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EDMUND R. LEARNED, P.A.
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300 WEST DOUGLAS
WICHITA, KANSAS 67202-2908

316/261-5311

March 20, 1991

17143-C
RECORDED BY FILED 1991

MAY 6 1991 -12 00 PM

INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

1-126A030

MAY 6 12 25 PM '91

Attention: Document for recordation

Dear Secretary:

I have enclosed two original counterparts of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is an Amendment to an Assignment of Bi-Lateral Agreement (Lease), a secondary document, dated March 18, 1991.

The names and addresses of the parties to the document are as follows:

Assignor: Rail One, Limited Partnership, One Foxfield Square, Suite 200, St. Charles, Illinois 60174.

Assignee: The First National Bank of Maryland, 25 S. Charles Street, 15th Floor, Baltimore, Maryland 21201.

A description of the equipment covered by the document follows:

Twenty (20) 70 ton plate C rigid underframe railroad boxcars with railroad car marks NOKL 88270 through NOKL 88289 together with all leases relating to said rail cars.

A recording fee of \$15.00 is enclosed. Please return one of the original counterparts stamped with the recording information to me

A short summary of the document follows: Amendment Number One to an Assignment of Bi- Lateral Agreement (Lease) adding thereto Exhibits A which was inadvertently omitted from the Assignment of Bi- Lateral Agreement (Lease) which was filed and recorded with the Interstate Commerce Commission pursuant to the Interstate Commerce Act, 49 U.S.C. Section 11303 on the 26th day of December, 1990 at 11:05 A.M., Recordation no. 17143-A and which further describes the Equipment which is affected by the Assignment of Bi- Lateral Agreement (Lease).

Handwritten signature: Edmund Learned

Interstate Commerce Commission
March 20, 1991
Page 2

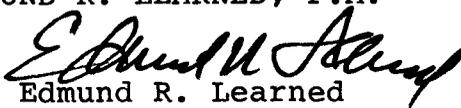
I am an attorney for the Assignor. Please call me at (316)
261-5311 if you have any questions.

Thank you very much.

Sincerely yours,

EDMUND R. LEARNED, P.A.

By


Edmund R. Learned

ERL/ms

Interstate Commerce Commission
Washington, D.C. 20423

5/6/91

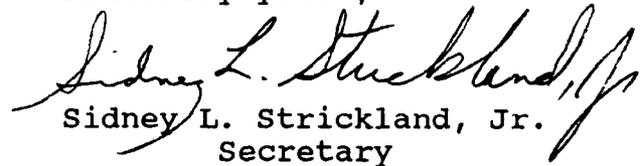
OFFICE OF THE SECRETARY

Eduard R. Learned P.A.
Suite 442 R.H. Garvey Building
300 W. Douglas
Wichita, Kansas 67202-2908

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 5/6/91 at 12:30pm, and assigned recordation number(s). 17143-C

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

17143-C
RECORDATION NO. FILED DATES

MAY 6 1991 -12 30 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT

DATED March 20, 1991

TO

ASSIGNMENT OF

BI-LATERAL AGREEMENT

(LEASE)

DATED October 1, 1988

BETWEEN

NORTHWESTERN OKLAHOMA RAILROAD CO.,
as Lessor,

AND

B C RAIL, LTD.
as Lessee

FROM

RAIL ONE, LIMITED PARTNERSHIP,
as Assignor,

AND

THE FIRST NATIONAL BANK OF MARYLAND,
as Assignee

Filed and recorded with the Interstate Commerce Commission
pursuant to the Interstate Commerce Act, 49 U.S. C. §11303 on
the _____ of _____, 1991, at _____ .m.,
Recordation No. _____.

