

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N W
SUITE 200
WASHINGTON, D C

APR 10 2 17 PM '97

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

20006-2973

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

April 10, 1997

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 three (3) copies of an Assignment of Lessor's Interest in Lease, dated as of April 9, 1997, a secondary document as defined in the Board's Rules for the Recordation of Documents, a two (2) copies of a Bill of Sale, dated as of April 9, 1997, also a secondary document

The enclosed documents relate to the Railcar Lease duly filed with the Board under Recordation Number 20575

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

Assignor

Seller

NorRail, Inc
308 12th Avenue South
Buffalo, Minnesota 55313

Assignee

Purchaser

The First National Bank of Maryland
25 South Charles Street
Baltimore, Maryland

A description of the railroad equipment covered by the enclosed documents is set forth on Schedule A attached to the Assignment and the Bill of Sale

Counterparts

Mr Vernon A. Williams
April 10, 1997
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Also enclosed is a check in the amount of \$48 00 payable to the order of the
Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of the enclosed documents to the undersigned

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", with a long horizontal flourish extending to the right.

Robert W Alvord

RWA/bg
Enclosures

RECEIVED
SURFACE TRANSPORTATION BOARD
RECORDATION No. 20575-

APR 10 2 17 PM '97

BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS that NORRAIL, INC., a Minnesota corporation, in consideration of the sum of \$10.00 to the undersigned to be paid by THE FIRST NATIONAL BANK OF MARYLAND pursuant to the terms of the Purchase and Sale Agreement dated December 31, 1996 between NorRail, Inc. and The First National Bank of Maryland, have granted, bargained, sold, conveyed, transferred, and delivered and by these presents do bargain, sell, grant, convey, transfer, and deliver unto The First National Bank of Maryland the railcars described on Schedule A attached hereto and made a part hereof.

To have and to hold the same unto The First National Bank of Maryland, its successors and assigns forever;

And the undersigned does for itself and its successors and assigns covenant and agree with The First National Bank of Maryland to warrant and defend title to the railcars hereby sold unto The First National Bank of Maryland, its successors and assigns against all and every person and persons whomsoever.

And the undersigned does for itself and its successors and assigns warrant and represent to The First National Bank of Maryland that the title conveyed is good, its transfer is rightful; and the railcars are, have been, or shall be delivered free from any security interest or other lien or encumbrance except for the leasehold interest of ConAgra, Inc. pursuant to the Railcar Lease Agreement dated as of December 31, 1996 between the undersigned and ConAgra, Inc.

THE RAILCARS SHALL BE SOLD TO THE FIRST NATIONAL BANK OF MARYLAND BY NORRAIL, INC. ON AN "AS-IS, WHERE-IS" BASIS, WITH ALL FAULTS, WITHOUT ANY WARRANTIES, EXPRESS OR IMPLIED, AS TO THE CONDITION OF THE RAILCARS, INCLUDING, WITHOUT LIMITATION, THE WARRANTIES OF MERCHANTABILITY OR FITNESS FOR ANY PARTICULAR PURPOSE. IN NO EVENT SHALL NORRAIL, INC. BE LIABLE FOR ANY SPECIAL, INDIRECT, INCIDENTAL OR CONSEQUENTIAL DAMAGES OF ANY NATURE WHATSOEVER.

20575-D

IN WITNESS WHEREOF the undersigned has caused this Bill of Sale to be executed under seal this 9TH day of APRIL, 1997

ATTEST:

NORRAIL, INC.

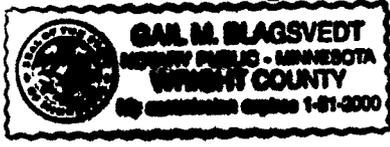
[Signature]

By: [Signature] (SEAL)
Name: Russell S. Adams
Title: Vice President

STATE OF Minnesota, County of Wright, TO WIT:

I HEREBY CERTIFY, that on this 9th day of April, 1997, before me, the undersigned, a Notary Public of the State of Minnesota, personally appeared Russell S. Adams who acknowledged himself to be the Vice President of NORRAIL, INC., a Minnesota corporation, known (or satisfactorily proven) to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Vice President of said corporation by signing the name of the corporation by himself as Vice President.

AS WITNESS my hand and Notarial Seal.



Gail M. Blagsvedt
Notary Public

(SEAL)

My Commission Expires: 1-31-2000

SCHEDULE A

No.	Railcar Mark/Number	ConAgra Delivery Date
1.	NRLX057000	04/07/97
2.	NRLX057011	03/18/97
3.	NRLX057032	03/15/97
4.	NRLX057034	03/15/97
5.	NRLX057036	03/10/97
6.	NRLX057040	03/22/97
7.	NRLX057043	04/07/97
8.	NRLX057048	03/22/97
9.	NRLX057049	03/10/97
10.	NRLX057050	03/31/97
11.	NRLX057063	03/15/97
12.	NRLX057069	03/14/97
13.	NRLX057074	03/29/97
14.	NRLX057077	03/31/97