing the name of the corporation by himself as Vice President.

AS WITNESS my hand and Notarial Seal.



Gail M. Blagsvedt
Notary Public

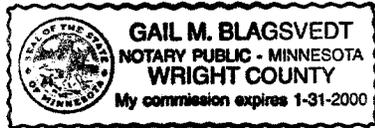
(SEAL)

My Commission Expires: 1-31-2000

STATE OF MN, City OF Buffalo, TO WIT:

I HEREBY CERTIFY, that on this 5 day of November, 1998, before me, the undersigned, a Notary Public of the State of MN, personally appeared Bradley C. Hemsted, who acknowledged himself to be the Vice 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 Vice President of said corporation by signing the name of the corporation by himself as Vice President.

AS WITNESS my hand and Notarial Seal.



(SEAL)

My Commission Expires: 1-31-2000

Gail M. Blagsvedt
Notary Public

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