

# OSTER Researching Services

12897 Colonial Dr. • Mt. Airy, Md. 21771  
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RECORDATION NO. 20632-B FILED

June 6, 1997

JUN 6 '97 11-16 AM

RECEIVED  
SURFACE TRANSPORTATION  
BOARD  
JUN 6 11 16 AM '97

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 an Amended Memorandum of Locomotive Lease Agreement dated 4/22/97 between the following parties:

Lessor: Helm Financial Corporation  
One Embarcadero Center  
San Francisco, CA 94111

Lessee: Bangor & Aroostook Railroad  
Bangor, ME

The equipment included in this transaction is listed on Schedule A.1 to the agreement.

Please record this agreement as a secondary document to STB Recordation #20632. The filing fee of \$24 is enclosed.

Thank you for your assistance.

Sincerely,

*Mary A Oster*

Mary Ann Oster  
Research Consultant

Enclosures

*Colony reports - same July*

JUN 6 '97 11-16 AM

AMENDED MEMORANDUM OF  
LOCOMOTIVE LEASE AGREEMENT

THIS AMENDED MEMORANDUM OF LOCOMOTIVE LEASE AGREEMENT (the "Memorandum") is made as of April 22, 1997 and is intended to evidence the Amendment No. 1 dated April 22, 1997 to that certain Locomotive Lease Agreement dated as of January 13, 1997 as amended (the "Lease") between HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), and BANGOR AND AROOSTOOK RAILROAD COMPANY, a Maine corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation ("STB") under Section 49 of U.S.C. 11301. Lessor has the right to lease the locomotives, more fully described in Schedule A.1. hereto (the "Units"). Lessee leased from Lessor the Units at the Rent and upon the terms and conditions provided in the Lease.

The Lease is on file with the STB under recordation number 20632 filed April 15, 1997.

The Lease and the Units cannot be assigned, subleased or in any way encumbered without the prior written consent of Lessor. Lessee has granted a security interest unto Lessor in and to any and all Payments, as such term is defined in the Lease, including, without limitation, any and all Rent and other Payments pursuant to any sublease of the Units. In the Event of Default, as such term is defined in the Lease, Lessee assigns any and all subleases to Lessor.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written.

LESSOR	LESSEE
HELM FINANCIAL CORPORATION	BANGOR AND AROOSTOOK RAILROAD COMPANY

*cm*  
 By: John F. Dains  
 Print Name: JOHN F DAINS  
 Its: CFO

By: B.F. Collins  
 Print Name: B.F. COLLINS  
 Its: DCOO

*cm*

SCHEDULE A.1.  
TO THE AMENDED MEMORANDUM OF LEASE

THE UNITS

1. Equipment Description: Four (4), 2000 horsepower, GP38 or GP38-AC diesel-electric locomotives equipped with dynamic braking.

Unit Numbers: HLCX 3610, HLCX 3612, HLCX 3616 & HLCX 3680

2. Equipment Description: Two (2), 2000 horsepower, GP38-AC diesel-electric locomotives equipped with dynamic braking.

Unit Numbers: HATX 175 & HATX 176

CMA

STATE OF CALIFORNIA )  
 ) S.S.  
COUNTY OF SAN FRANCISCO )

On April 22, 1997, before me, Matthew M. Ogburn  
personally appeared John F. Dains, Senior Vice President, CFO, of HELM  
FINANCIAL CORPORATION,

personally known to me -OR-

proved to me on the basis of satisfactory evidence to be the person(s)  
whose name(s) is/are subscribed to the within instrument and  
acknowledged to me that he/she/they executed the same in his/her/their  
authorized capacity(ies), and that by his/her/their signature(s) on  
the instrument the person(s), or the entity upon behalf of which the  
person(s) acted, executed the instrument.



Witness my hand and official seal.

Matthew M. Ogburn  
SIGNATURE OF THE NOTARY

[Notarial Seal]

STATE OF MICHIGAN )  
 ) S.S.  
COUNTY OF WAYNE )

On JUNE 2, 1997, 1997, before me, DIANNE M. PLUMLEY  
personally appeared B.F. COLLINS, DCOO  
of BANGOR AND AROOSTOOK RAILROAD COMPANY,

personally known to me -OR-

proved to me on the basis of satisfactory evidence to be the person(s)  
whose name(s) is/are subscribed to the within instrument and  
acknowledged to me that he/she/they executed the same in his/her/their  
authorized capacity(ies), and that by his/her/their signature(s) on  
the instrument the person(s), or the entity upon behalf of which the  
person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Dianne M. Plumley  
SIGNATURE OF THE NOTARY

[Notarial Seal]

DIANNE M. PLUMLEY, NOTARY PUBLIC  
LAPEER COUNTY, MICHIGAN  
MY COMMISSION EXPIRES 4-15-98  
ACTING IN WAYNE COUNTY, MICHIGAN

*CM*