AMENDMENT NUMBER ONE
TO
B C RAIL BI-LATERAL AGREEMENT ASSIGNMENT

THIS AMENDMENT NUMBER ONE TO B C RAIL BI-LATERAL AGREEMENT ASSIGNMENT (the "Amendment") is made as of this 20th day of March, 1991, by and between THE FIRST NATIONAL BANK OF MARYLAND, a national banking association (the "Assignee"), whose principal address is 25 S. Charles Street, Baltimore Maryland 21201, Attn: Transportation Department and RAIL ONE, LIMITED PARTNERSHIP, an Oklahoma limited partnership (the "Assignor"), whose post office address is One Foxfield Square, Suite 200, St. Charles, IL 60174.

R E C T I A L S:

A. Assignor executed and delivered to Assignee a B C RAIL BI-LATERAL AGREEMENT ASSIGNMENT (the "Assignment") dated November 30, 1990.

B. The Assignment was filed and recorded with the Interstate Commerce Commission pursuant to the Interstate Commerce Act, 49 U.S.C. Section 11303 on the 26th day of December, 1990 at 11:05 A.M., Recordation no. 17143-A.

C. By error and oversight, the Assignor inadvertently failed to attached to the Amendment Exhibit A referenced therein.

D. The Assignor and Assignee have entered into this Amendment in order to add the omitted Exhibits A to the Assignment.

NOW, THEREFORE IN CONSIDERATION OF THE FOLLOWING MUTUAL COVENANTS AND PROMISES and in order to cure the failure to attach to the Assignment Exhibit A referred as being attached to the Assignment which was omitted by error and oversight, Assignor and Assignee agree that the Exhibit A attached hereto is added to the Amendment as if the same had been originally attached to the Amendment at the time of its execution and filing with the Interstate Commerce Commission.

IN WITNESS WHEREOF, Assignor has caused this Amendment Number One to the Amendment to be executed, under seal, all as of the day and year first above written.

ASSIGNOR:

RAIL ONE, LIMITED
PARTNERSHIP
By Northwestern Oklahoma
Railroad Co., its General
Partner

By Richard F. Seymour
Richard F. Seymour,
President

(Seal)

ATTEST:

Lita K. Jimenez
Lita K. Jimenez, Secretary

ASSIGNEE:

THE FIRST NATIONAL BANK OF
MARYLAND

By Michael F. Dockman
Michael F. Dockman
Assistant Vice President

(Seal)

ATTEST:

Maureen A. Smith
Name Maureen A. Smith
Title Staff Assistant

State of Illinois)
) SS
County of DuPage)

SEAL
REGUL
STATE OF ILLINOIS
EXPIRES 4/9/94

On this 25th day of March, 1991, before me appeared Richard F. Seymour and Lita K. Jimenez, to me personally known and who executed this instrument before me on this date, who being by me duly sworn, did say that they are the President and Secretary, respectively, of Northwestern Oklahoma Railroad Co., an Oklahoma railroad corporation, and that the foregoing instrument was signed and sealed on behalf of said corporation in the capacity therein set forth and is the free act and deed of the said corporation.

My commission/appointment expires: April 9, 1994
Kathleen Keadle
Notary Public

State of MARYLAND)
) SS
City of Baltimore)
County of Baltimore)

On this 2ND day of APRIL, 1991, before me appeared Michael F. Dockman and MARZEEN A. SMITH, to me personally known, and who executed this instrument before me on this date, who being by me duly sworn, did say that they are the Assistant Vice President and STAFF ASSISTANT, respectively, of The First National Bank of Maryland, a national banking association, and that the foregoing instrument was signed and sealed on behalf of said bank in the capacity therein set forth and is the free act and deed of the said bank.

My commission/appointment expires: 11-1-94
Barbara C. Smith
Notary Public

Twenty 70 ton plate C rigid underframe boxcars
bearing road numbers as follows:

NOKL 88270
NOKL 88271
NOKL 88272
NOKL 88273
NOKL 88274
NOKL 88275
NOKL 88276
NOKL 88277
NOKL 88278
NOKL 88279
NOKL 88280
NOKL 88281
NOKL 88282
NOKL 88283
NOKL 88284
NOKL 88285
NOKL 88286
NOKL 88287
NOKL 88288
NOKL 88289