

RECORDATION NO. 24957-A FILED

MAY 17 '04 2-54 PM

SURFACE TRANSPORTATION BOARD



VIA UPS 2<sup>nd</sup> DAY AIR

May 13, 2004

# FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Tel 847 318-7575  
Fax 847 318-7588

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of a Memorandum of Lease Agreement, dated April 2, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission on this date as Recordation Number \_\_\_\_\_.

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

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

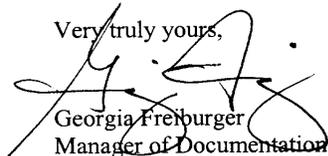
Lessee: Montreal Maine and Atlantic Railway, LTD.  
Northern Maine Junction Park, RR Box 45  
Bangor, ME 04401

A description of the railroad equipment covered by the enclosed document is twenty-five (25) 4750 cu. ft. covered hopper cars, with NOKL marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: **Memorandum of Lease**

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,  
  
Georgia Freiburger  
Manager of Documentation

Enclosures

(MMAR002)

RECORDATION NO. 24957-A FILED

ASSGN. NO.: MMAR002

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD *gd*

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 2nd day of April, 2004, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Montreal, Maine & Atlantic Railway, Ltd., a Delaware corporation.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Master Lease Agreement (the "Lease"), dated as of April 1, 2003, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 2 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of April 1, 2003 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour  
Name: RICHARD F. SEYMOUR  
Title: Vice President Sales & Marketing  
Name: K.A. Dombrowski  
Title: DIRECTOR OF DOCUMENTATION Executed on this 2nd day of April, 2004.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

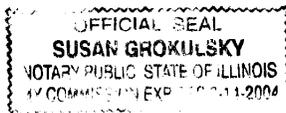
I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 2nd day of April, 2004.

Susan Grokulska  
Notary Public

My Commission Expires:

8-14-2004  
(Notary Public)



LESSEE:

MONTREAL, MAINE & ATLANTIC RAILWAY, LTD.

ATTEST:

By: Norma J. Griffiths  
Name: Norma J. Griffiths  
Title: Asst. Secretary

By: [Signature]  
Name: ROBERT C. GRINDROD  
Title: PRESIDENT & CEO

Executed on this 22 day of MARCH, 2004.

[CORPORATE SEAL]

STATE OF MAINE  
COUNTY OF PENOBSCOT

I, GAYNOR L. RYAN, a Notary Public of the County and State  
aforesaid, certify that ROBERT C. GRINDROD personally appeared before me this day  
and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 22<sup>ND</sup> day of MARCH 2004.

[Signature]  
Notary Public

My Commission Expires:

5/4/2008  
(Notary Public)

GAYNOR L. RYAN  
Notary Public, Maine  
My Commission Expires May 4, 2008

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS:           Twenty-five (25)

DESCRIPTION OF CARS:    Covered Hopper Cars, 4750 cu. ft., 263 GRL

CAR NUMBERS:

NOKL 820515  
NOKL 820519  
NOKL 820532  
NOKL 820548  
NOKL 820566  
NOKL 820575  
NOKL 820615  
NOKL 820617  
NOKL 820640  
NOKL 820648  
NOKL 822889  
NOKL 822940  
NOKL 823361  
NOKL 823368  
NOKL 823393  
NOKL 823409  
NOKL 823428  
NOKL 823451  
NOKL 828119  
NOKL 828142  
NOKL 828476  
NOKL 830445  
NOKL 830454  
NOKL 830709  
NOKL 830815  
Count:       25