RECORDATION NO. 20841-A FILED

MAY 12 '98 11-25 AM

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ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

C Counterpart - Gvl

May 12, 1998

RECEIVED
SURFACE TRANSPORTATION BOARD
MAY 12 11 22 AM '94

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. 1 to Railroad Car Lease Agreement, dated as of April 29, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Railroad Equipment Lease Agreement which was 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 Stafford Avenue, Suite 112
Radnor, Pennsylvania 19087

Lessee: Bangor & Aroostook Railroad Company
Route 2 Box 45
Bangor, Maine 04401

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

set forth on Exhibit A attached to the Amendment

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,

Robert W. Alvord

RWA/bg
Enclosures

RADNOR RAIL, LTD.

RECORDATION NO. 20841-A FILED

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MEMORANDUM OF AMENDMENT NO. 1 TO RAILROAD EQUIPMENT LEASE AGREEMENT

dated as of April 29, 1998

between

RADNOR RAIL, LTD.

as Lessor

and

BANGOR & AROOSTOOK RAILROAD COMPANY

as Lessee

MEMORANDUM OF AMENDMENT NO. 1 TO RAILROAD EQUIPMENT LEASE AGREEMENT

THIS MEMORANDUM OF AMENDMENT NO. 1 TO RAILROAD EQUIPMENT LEASE AGREEMENT is made and entered into as of April 27, 1998 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 (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. 1 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. 1 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: John A Scotto
Title: Vice President

STATE OF Pennsylvania, CITY OF Wayne, TO WIT:

On this 8th day of May, 1998 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 May 8, 1998 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 Maine, CITY OF Bangor, TO WIT:

On this 29th day of April, 1998 before me personally appeared, John A. Scotto, 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 April 29, 1998 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.

Barbara J. Veilleux
Notary Public

[Notarial Seal]
My Commission Expires:

Barbara J. Veilleux
Notary Public - State of Maine
My commission expires June 6, 2002

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