

Counter parts - Kim Bartman

18350-B
SEP 23 1996 - 2:12 PM

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

OF COUNSEL
URBAN A. LESTER

September 23, 1996

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of an Amendment to Memorandum of Lease, dated as of September 1, 1996, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease which was previously filed with the Commission under Recordation Number 18350.

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

Lessor: GP38 Partners 89
107 S. Spring Mill Road
Villanova, PA 19085

Lessee: Dakota, Minnesota & Eastern Railroad Corporation
337 22nd Avenue South
Brookings, South Dakota 57006

A description of the railroad equipment covered by the enclosed document is:

four (4) DME locomotives being renumbered as set forth in the Amendment

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Also enclosed is a 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.

Very truly yours,

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

Robert W. Alvord

RWA/bg
Enclosures

SEP 23 1996 2:50 PM

AMENDMENT TO MEMORANDUM OF LEASE

Reference is made to that certain Memorandum of Lease related to a Lease Agreement dated as of May 25, 1993 for four (4) GP 38 Locomotives ("Lease Agreement") between GP 38 Partners 89 ("GP/Lessor"), a Pennsylvania General Partnership, and Dakota, Minnesota & Eastern Railroad Corporation, a Delaware corporation ("DME/Lessor"), filed pursuant to 49 U.S.C. § 11303 with the Interstate Commerce Commission on July 20, 1993 at 1:55 p.m., Recordation No. 18350.

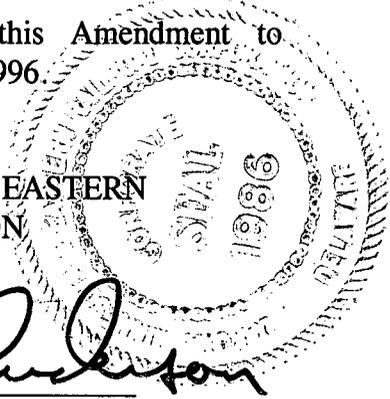
WITNESSETH:

1. Change in Railroad Reporting Marks. The Lease has been amended to indicate a change in the railroad reporting marks of the Locomotives described in Exhibit A to that above-referenced Memorandum of Lease Agreement. Those Locomotives subject to the Lease shall bear the following railroad reporting marks:

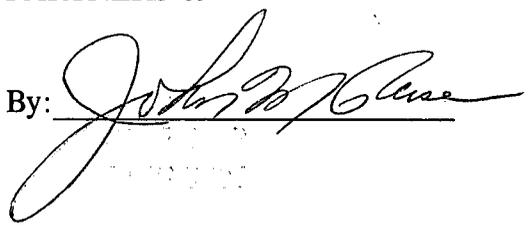
<u>Formerly designated locomotive #:</u>	<u>Present DM&E Road #:</u>
DME 3830	DME 3800
DME 3831	DME 3801
DME 3832	DME 3802
DME 3833	DME 3803

IN WITNESS WHEREOF, the undersigned have caused this Amendment to Memorandum of Lease to be executed as of the 1st day of September, 1996.

DAKOTA, MINNESOTA & EASTERN RAILROAD CORPORATION

By:  

GP 38 PARTNERS 89

By: 

STATE OF SOUTH DAKOTA

CITY OF BROOKINGS

On this 19th day of September, 1996, before me personally appeared L.A. Anderson and ~~Kurt V. Feaster~~,
to me personally know, who being by me duly sworn, say that they are the VP Mktg + Public Affairs and CFO,
of the Dakota, Minnesota & Eastern Railroad Corporation that the foregoing instrument was signed respectively,
on behalf of said authority, and he acknowledged that the execution of said instrument was his free
act and deed. their



Joyce E. Hock
NOTARY PUBLIC

COMMONWEALTH OF PENNSYLVANIA

COUNTY OF MONTGOMERY

On this 12th day of September, 1996, before me personally appeared John M. Ruse,
to me personally know, who being by me duly sworn, says that he is the General partner of GP 38
Partners 89 that the foregoing instrument was signed on behalf of said Partnership and he
acknowledged that the execution of said instrument was his free act and deed.

My commission expires: Aug. 9, 1997

Denise M. Stubel
NOTARY PUBLIC

Notarial Seal
Denise M. Stubel, Notary Public
Whitpain Twp., Montgomery County
My Commission Expires Aug. 9, 1997
Member, Pennsylvania Association of Notaries