

NorRail, Inc.
Buying, Selling, Leasing
Railcars / Locomotives

308 12th Avenue South, Buffalo, Minnesota 55313 • Phone: (612) 557-0215 • Fax: (612) 682-2452

November 12, 1996

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
12th and Constitution Avenue, N.W.
Washington, D.C. 20423

19740-M
NOV 1 1996 PM

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two originals of an Amendment No. dated October 14, 1996 to Bill of Sale dated May 8, 1996, a primary document as defined in the Board's Rules for Recordation of Documents, which was recorded as **document No. 19740-h on May 13, 1996 at 9:20 AM.**

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

Seller: NorRail, Inc.
308 12th Avenue South
Buffalo, Minnesota 55313
(612) 557-0215

Buyer: FBS Business Finance Corporation
First Bank Plance
601 Second Avenue South
Minneapolis, MN 55402
(612) 973-0650

This Amendment to Bill of Sale relates to one covered hopper railcar which is identified in the Amendment. We have also enclosed our check in the amount of \$22.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one stamped copy of the enclosed document to the undersigned. If you have any questions or require any further information in connection with this filing, please contact the undersigned at 612-557-0215.

Very truly yours,

Bradley C. Gunstad

19740-1A
NOV 1 1996

**AMENDMENT NO. 1
TO BILL OF SALE**

This Amendment No. 1 (herein referred to as "Amendment No. 1") is made this 14th day of October 1996, by NorRail, Inc. (herein referred to as "SELLER") and is made with respect to that certain Bill of Sale dated May 8, 1996 (herein referred to as the "BILL OF SALE") given by SELLER to FBS Business Finance Corporation (herein referred to as "BUYER").

WHEREAS, SELLER has heretofore issued the BILL OF SALE to BUYER;

WHEREAS, the BILL OF SALE was recorded with the Surface Transportation Board as document No. 19740-h on May 13, 1996 at 9:20 AM;

WHEREAS, attached as Exhibit A to the BILL OF SALE was a listing of railcars;

WHEREAS, SELLER desires to amend the BILL OF SALE so as to correct the description of one of the railcars referred to therein and BUYER agrees to accept the BILL OF SALE as amended hereby.

NOW, THEREFORE, BUYER and SELLER hereby agrees as follows:

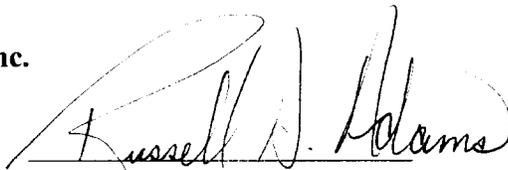
1. The BILL OF SALE shall be amended and restated so as to delete the reference to the railcar described as "Old Car # CR 887676 --- New Car # DME 47182" and to insert in its place the railcar described as "Old Car # CR 889676 -- New Car # DME 47182."

2. Except as expressly provided for in Section 1 of this Amendment No. 1, the BILL OF SALE shall remain in full force and effect.

IN WITNESS WHEREOF, the SELLER has caused this Amendment No. 1 to be executed by its duly authorized officer as of the date stated above and BUYER has agreed to accept this Amendment No. 1 to the Bill of Sale

NorRail, Inc.

BY:



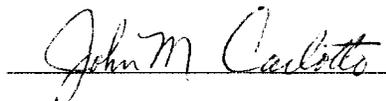
ITS:

Vice President SALES

Amendment No. 1 is agreed to and accepted:

FBS Business Finance Corporation

BY:



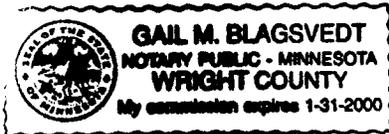
ITS:

Vice President

STATE OF MINNESOTA, COUNTY OF WRIGHT, TO WIT:

On this 11th day of November, 1996, before me personally appeared Russell S. Adams to me personally known, who being by me duly sworn, says that he is the Vice President - Sales of NorRail, Inc., a Minnesota corporation, that said instrument was signed 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.

Witness my hand
and Official Seal:



Gail M. Blagsvedt
Notary Public

My Commission expires: 1-31-2000

