RECORDATION NO. 19311-A FILED 1425

MAR 26 1995 10 45 AM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF
AMENDED AND RESTATED LEASE OF RAILROAD EQUIPMENT

THIS MEMORANDUM OF AMENDED AND RESTATED LEASE OF RAILROAD EQUIPMENT made as of March 17, 1995 is intended to evidence the Lease of Railroad Equipment, dated as of March 17, 1995 (the "Lease") between **RESIDUAL BASED FINANCE CORPORATION**, an Illinois corporation ("Lessor"), and **BANGOR AND AROOSTOOK RAILROAD COMPANY**, a Maine corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. Lessor has the right to lease the seventy-four (74) rigid boxcars, more fully described in Schedule A hereto (the "Units"). Lessee leased from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Amended and Restated Lease of Railroad Equipment on the date indicated below its signature.

RESIDUAL BASED FINANCE CORPORATION, Lessor	**BANGOR AND AROOSTOOK RAILROAD COMPANY, Lessee**
By:	By:
Title: President	Title: President
Date: 3/17/95	Date: March 17, 1995

SCHEDULE A

To the Memorandum of Amended and Restated Lease of Railroad Equipment
between
Residual Based Finance Corporation
and
Bangor and Aroostook Railroad Company

Dated March 17, 1995

Equipment Description:

Seventy-four (74), 50'6" long, 9'6" wide Plate C Rigid Boxcars with 10' sliding doors.

Unit Numbers:

[See Attached]

03/17/95 FRI 11:15 FAX 312 258 5600 SHW CHICAGO 030

Equipment Description

Seventy-Four (74) 50'6" long, 9'6" wide Plate C Rigid Boxcars with 10 sliding doors.

UNIT	OLD		NEW		UNIT	OLD		NEW	
1	IC	553260	BAR	4600	38	IC	553297	BAR	4637
2	IC	553261	BAR	4601	39	IC	553298	BAR	4638
3	IC	553262	BAR	4602	40	IC	553317	BAR	4656
4	IC	553263	BAR	4603	41	IC	553318	BAR	4657
5	IC	553264	BAR	4604	42	IC	553319	BAR	4658
6	IC	553265	BAR	4605	43	IC	553320	BAR	4659
7	IC	553266	BAR	4606	44	IC	553321	BAR	4660
8	IC	553267	BAR	4607	45	IC	553322	BAR	4661
9	IC	553268	BAR	4608	46	IC	553323	BAR	4662
10	IC	553269	BAR	4609	47	IC	553324	BAR	4663
11	IC	553270	BAR	4610	48	IC	553325	BAR	4664
12	IC	553271	BAR	4611	49	IC	553326	BAR	4665
13	IC	553272	BAR	4612	50	IC	553327	BAR	4666
14	IC	553273	BAR	4613	51	IC	553328	BAR	4667
15	IC	553274	BAR	4614	52	IC	553329	BAR	4668
16	IC	553275	BAR	4615	53	IC	553330	BAR	4669
17	IC	553276	BAR	4616	54	IC	553331	BAR	4670
18	IC	553277	BAR	4617	55	IC	553332	BAR	4671
19	IC	553278	BAR	4618	56	IC	553333	BAR	4672
20	IC	553279	BAR	4619	57	IC	553334	BAR	4673
21	IC	553280	BAR	4620	58	IC	553335	BAR	4674
22	IC	553281	BAR	4621	59	IC	553336	BAR	4675
23	IC	553282	BAR	4622	60	IC	553337	BAR	4676
24	IC	553283	BAR	4623	61	IC	553338	BAR	4677
25	IC	553284	BAR	4624	62	IC	553339	BAR	4678
26	IC	553285	BAR	4625	63	IC	553340	BAR	4679
27	IC	553286	BAR	4626	64	IC	553341	BAR	4680
28	IC	553287	BAR	4627	65	IC	553342	BAR	4681
29	IC	553288	BAR	4628	66	IC	553343	BAR	4682
30	IC	553289	BAR	4629	67	IC	553344	BAR	4683
31	IC	553290	BAR	4630	68	IC	553345	BAR	4684
32	IC	553291	BAR	4631	69	IC	553346	BAR	4685
33	IC	553292	BAR	4632	70	IC	553347	BAR	4686
34	IC	553293	BAR	4633	71	IC	553348	BAR	4687
35	IC	553294	BAR	4634	72	IC	553349	BAR	4688
36	IC	553295	BAR	4635	73	IC	553350	BAR	4689
37	IC	553296	BAR	4636	74	IC	553351	BAR	4690

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IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Amended and Restated Lease of Railroad Equipment on the date indicated below its signature.

RESIDUAL BASED FINANCE CORPORATION, Lessor	**BANGOR AND AROOSTOOK RAILROAD COMPANY, Lessee**
By: [signature]	By: [signature]
Title: President	Title: President
Date: 3/17/95	Date: March 17, 1995

SCHEDULE A

To the Memorandum of Amended and Restated Lease of Railroad Equipment
between
Residual Based Finance Corporation
and
Bangor and Aroostook Railroad Company

Dated March 17, 1995

Equipment Description:

Seventy-four (74), 50'6" long, 9'6" wide Plate C Rigid Boxcars with 10' sliding doors.

Unit Numbers:

[See Attached]

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35	IC	553294	BAR	4634	72	IC	553349	BAR	4688
36	IC	553295	BAR	4635	73	IC	553350	BAR	4689
37	IC	553296	BAR	4636	74	IC	553351	BAR	4690

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COMMONWEALTH OF ILLINOIS)
)
COUNTY OF COOK)

On this 24th day of March, 1995, before me personally appeared Vincent A. Kolber, 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.

Sharon L. Ricciardi
Notary Public

My Commission Expires: OFFICIAL SEAL SHARON L RICCIARDI NOTARY PUBLIC STATE OF ILLINOIS MY COMMISSION EXP. AUG 30,1997

[Notarial Seal]

STATE OF NY)
) SS
COUNTY OF NY)

On this 17 day of March, 1995, before me personally appeared Alfred E. Mechan, personally known, who, being by me duly sworn says that he is Pres. 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: _____

MATTHEW T. COLLINS
Notary Public, State of New York
No. 31-4971893
Qualified in New York County
Commission Expires Sept. 10, 19 97

[Notarial Seal]

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