

18635-B

RECORDATION NO. 18635-B
FILED 1995

JUN 27 1994 - 11 10 AM

OMNIBUS AMENDMENT NO. 1

INTERSTATE COMMERCE COMMISSION

OMNIBUS AMENDMENT NO. 1 dated as of March 1, 1994, to the Lease of Railroad Equipment (the "Lease"), and to the Memorandum of Lease (the "Lease Memorandum"), each dated as of May 10, 1993 and between RESIDUAL BASED FINANCE CORPORATION, an Illinois corporation (herein called "Lessor"), having its principal place of business at Three First National Plaza, Suite 1240, Chicago, Illinois 60602, as assignee of BOT Financial Corporation, a Delaware corporation and original Lessor under the Lease and Lease Memorandum (herein called "Original Lessor"), and BANGOR AND AROOSTOOK RAILROAD COMPANY, a Maine corporation (herein called "Lessee"). Capitalized terms used herein without definition shall have the respective meanings ascribed thereto in the Lease.

WHEREAS, the Lease and the Lease Memorandum originally covered seventy-five (75) rigid boxcars more fully described in Annex A thereto (the "Units"); and

WHEREAS, the Lease Memorandum was recorded with the Interstate Commerce Commission on December 30, 1993 under Recordation Number 18635; and

WHEREAS, pursuant to an Assignment of Lease dated as of December 30, 1993 (the "Lease Assignment"), being recorded simultaneously herewith, the Original Lessor assigned all of its right, title and interest in and to the Lease and Memorandum of Lease to the Lessor; and

WHEREAS, the Units have been furnished to the Lessee in accordance with Section 2.A of the Lease, with the exception of one (1) Unit (the "Excluded Unit") bearing Unit Number IC 553304 (formerly numbered IHRC 6022 and CHTT 100116 and to be numbered BAR 4644), and pursuant to clause 2(B)(iii) of the Lease the Original Lessor has elected to exclude the Excluded Unit from the Lease; and

WHEREAS, pursuant to an unrecorded Bill of Sale dated March 1, 1994, the Lessor sold, assigned and transferred all of its right, title and interest in and to the Excluded Unit to the Original Lessor;

NOW, THEREFORE, in consideration of the premises and other good and sufficient consideration, the Lessor and Lessee hereby agree as follows:

1. Units.

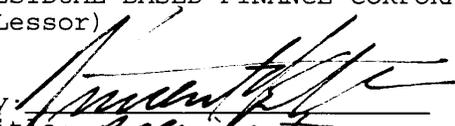
- a. Pursuant to clause 2(B)(iii) of the Lease, the Excluded Unit is hereby excluded from the Lease, so that the Lease shall pertain to the seventy-

four (74) Units delivered to and accepted by Lessee, in lieu of seventy-five (75) Units.

- b. The Lease Memorandum shall be and is hereby amended by deleting each reference contained therein, to the Unit bearing Car Number IC 553304, formerly bearing Car Numbers IHRC 6022 and CHTT 100116 and intended to bear Car Number BAR 4644.
 - c. The Lease Memorandum is hereby amended by deleting each reference contained therein to seventy-five (75) Units and substituting in its place a reference to seventy-four (74) Units, and each reference therein to Units shall exclude the Excluded Unit.
2. Effective Date. The Lessee has executed and delivered the final Certificate of Acceptance for the Units pursuant to Section 2.A of the Lease, and the parties hereby acknowledge and agree that the Effective Date shall be March 1, 1994.
 3. ICC Filing. The parties agree that this Amendment No. 1 shall be filed and recorded with the ICC in accordance with 49 U.S.C. 11303 at the expense of the Original Lessor. The Original Lessor agrees to pay the reasonable fees and disbursements of Donelan, Cleary, Wood & Maser, P.C. in connection with such filing and with the delivery of the opinion of such counsel with respect thereto.
 4. Miscellaneous. Except as may be expressly provided herein, the Lease, the Lease Memorandum, the Lease Assignment and each Certificate of Acceptance shall remain unaltered, shall continue to be, and shall remain, in full force and effect in accordance with their respective terms and shall be ratified and confirmed in all respects. Lessee ratifies, approves and confirms the Lease, as amended pursuant hereto. This Amendment may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the Lessor, the Original Lessor and the Lessee have caused this Omnibus Amendment No. 1 to be executed by their respective authorized officers as of the date first above written.

RESIDUAL BASED FINANCE CORPORATION
(Lessor)

By: 

Title: President

BANGOR & AROOSTOOK RAILROAD COMPANY
(Lessee)

By: 

Title: VICE PRESIDENT & TREASURER

BOT FINANCIAL CORPORATION (Original
Lessor)

By: 

Title: Senior Vice President

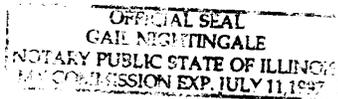
STATE OF ILLINOIS)
) S
COUNTY OF COOK)

On this 27th day of May, 1994, before me personally appeared Vincent A. Kollar, to me personally known, who, being by me duly sworn, says that he is President of RESIDUAL BASED FINANCE CORPORATION, that said instrument was signed and sealed on behalf of said corporation and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Gail Nightingale
Notary Public

My Commission Expires: 7-11-97

[Notarial Seal]



STATE OF MAINE)
) §
COUNTY OF PENOBSCOT)

On this 25th day of April, 1994, before me personally appeared Ronald L. Condon, to me personally known, who, being by me duly sworn, says that he is Vice President & Treasurer of **BANGOR AND AROOSTOOK RAILROAD COMPANY**, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

My Commission Expires: Jan. 12, 1998

[Notarial Seal]

COMMONWEALTH OF MASSACHUSETTS)
) §
COUNTY OF SUFFOLK)

On this 15th day of April, 1994, before me personally appeared David A. Meehan, to me personally known, who, being by me duly sworn, says that he is Senior Vice President of **BOT FINANCIAL CORPORATION**, that said instrument was signed and sealed on behalf of said corporation and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

My Commission Expires: July 1, 1999

[Notarial Seal]

DISTRICT OF COLUMBIA) SS.:

CERTIFICATE OF TRUE COPY

I, Allen H. Harrison, Jr., a member of the Bars of the District of Columbia and the Commonwealth of Virginia, do hereby certify that I have compared the attached copy of the document entitled "OMNIBUS AMENDMENT NO. 1" dated March 1, 1994 by and among Residual Based Finance Corporation, Bangor & Aroostook Railroad Company and BOT Financial Corporation, with an executed original counterpart thereof and find the said attached copy to be in all respects a true, correct and complete copy of the aforesaid executed original counterpart.

IN WITNESS WHEREOF, the undersigned has hereto affixed his signature this 23rd day of June, 1994.



Subscribed and sworn to before me
this 23rd day of June, 1994

Diane G. Hausman
Notary Public, D.C.

My Commission expires: 9.30.96