

Counterparts - Kim Bartman

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

September 29, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D C 20423

RECORDATION NO. *20360-A* FILED

SEP 29 '97 1-10PM

SEP 29 1 10 PM '97

RECEIVED
SURFACE TRANSPORTATION
BOARD

Dear Mr. Williams

Enclosed for recordation pursuant to the provisions of 49 U S C Section 11301(a), are four (4) copies of an Amendment, dated as of November 1, 1996, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Residual Sharing and Security Agreement filed with the Board under Recordation Number 20360

The names and addresses of the parties to the enclosed document are

Lessor	Compass Rail II 555 California Street San Francisco, California 94104
Lender	Mitsui Leasing (U S A), Inc 200 Park Avenue New York, New York 10166

A description of the railroad equipment covered by the enclosed document is attached as Exhibit A to the Amendment

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Also enclosed is a check in the amount of \$24 00 payable to the order of the
Surface Transportation Board covering the required recordation fee

Kindly return stamped copies 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

AMENDMENT

SEP 29 '97

1-10PM

THIS AMENDMENT is executed and delivered as of November 1, 1996, by COMPASS RAIL II, a California corporation ("Lessor"), BANGOR & AROOSTOOK RAILROAD COMPANY, a Maine corporation ("Lessee") and MITSUI LEASING (U.S.A.), INC., a Delaware corporation ("Lender")

1. Each of the parties hereto is a party to some or all of the agreements listed below (the "Agreements"):
 - a. Memorandum of Railroad Equipment Lease Agreement between Lessor and Lessee, dated as of November 1, 1996, filed with the Surface Transportation Board ("STB") on November 8, 1996 under Recordation No. 20358 and filed with the Registrar General, Canada on November 8, 1996.
 - b. Equipment Mortgage from Lessor to Lender, filed with the STB on November 8, 1996, under Recordation No. 20359, and filed with the Registrar General, Canada on November 8, 1996.
 - c. Assignment of Rents and Leases from Lessor to Lender, filed with the STB on November 8, 1996, under Recordation No. 20359-A, and filed with the Registrar General, Canada on November 8, 1996.
 - d. Memorandum of Residual Sharing and Security Agreement, between Lessor and Lender, filed with the STB on November 8, 1996, under Recordation No. 20360, and filed with the Registrar General, Canada on November 8, 1996.
2. The Agreements relate to certain railroad rolling stock described on the schedules or exhibits attached thereto. The rolling stock may be restenciled to change the running numbers on some or all of such units of rolling stock, and the parties desire to clarify that the Agreements continue to apply to such rolling stock after such restenciling. Lessor and Lender consent to such restenciling so long as no numbers other than those listed on Exhibit A hereto are applied.
3. Therefore, the equipment list attached as an exhibit or a schedule to each Agreement is replaced by the equipment list attached hereto as Schedule 1 to restate the original numbers and to add the anticipated new numbers on the rolling stock. Lessee represents, warrants and covenants that such numbers are the only numbers to be placed on any of the rolling stock subject to the Agreements.
4. To the extent any Agreement is a memorandum evidencing the existence of another document or agreement, such other document or agreement shall be deemed similarly supplemented by this Amendment.

IN WITNESS WHEREOF, each of the parties has caused this Amendment to be duly executed all as of the date first above written, and the undersigned signatories each hereby declare pursuant to 28 U S C Section 1746 under penalty of perjury that the foregoing is a true and correct document and was executed on the date indicated below its signature.

COMPASS RAIL II

By: 
Title: P. U. P.
Date: 9/23/97

BANGOR & AROOSTOOK RAILROAD COMPANY

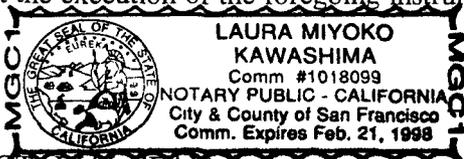
By: 
Title: VICE PRESIDENT
Date: SEPT 22, 1997

NETSUI LEASING (U.S A), INC

By: 
Title: PRESIDENT
Date: Sept 25, '97

STATE OF CALIFORNIA)
COUNTY OF SAN FRANCISCO) SS

On this 23RD day of SEPTEMBER, 1997, before me personally appeared _____
MARK S. MAYMAR, to me personally known who, being by me duly sworn, says that he is
the EXEC. VICE President of COMPASS RAIL II, a California corporation, and that said instrument
was signed on behalf of said corporation 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



Laura Miyoko Kawashima
Notary Public

(NOTARIAL SEAL)
My Commission Expires: _____

STATE OF Illinois)
COUNTY OF COOK) SS

On this 22nd day of September, 1997, before me personally appeared _____
JOHNA SCOTTO, to me personally known who, being by me duly sworn, says that he is
the VILE President of BANGOR & AROOSTOOK RAILROAD COMPANY, a Maine
corporation, and that said instrument was signed on behalf of said corporation 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

"OFFICIAL SEAL"
MICHELE M. ALESSI
Notary Public, State of Illinois
(NOTARIAL SEAL) Expires 3/6/2000
My Commission Expires. 3/6/2000

Michele Alessi
Notary Public MICHELE M. ALESSI

STATE OF New York)
) SS
COUNTY OF New York)

On this 25TH day of SEPTEMBER, 1997, before me personally appeared _____
Masato Utsuni, to me personally known who, being by me duly sworn, says that he is
the _____ President of MITSUI LEASING (U.S.A), INC., a Delaware corporation, and
that said instrument was signed on behalf of said corporation 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: 10/31/97

ROGER ALEXANDER
Notary Public, State of New York
No. 4836710
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires 10/31/97

CAR NUMBERS**Exhibit A**

Old Number	New Number	Old Number	New Number
BAR 1287	BAR 11000	BAR 1106	BAR 12000
1319	11001	1107	12001
1274	11002	1108	12002
1307	11003	1116	12003
1317	11004	1121	12004
1313	11005	1123	12005
1271	11006	1125	12006
1301	11007	1165	12007
1293	11008	1172	12008
1303	11009	1198	12009
1298	11010	1199	12010
1315	11011	1205	12011
1290	11012	1216	12012
1300	11013	1218	12013
1275	11014	1224	12014
1296	11015	1234	12015
1314	11016	1237	12016
1277	11017	1239	12017
1272	11018	1243	12018
1288	11019	1259	12019
1306	11020	1268	12020
1299	11021	1276	12021
1269	11022	1284	12022
1283	11023	1285	12023
1273	11024	1311	12024

BAR 1109	BAR 13000	BAR 1217	BAR 13030
1110	13001	1226	13031
1120	13002	1229	13032
1124	13003	1235	13033
1128	13004	1238	13034
1130	13005	1240	13035
1131	13006	1247	13036
1143	13007	1248	13037
1144	13008	1249	13038
1147	13009	1252	13039
1151	13010	1253	13040
1153	13011	1255	13041
1158	13012	1256	13042
1171	13013	1257	13043
1173	13014	1261	13044
1176	13015	1263	13045
1178	13016	1264	13046
1179	13017	1266	13047
1185	13018	1267	13048
1188	13019	1270	13049
1191	13020	1281	13050
1192	13021	1282	13051
1193	13022	1292	13052
1194	13023	1294	13053
1197	13024	1295	13054
1201	13025	1297	13055
1203	13026	1305	13056
1206	13027	1308	13057
1207	13028	1310	13058
1209	13029	1318	13059