

19379-C

SEP 13 1995 -1 10 AM

ALVORD AND ALVORD

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

OF COUNSEL
URBAN A. LESTER

Country Pointe

September 12, 1995

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) copies of a Modification to Lease Agreement, dated August 28, 1995, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to the Lease Agreement, duly filed with the Commission under Recordation Number 19379.

The name and address of the party to the enclosed document are:

Less^{or} : Minnesota Mining and Manufacturing Company
3M Center
Saint Paul, Minnesota 55144

Lessee : Grace Trust
302 Third Street, Suite 3
Neptune Beach, Florida 32266

A description of the railroad equipment covered by the enclosed document is set forth in the Lease as originally filed herein.

Mr. Vernon A. Williams
September 12, 1995
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Also enclosed is a check in the amount of \$21.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

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

Very truly yours,

A handwritten signature in cursive script, appearing to read "R. Alvord", written in black ink.

Robert W. Alvord

RWA/bg
Enclosures

19379-C

MODIFICATION TO LEASE AGREEMENT SEP 12 1995 - 1 10 PM

THIS MODIFICATION TO LEASE AGREEMENT is made and entered into the 28th day of August, 1995, between GRACE TRUST (hereinafter "Lessor") and MINNESOTA MINING AND MANUFACTURING COMPANY (hereinafter "Lessee") as to that certain Lease Agreement dated April 17, 1995.

W I T N E S S E T H:

WHEREAS, Lessee has requested that Lessor make additional modifications to the Cars which are subject to the Lease; and

WHEREAS, the Lessor is willing to do so provided that the payment terms in the Lease are modified.

NOW, THEREFORE, the parties agree as follows:

- 1. Paragraph 1 of the Lease is modified to provide that the "Fixed Rent" is a monthly rental rate per Car of \$278.82.
- 2. Paragraph 32(b) of the Lease is modified to provide that the price for the purchase as of January 31, 1996, is \$16,400.00 per Car, and the price as of the last day of the 36th month of the Lease is \$12,000.00 per Car.
- 3. Exhibit C to the Lease is modified as shown on attached Exhibit C.
- 4. All other terms and conditions of the Lease not expressly modified herein remain in full force and effect.

DATED this 28th day of August, 1995.

GRACE TRUST

By *Gil Gibbs*
Gil Gibbs, Trustee

"Lessor"

MINNESOTA MINING AND
MANUFACTURING COMPANY

By *Roger Wigen*
Roger Wigen
Manager of Transportation
Policy

"Lessee"

STATE OF FLORIDA)
)
COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me this 28 day of August, 1995, by GIL GIBBS as Trustee of the GRACE TRUST, a Florida trust, on behalf of the Trust. He is personally known to me or who has produced a Florida driver's license as identification and who did take an oath.

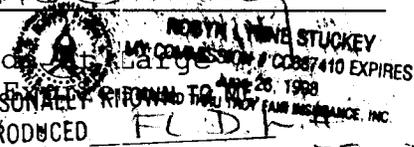
NOTARY PUBLIC:

Robyn Lynn Stuckey
Signature

Robyn Lynn Stuckey
Printed Name

State of Florida

My Commission Expires



(SEAL)

WHO HAS PRODUCED AS IDENTIFICATION.

FL D.F. # 6120-212-58-287-0

STATE OF MINNESOTA)
)
COUNTY OF RAMSEY)

The foregoing instrument was acknowledged before me this ___ day of August, 1995, by ROGER WIGEN, as Manager of Transportation Policy of MINNESOTA MINING AND MANUFACTURING COMPANY, a Delaware corporation, on behalf of the corporation. He is personally known to me or who has produced a Minnesota driver's license as identification and who did take an oath.

NOTARY PUBLIC:

Geraldine R. Otto
Signature

Geraldine R. Otto
Printed Name

State of Minnesota

My Commission Expires: 1-31-2000



(SEAL)

Acceptance

The foregoing Modification to Lease Agreement is accepted in Atlanta, Georgia this 8th day of September, 1995.

~~Nations Banc Leasing Corporation~~

By: _____

Printed Name: James R. Bates

Title: Assistant Vice President

Notarial Acknowledgement:

State of Georgia)
County of Cobb) ss.:

I hereby certify that on this day before me, an officer duly authorized in the State and County aforesaid to take acknowledgment, personally appeared James R. Bates to me known to be the person(s) described in an who executed the foregoing instrument and acknowledged before me that (he, she, they) duly executed the same.

In Witness Whereof I have hereunto set my hand and official seal this 8th day of Sept., 1995.

My Commission Expires _____
Notary Public, Cobb County, Georgia
My Commission Expires 12/31/1999

(Official Seal)

Theran Cow

Notary Public

In and for said County and State or District of Columbia

EXHIBIT C

NOTE: The Casualty Value payable shall be the amount corresponding to the month in which notice of a Casualty Occurrence is given.

<u>PERIODS</u>	<u>CASUALTY LOSS</u>
1-12	\$16,400.00
13-24	\$14,200.00
25-36	\$12,000.00
37-48	\$ 9,800.00
49-60	\$ 7,700.00
61-72	\$ 5,600.00