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ROBINSON, LEWIS, ORBISON, SMITH & COYLE

A PROFESSIONAL CORPORATION

ATTORNEYS-AT-LAW

BANK OF OKLAHOMA TOWER

SUITE 1500

P. O. BOX 1046

TULSA, OKLAHOMA 74101

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15417B
RECORDATION NO. FILED 1991
MAY 21 1991 -10 30 AM
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1914-1979
TELECOPIER
918-583-1549

INTERSTATE COMMERCE COMMISSION

May 10, 1991

15417C
RECORDATION NO. FILED 1991

MAY 21 1991 -10 30 AM

INTERSTATE COMMERCE COMMISSION

Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D.C. 20423

Attn: Mildred Lee, Room 2303

Re: Sand Springs Railway Company/Amendments to Real Estate
Mortgage and Security Agreements

Dear Ms. Lee:

Please find enclosed an original and a certified copy of each Amendment to Mortgage and Security Agreement to be recorded in your office. A check in the amount of \$30.00 has been enclosed to cover all requisite filing fees, together with a self addressed stamped envelope for your convenience in returning file stamped documents.

If you have any questions or need further information regarding any of the above, please do not hesitate to call the undersigned collect.

Very truly yours,

ROBINSON, LEWIS, ORBISON,
SMITH & COYLE

Jamie K. Major

Jamie K. Major for
Amy Girst Fleischhauer

15417C

MAY 21 1991 - 10 30 AM

INTERSTATE COMMERCE COMMISSION

91 987150

AMENDMENT TO REAL ESTATE MORTGAGE AND SECURITY AGREEMENT

This Amendment to Real Estate Mortgage and Security Agreement is made and entered into as of April 23, 1991, by and between SANDS SPRINGS RAILWAY COMPANY, an Oklahoma corporation ("Mortgagor"); and BANK OF OKLAHOMA, NATIONAL ASSOCIATION ("Mortgagee").

RECITALS

Mortgagor and Mortgagee entered into that certain Real Estate Mortgage and Security Agreement dated as of December 10, 1987 ("Mortgage"), pursuant to which Mortgagor granted a mortgage lien on the real property described on Exhibit "A" attached hereto to secure repayment of amounts payable under that certain Credit Agreement dated as of December 10, 1987 by and between Mortgagor and Mortgagee, and under that certain promissory note issued thereunder. The Mortgage was recorded as follows:

5318 2394
Robinson Lewis et al
Box 1046
Tulsa, OK 74101

Filing Office	Filing Data
County Clerk of Tulsa County, Oklahoma	No. 789834 Book 5173, page 1758
Oklahoma Secretary of State	No. 735.2 Vol 87, page 12022 Book 24, page 401, No. 750
Interstate Commerce Commission	15417-A

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THE ASSURER'S CERTIFICATION OF FILING FROM THE WITHIN FILING JURISDICTION
BY _____ DEPUTY

Mortgagor has requested that Mortgagee restructure the credit facility made available to it under said Credit Agreement and Mortgagee has agreed to such request, subject to certain conditions including the execution of this Amendment.

NOW, THEREFORE, for and in consideration of good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Terminology.

1.1 The term "Note", as used therein, means and includes that certain promissory note of even date herewith in the original principal amount of \$1,900,000, payable by Mortgagor to the order of Mortgagee, and the term "Secured Indebtedness" as used therein, includes that Note.

STATE OF OKLAHOMA }
COUNTY OF TULSA } SS.

I, Joan Hastings, Tulsa County Clerk, in and for the County and State above named, do hereby certify that the foregoing is a true and correct copy of a like instrument now on file in my office.

Dated the 14th day of May 1991

JOAN HASTINGS, Tulsa County Clerk
Sam McWilliams
Deputy

1400

5318 2396

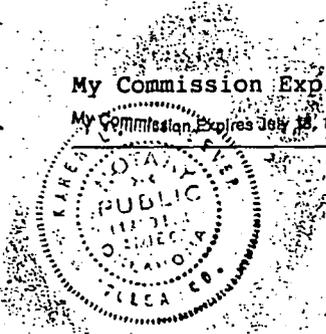
STATE OF OKLAHOMA)
) SS.
COUNTY OF TULSA)

The foregoing instrument was acknowledged before me this 23rd day of April, 1991, by Carol B. Owens, Vice President of Bank of Oklahoma, National Association, a national banking association, on behalf of the association.

Karen L. Vandewer
Notary Public

My Commission Expires:

My Commission Expires July 18, 1992



STATE OF OKLAHOMA
TULSA COUNTY
FILED OR RECORDED
91 MAY - 1 PM 4: 19
JOAN HASTINGS
TULSA COUNTY CLERK



5318 2397

EXHIBIT A

TRACT A:

Part of Section Three (3), Township Nineteen (19) North, Range Twelve (12) East of the Indian Base and Meridian, Tulsa County, State of Oklahoma, according to the United States Government Survey thereof, being more particularly described as follows, to-wit:

BEGINNING at a point on the East line of the SW/4 of said Section 3, 1450 feet South of the center of said Section 3; thence in a Southwesterly direction 1968-1/2 feet to a point 1770 feet South and 660 feet East of the Northwest corner of the SW/4 of said Section 3; thence South 66 feet; thence Northeasterly 1968-1/2 feet; thence North 66 feet to the Place of Beginning.

TRACT B:

BEGINNING at a point on the West line of Lot 7 of said Section 3, 108.5 feet South of the Northwest corner of said Lot 7, said point of beginning being a point on a line parallel with and 10 feet perpendicularly distant in a Northwesterly direction from the center line of West Bound Main Track of Sand Springs Railway Company as now located; Thence N 79° 07' E on a straight line parallel with the center line of said West Bound Main Track, a distance of 67.3 feet to end point of curve to the right; Thence Northeasterly, continuing on a line parallel with the center line of said West Bound Main Track, on a curve to the right, the radius of which is 1442.69 feet and of which the central angle is 14° 41', a distance of 369.3 feet to and intersecting a curved line which is parallel to and 38 feet perpendicularly distant in a Northerly direction from the center line of the East Bound Main Track of said Railway Company as now located; Thence Southeasterly on a line parallel to the center line of said East Bound Main Track, on a curve to the right, the radius of which is 993.37 feet and of which the central angle is 11° 40', a distance of 202.3 feet to end point of curve; Thence S 69° 44' E on tangent to end point of last described curve, on a straight line parallel to and 38 feet perpendicularly distant in a Northerly direction from center line of said East Bound Main Track, a distance of 731.9 feet to and intersecting the South prolongation of the East line of said Lot 7, being a point 377.6 feet South of the Northeast corner of said Lot 7; Thence S 0° 01' E on the South prolongation of the East line of said Lot 7, a distance of 61.83 feet to and intersecting a line parallel with and 20 feet perpendicularly distant in a Southerly direction from the center line of said East Bound Main Track as now located; Thence N 69° 44' W on a straight line parallel to the center line of said East Bound Main Track, a distance of 753.3 feet to the end point of curve to the left; Thence Northwesterly, Westerly and Southwesterly, continuing on a line parallel to the center line of said East Bound Main Track, on a curve to the left, the radius of which is 935.37 feet and of which the central angle is 31° 06' a distance of 507.5 feet to end point of curve; Thence S 79° 10' W, on tangent to end point of last described curve, on a straight line continuing parallel to the center line of said East Bound Main Track, a distance of 111.3 feet to and intersecting the West line of said Lot 7; Thence N 0° 01' W on the West line of said Lot 7, a distance of 48.9 feet to the Point of Beginning.