

ALVORD AND ALVORD
ATTORNEYS AT LAW
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WASHINGTON, D.C.

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ELLSWORTH C. ALVORD (1964)

20006-2973

OF COUNSEL
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December 2, 1999

RECORDATION NO. 20841-C FILED

DEC 3 '99 11-00AM

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 a Memorandum of Amendment No. 2 to Railroad Car Lease Agreement, dated as of August 10, 1999, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Railroad Car Lease Agreement previously filed with the Board under Recordation Number 20841.

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

Lessor: Radnor Rail, Ltd.
150 Strafford Avenue, Suite 112
Radnor, Pennsylvania 19087

Lessee: Bangor & Aroostook Railroad Company
RR 2
Bangor, Maine 04401

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

Tampers set forth on Exhibit A to the Lease Agreement

Mr. Vernon A. Williams
December 2, 1999
Page 2

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/bg
Enclosures

EXHIBIT A

DESCRIPTION OF EQUIPMENT

G23278AA Mark IV Switch Production Tam complete with Cummins Diesel Engine, Air Conditioning, West Cpast Mirrors, Rotating Amber Beacon, Smart I/O Derail Protection and including Standard Spare Parts MM 06/13/97 -- SDK 04/18 S/N 7191287

Fairmont Tamper Ballast Regular "C" Series, Model C154BR, SWW 8BR00326, with winter & summer attachments to include any spare parts. 1986. Hy Rail Trailer, 1993 Bev SN: 48347

Fairmont Tamper Mark II Electromatic Production Tamper Model E-TD-AG SN: 477339, Unit #TT547

Fairmont Tamper Mark II Electromatic Production Tamper Model E-TD-AG SN: 476888, Unit #TT556

Fairmont Tamper Mark II Electromatic Production Tamper Model E-TD-AG SN: 477026, Unit #TT552

RADNOR RAIL, LTD.

Equipment Leased: Tampers
Date of Lease: August 29, 1997

RECORDATION NO. 20841-C FILED

DEC 3 '99 11-00AM

**MEMORANDUM OF AMENDMENT NO. 2 TO
RAILROAD EQUIPMENT LEASE AGREEMENT**

dated as of August 10, 1999

between

RADNOR RAIL, LTD.

as Lessor

and

BANGOR & AROOSTOOK RAILROAD COMPANY

as Lessee

DEC 3 '99

11-00AM

MEMORANDUM OF AMENDMENT NO. 2 TO RAILROAD EQUIPMENT LEASE AGREEMENT

THIS MEMORANDUM OF AMENDMENT NO. 2 TO RAILROAD EQUIPMENT LEASE AGREEMENT is made and entered into as of August 10, 1999 by and between RADNOR RAIL, LTD., a Pennsylvania corporation ("Lessor"), and BANGOR & AROOSTOOK RAILROAD COMPANY, a Maine corporation ("Lessee"), with reference to the following:

- 1. Lessor has leased to Lessee, and Lessee has leased from Lessor the equipment indicated on Exhibit A attached hereto, all as more particularly described in that certain Railroad Equipment Lease Agreement dated as of August 29, 1997 (as amended, the "Lease") and the Schedule thereunder dated as of August 29, 1997, between Lessor and Lessee.
2. The Lease has been amended pursuant to that certain Amendment No. 2 to Railroad Equipment Lease Agreement as of the date hereof.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Amendment No. 2 to Railroad Equipment Lease Agreement to be executed as of the date first above written.

RADNOR RAIL, LTD. (Lessor)

By: Name: Title:

BANGOR & AROOSTOOK RAILROAD COMPANY (Lessee)

By: Karl R. Ziebarth Name: Karl R. Ziebarth Title: Vice President

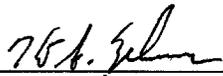
**MEMORANDUM OF AMENDMENT NO. 2 TO
RAILROAD EQUIPMENT LEASE AGREEMENT**

THIS MEMORANDUM OF AMENDMENT NO. 2 TO RAILROAD EQUIPMENT LEASE AGREEMENT is made and entered into as of August 10, 1999 by and between **RADNOR RAIL, LTD.**, a Pennsylvania corporation ("Lessor"), and **BANGOR & AROOSTOOK RAILROAD COMPANY**, a Maine corporation ("Lessee"), with reference to the following:

1. Lessor has leased to Lessee, and Lessee has leased from Lessor the equipment indicated on Exhibit A attached hereto, all as more particularly described in that certain Railroad Equipment Lease Agreement dated as of August 29, 1997 (as amended, the "Lease") and the Schedule thereunder dated as of August 29, 1997, between Lessor and Lessee.
2. The Lease has been amended pursuant to that certain Amendment No. 2 to Railroad Equipment Lease Agreement as of the date hereof.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Amendment No. 2 to Railroad Equipment Lease Agreement to be executed as of the date first above written.

RADNOR RAIL, LTD. (Lessor)

By: 
Name: Kent S. Zehner
Title: President

**BANGOR & AROOSTOOK RAILROAD
COMPANY (Lessee)**

By: _____
Name:
Title:

STATE OF _____, CITY OF _____, TO WIT:

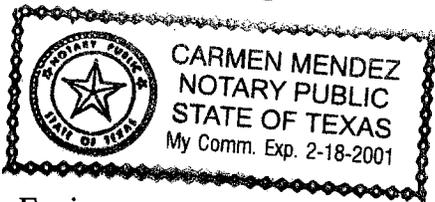
On this ____ day of _____, 1999 before me personally appeared, _____, to me personally known, who being by me duly sworn, says that he is an _____ of **RADNOR RAIL, LTD.**, a Pennsylvania corporation, that said instrument was signed on _____, 1999 on behalf of said association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]
My Commission Expires:

STATE OF Texas, CITY OF Dallas, TO WIT:

On this 16 day of August, 1999 before me personally appeared, **Karl R. Ziebarth**, to me personally known, who being by me duly sworn, says that he is a **Vice President** of **BANGOR & AROOSTOOK RAILROAD COMPANY**, a Maine corporation, that said instrument was signed on August 16th, 1999 on behalf of said association 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.



Carmen Mendez
Notary Public

[Notarial Seal]
My Commission Expires:

STATE OF Pennsylvania, CITY OF Wayne, TO WIT:

On this 15th day of September, 1999 before me personally appeared, Paul S. Zehrer to me personally known, who being by me duly sworn, says that he is an President of **RADNOR RAIL, LTD.**, a Pennsylvania corporation, that said instrument was signed on August 16, 1999 on behalf of said association 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.

Karen W. Maffei
Notary Public

[Notarial Seal]
My Commission Expires:

Notarial Seal
Karen W. Maffei, Notary Public
Radnor Twp., Delaware County
My Commission Expires Dec. 4, 2000
Member, Pennsylvania Association of Notaries

STATE OF _____, CITY OF _____, TO WIT:

On this ____ day of _____, 1999 before me personally appeared, _____, to me personally known, who being by me duly sworn, says that he is a _____ of **BANGOR & AROOSTOOK RAILROAD COMPANY**, a Maine corporation, that said instrument was signed on _____, 1999 on behalf of said association 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.

Notary Public

[Notarial Seal]
My Commission Expires:

EXHIBIT A

DESCRIPTION OF EQUIPMENT

G23278AA Mark IV Switch Production Tam complete with Cummins Diesel Engine, Air Conditioning, West Cpast Mirrors, Rotating Amber Beacon, Smart I/O Derail Protection and including Standard Spare Parts MM 06/13/97 -- SDK 04/18 S/N 7191287

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