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INTERSTATE COMMERCE COMMISSION

AMENDMENT NO. 2 TO BOXCAR SUBLEASE

THIS AMENDMENT NO. 2 (the "Amendment") to that certain Boxcar Sublease Agreement dated as of July 3, 1984, (the "Sublease") between MINNESOTA, DAKOTA AND WESTERN RAILROAD COMPANY as sublessor ("Sublessor") and BURLINGTON NORTHERN RAILROAD COMPANY as sublessee ("Sublessee") is made as of this 28th day of March, 1990.

R E C I T A L S:

- A. Sublessor and Sublessee are parties to the Sublease pursuant to which Sublessor has leased to Sublessee forty-nine (49) boxcars bearing reporting marks from within the series BN 377000-377009 and BN 37701-377049 as described on Schedule No. 1 to the Sublease.
- B. The term of the Sublease expires on March 28, 1990, with respect to these boxcars.
- C. Sublessor and Sublessee desire to extend the term of the Sublease with respect to these boxcars until June 30, 1990.

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained, the parties hereto agree to amend the Sublease as follows:

- 1. All terms defined in the Sublease shall have the meanings defined therein when used in this amendment.
- 2. Sublessor shall continue to supply to Sublessee, under the terms and conditions of the Sublease, the boxcars on Equipment Schedule No. 1 until June 30, 1990.
- 3. Except as expressly modified by this Amendment, all terms and provisions of the Sublease shall remain in full force and effect.

4. This Amendment may be executed by the parties hereto in multiple counterparts and all said counterparts taken together shall be deemed to constitute one and the same instrument.

MINNESOTA, DAKOTA AND WESTERN
RAILROAD COMPANY

By: *R.W. Walker*
Title: *Vice President*
Date: *3/19/90*

BURLINGTON NORTHERN
RAILROAD COMPANY

By: *[Signature]*
Title: *Gen. Mgr. - Pkg. Svc.*
Date: *2/29/90*

ACKNOWLEDGEMENT AND CONSENT:

ITEL RAIL CORPORATION

By: *[Signature]*
Title: *President and Chief Executive Officer*
Date: *3/28/90*

