

Alvord and Alvord - 5/10/96

ALVORD AND ALVORD
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RECORDATION NO. 20306 FILED 1996
DEC 31 1996 10 22 AM

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

OF COUNSEL
URBAN A. LESTER

December 30, 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 No 1 to Memorandum of Railcar Lease Agreement, dated as of November 29, 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 Board under Recordation Number 20306

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

Lessor: Bombardier Capital, Inc
P O Box 991
1600 Mountain View Drive
Colchester, Vermont 05446

Lessee: NorRail, Inc
308 12th Avenue South
Buffalo, MN 55313

A description of the railroad equipment covered by the enclosed document is set forth on Schedule 1 attached thereto (14 railcars being deleted from the Lease Agreement and 16 railcars being added to the Lease Agreement).

Mr Vernon A Williams
December 30, 1996
Page 2

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", with a long horizontal flourish extending to the right.

Robert W Alvord

RWA/bg
Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20427-0001 12/31/96

Robert W. Alvord
Alvord And Alvord
918 Sixteenth Street, NW, Ste. 200
Washington, DC., 20006-2973

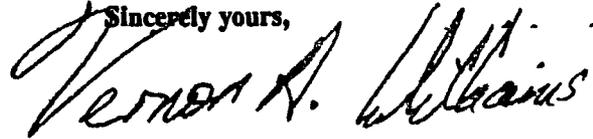
Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/31/96 at 10:00AM , and 10:05AM

assigned recordation number(s).

20306-A, 20437, 20437-A, 20438, 20438-A,
20438-B, 20439, 17406-B, 17423-C, 18357-I,
18976-HH, 19040-K, 19081-N and 19116-L.

Sincerely yours,



Vernon A. Williams
Secretary

Enclosure(s)

\$ 308.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



DEC 31 1996 10 02 AM

Amendment No. 1 to Memorandum of Railcar Lease Agreement

This Amendment No. 1 (the "Amendment No. 1") is made as of this 29th day of November, 1996 by and between Bombardier Capital, Inc. ("LESSOR") and NorRail, Inc. ("Lessee") with respect to that certain Memorandum of Lease Agreement (the "Lease Memorandum") which was made into as of August 5, 1996 by and between LESSOR and NorRail.

1. Pursuant to a Schedule No. 1 to Railcar Lease Agreement No. 1672 dated July 3, 1996 Lessor agreed to lease 137 railcars to Lessee, which railcars were described in the Memorandum of Lease which was recorded with the Surface Transportation Board as document no. 20306.

2. Pursuant to an Amendment No. 2 to Schedule No. 1 to Lease Agreement No. 1672 between Lessor and Lessee, certain railcars were deleted from Schedule No. 1 and certain railcars were substituted in their place.

3. Attached hereto as Schedule No. 1 is a list of 14 railcars which were deleted from Schedule No. 1 to Lease Agreement No. 1672 and a list of 16 railcars which were substituted in their place.

4. The Lease Memorandum shall remain in full force and effect except as expressly amended hereby.

IN WITNESS WHEREOF, LESSEE and LESSOR have executed this Amendment No. 1 to Lease Memorandum as of the day and year set forth above.

BOMBARDIER CAPITAL INC.

BY: [Signature]

ITS: VICE PRESIDENT

BY: [Signature]

ITS: Vice President Operations

NORRAIL, INC.

BY: [Signature]

ITS: Vice President Sales

**SCHEDULE 1
AMENDMENT NO. 1
MEMORANDUM OF RAILCAR LEASE AGREEMENT
DATED AUGUST 5, 1996
DOCUMENT NO. 20306**

Railcars deleted from Schedule No. 1

CR 888432
CR 888438
CR 892009
CR 892000
CR 892014
CR 892020
CR 892035
CR 892038
CR 892048
CR 892068
CR 892168
CR 892171
CR 892174
CR 890882

Railcars Added to Schedule No. 1

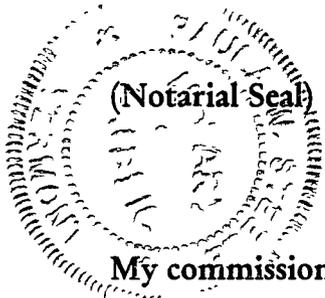
CR 886137
CR 886154
CR 886158
CR 886113
CR 886142
CR 886950
CR 887050
CR 887106
CR 887109
CR 887098
CR 887137
CR 887158
CR 887204
CR 887205
CR 887181
CR 887610

STATE OF VERMONT

(SS)

COUNTY OF Chittenden

On this 20 ^{December} day of **November**, 1996 before me personally appeared, Ron Dove and George Calver, to me personally known, who being by me duly sworn, says that they are the Vice President and Vice President, respectively of **Bombardier Capital, Inc.**, a Massachusetts corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Paula Steele
Notary Public

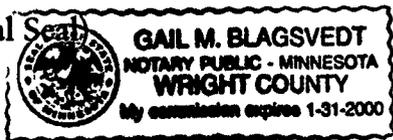
STATE OF MINNESOTA

(SS)

COUNTY OF Wright

On this 19th day of November, 1996 before me personally appeared, Russell S. Adams to me personally known, who being by me duly sworn, says that he is the VP-Sales of NorRail, Inc., a Minnesota corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)



Gail M. Blagsvedt
Notary Public

My commission expires 1/31/2000