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OF COUNSEL
URBAN A. LESTER

December 2, 1999

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

RECORDATION NO. **21692-B** FILED

DEC 3 '99 11-00AM

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. 1 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 21692.

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:

Locomotives 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 "Alvord" with a stylized flourish at the end.

Robert W. Alvord

RWA/bg
Enclosures

Exhibit A

Schedule of Locomotives

Thirteen (13) Locomotives Identified as Follows:

EMD Locomotives

- 7 - 1500 H.P. GP-7, Unit Nos. 60, 63, 67, 68
69, 70, 75
- 1 - 1750 H.P. GP-9, Unit No. 79
- 5 - 1500 H.P. GP-7R, Unit Nos. 20, 21, 22, 23, 24

RADNOR RAIL, LTD.
Equipment Leased: 13 Locomotives
Date of Lease: September 30, 1998

RECORDATION NO. 21692-B FILED

DEC 3 '99 11-00AM

**MEMORANDUM OF AMENDMENT NO. 1 TO
LOCOMOTIVE LEASE AGREEMENT**

dated as of August 10, 1999

between

RADNOR RAIL, LTD.

as Lessor

and

BANGOR & AROOSTOOK RAILROAD COMPANY

as Lessee

**MEMORANDUM OF AMENDMENT NO. 1 TO
LOCOMOTIVE LEASE AGREEMENT**

DEC 3 '99

11-00AM

THIS MEMORANDUM OF AMENDMENT NO. 1 TO LOCOMOTIVE 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 Locomotive Lease Agreement dated as of September 30, 1998 (as amended, the "Lease") and the Schedule thereunder dated as of September 30, 1998 between Lessor and Lessee.
2. The Lease has been amended pursuant to that certain Amendment No. 1 to Locomotive Lease Agreement as of the date hereof.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Amendment No. 1 to Locomotive Lease Agreement to be executed as of the date first above written.

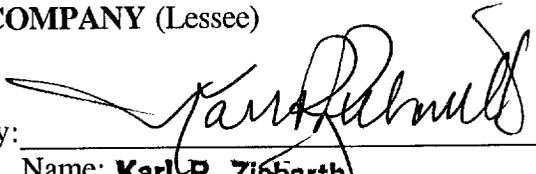
RADNOR RAIL, LTD. (Lessor)

By: _____

Name:

Title:

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

By:  _____

Name: **Karl R. Ziebarth**

Title: **Vice President**

**MEMORANDUM OF AMENDMENT NO. 1 TO
LOCOMOTIVE LEASE AGREEMENT**

THIS MEMORANDUM OF AMENDMENT NO. 1 TO LOCOMOTIVE 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 Locomotive Lease Agreement dated as of September 30, 1998 (as amended, the "Lease") and the Schedule thereunder dated as of September 30, 1998 between Lessor and Lessee.
2. The Lease has been amended pursuant to that certain Amendment No. 1 to Locomotive Lease Agreement as of the date hereof.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Amendment No. 1 to Locomotive Lease Agreement to be executed as of the date first above written.

RADNOR RAIL, LTD. (Lessor)

By: *K.S. Zehner*
Name: *Kent S. Zehner*
Title: *President*

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

By: _____
Name:
Title:

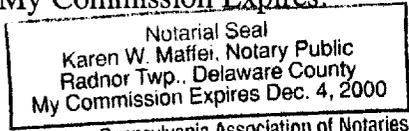
STATE OF Pennsylvania, CITY OF Wayne, TO WIT:

On this 15th day of September, 1999 before me personally appeared, Kent S. Zehner 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:



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:

STATE OF _____, CITY OF _____, TO WIT:

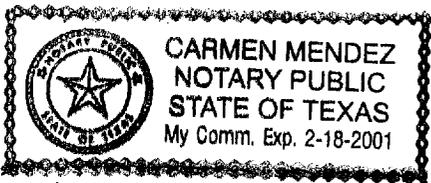
On this ____ day of _____, 1999 before me personally appeared, _____, to me personally known, who being by me duly sworn, says that he is an _____ of **RADNOR RAIL, LTD.**, a Pennsylvania corporation, that said instrument was signed on _____, 1999 on behalf of said association by authority of its Board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

Exhibit A

Schedule of Locomotives

Thirteen (13) Locomotives Identified as Follows:

EMD Locomotives

- 7 - 1500 H.P. GP-7, Unit Nos. 60, 63, 67, 68
69, 70, 75
- 1 - 1750 H.P. GP-9, Unit No. 79
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