

**OSTER
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RECORDATION NO. 21391-B FILED

JAN 17 '02

10-33 AM

SURFACE TRANSPORTATION BOARD

January 17, 2002

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recording with the Surface Transportation Board is a
Amendment #1 to Memorandum of Railcar Lease Agreement dated
11/20/01 involving the following parties:

Lessor: Wells Fargo Equipment Finance, Inc.
fka Norwest Equipment Finance, Inc.
733 Marquette Avenue
Minneapolis, MN 55479

Lessee: Chicago SouthShore & South Bend Railroad
505 North Carroll Avenue
Michigan City, IN 46360

Equipment: N/A

Please record this agreement as a secondary document to STB
Recordation #21391. The filing fee of \$28 is enclosed.

Summary: Amendment #1 to Memorandum of Railcar Lease Agreement
dated 11/20/01 involving Wells Fargo Equipment Finance, Inc. (fka
Northwest Equipment Finance, Inc.) and Chicago SouthShore & South
Bend Railroad. This agreement replaces various supplements in
paragraph 2 related to the Memorandum of Railcar Lease Agreement,
STB Recordation #21391.

Sincerely,

Mary A Oster

Mary Ann Oster
Research Consultant

Enclosures

21391-B

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SURFACE TRANSPORTATION BOARD

**AMENDMENT #1 TO
MEMORANDUM OF RAILCAR LEASE AGREEMENT**

THIS AMENDMENT #1 TO MEMORANDUM OF RAILCAR LEASE AGREEMENT which is on file with the Surface Transportation Board bearing Recordation #21391 filed on May 11, 1998 at 11:30 am is made and entered into as of November 20, 2001 by and between Wells Fargo Equipment Finance, Inc., fka Norwest Equipment Finance, Inc., a Minnesota corporation ("Lessor") and Chicago SouthShore & South Bend Railroad, a(n) Indiana partnership ("Lessee"), with reference to the following:

1. Paragraph 2 is amended by deleting Supplements Nos. 36303-400, 36303-401, 36303-402, and 36303-403, which have been terminated and replacing them with Supplement Nos. 36303-408, 36303-409, and 36303-410.
2. All other statements made therein remain unchanged.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Amendment to Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

LESSOR: Wells Fargo Equipment Finance, Inc. LESSEE: Chicago SouthShore & South Bend Railroad

By: SouthShore Corporation,
Managing Partner

By: *Sheryl L Boehm*
 Name: *Sheryl L Boehm*
 Title: *AVP*

By: *X [Signature]*
 Name: *X H. JERRY HENST*
 Title: *X President*

STATE OF Indiana
COUNTY OF Laporte

On this 30th day of December, 2001 before me personally appeared,
Wesley Heagy to me personally known, who being by me
duly sworn, says that s/he is the President of Chicago SouthShore & South
Bend Railroad, a(n) Indiana partnership, that said instrument was signed on behalf of said
partnership, and s/he acknowledged that the execution of the foregoing instrument was
the free act and deed of said partnership.

[Seal]
RAMONA K PILECKI
NOTARY PUBLIC STATE OF INDIANA
LA PORTE COUNTY
MY COMMISSION EXP. DEC. 7, 2006

Ramona K. Pilecki
Notary Public

My commission expires: _____

STATE OF _____
COUNTY OF _____

On this _____ day of _____, 2001 before me personally appeared,
_____ to me personally known, who being by me duly
sworn, says that s/he is the _____ of Wells Fargo Equipment Finance, Inc.,
a Minnesota corporation, that said instrument was signed on behalf of said corporation,
and s/he acknowledged that the execution of the foregoing instrument was the free act
and deed of said corporation.

[Seal]

Notary Public

My commission expires: _____