

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
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ELIAS C ALVORD (1942)  
ELLSWORTH C ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

December 2, 1999

RECORDATION NO. 20146-E FILED

DEC 3 '99 11-00AM

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 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 20146

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:

170 Railroad cars 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 "Robert W. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/bg  
Enclosures

## Exhibit A

### Schedule of Cars

#### Fifteen (15) 9050-9069 Series Cars

Bar	9050	9060
	9051	9061
	9052	9063
	9054	9065
	9055	9066
	9057	9067
	9058	9068
	9059	

#### Seventy-nine (79) 6700 Series Cars

Bar	6700	6717	6733	6751	6770	6786
	6702	6719	6735	6754	6771	6787
	6703	6720	6737	6756	6772	6788
	6704	6721	6738	6757	6773	6789
	6706	6723	6739	6758	6774	6790
	6707	6724	6740	6759	6776	6791
	6709	6725	6741	6760	6778	6793
	6711	6726	6742	6761	6780	6794
	6712	6727	6743	6763	6781	6795
	6713	6728	6744	6764	6782	6796
	6714	6729	6745	6765	6783	6797
	6715	6730	6746	6767	6784	6798
	6716	6731	6749	6768	6785	6799

9079 was 6775

#### Seventy-six (76) 6500 Series Cars

Bar	6522	6580	6612	6632	6648	6670
	6533	6584	6614	6633	6649	6672
	6534	6586	6617	6635	6650	6682
	6545	6589	6618	6637	6651	6683
	6552	6591	6619	6638	6654	6686
	6556	6594	6620	6640	6655	6688
	6559	6597	6621	6641	6656	6689
	6563	6602	6623	6642	6658	6690
	6564	6603	6624	6643	6660	6695
	6568	6606	6625	6644	6664	6696
	6570	6607	6626	6645	6665	6699
	6572	6609	6629	6646	6667	
	6575	6610	6630	6647	6668	

**RADNOR RAIL, LTD.**  
Equipment Leased: 170 Railroad Cars  
Date of Lease: June 4, 1996

RECORDATION NO. 20146-E FILED  
DEC 3 '99 11-00AM

**MEMORANDUM OF AMENDMENT NO. 1 TO  
RAILROAD CAR LEASE AGREEMENT**

dated as of August 10, 1999

between

**RADNOR RAIL, LTD.**

as Lessor

and

**BANGOR & AROOSTOOK RAILROAD COMPANY**

as Lessee

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DEC 3 '99

11-00AM

**MEMORANDUM OF AMENDMENT NO. 1 TO  
RAILROAD CAR LEASE AGREEMENT**

THIS MEMORANDUM OF AMENDMENT NO. 1 TO RAILROAD CAR 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 Railroad Car Lease Agreement dated as of June 4, 1996 (as amended, the "Lease") and the Schedule thereunder dated as of June 4, 1996, between Lessor and Lessee.
2. The Lease has been amended pursuant to that certain Amendment No. 1 to Railroad Car 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 Car Lease Agreement to be executed as of the date first above written.

**RADNOR RAIL, LTD. (Lessor)**

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

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

By: \_\_\_\_\_  
Name:  
Title:

**MEMORANDUM OF AMENDMENT NO. 1 TO  
RAILROAD CAR LEASE AGREEMENT**

THIS MEMORANDUM OF AMENDMENT NO. 1 TO RAILROAD CAR 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:

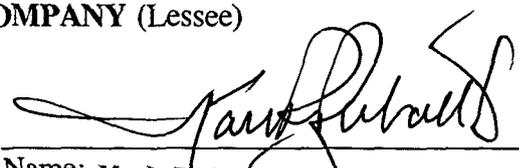
1. Lessor has leased to Lessee, and Lessee has leased from Lessor the equipment indicated on Exhibit A attached hereto, all as more particularly described in that certain Railroad Car Lease Agreement dated as of June 4, 1996 (as amended, the "Lease") and the Schedule thereunder dated as of June 4, 1996, between Lessor and Lessee.
2. The Lease has been amended pursuant to that certain Amendment No. 1 to Railroad Car 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 Car 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**

STATE OF Pennsylvania, CITY OF Wayne, TO WIT:

On this 15<sup>th</sup> 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:

Notarial Seal  
Karen W Maffei Notary Public  
Radnor Twp Delaware County  
My Commission Expires Dec 4 2000

Member Pennsylvania Association of Notaries



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:

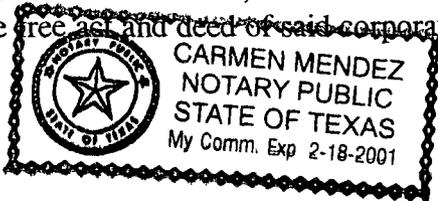
On this \_\_\_\_ day of \_\_\_\_\_, 1999 before me personally appeared, \_\_\_\_\_, to me personally known, who being by me duly sworn, says that he is an \_\_\_\_\_ of **RADNOR RAIL, LTD.**, a Pennsylvania corporation, that said instrument was signed on \_\_\_\_\_, 1999 on behalf of said association 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 16<sup>th</sup>, 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 Cars**

**Fifteen (15) 9050-9069 Series Cars**

Bar	9050	9060
	9051	9061
	9052	9063
	9054	9065
	9055	9066
	9057	9067
	9058	9068
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**Seventy-nine (79) 6700 Series Cars**

Bar					
6700	6717	6733	6751	6770	6786
6702	6719	6735	6754	6771	6787
6703	6720	6737	6756	6772	6788
6704	6721	6738	6757	6773	6789
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