

# FIRST UNION RAIL

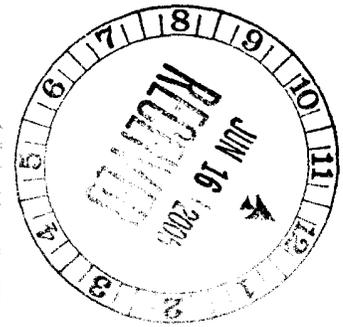
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Tel 847.318.7575  
Fax 847.318.7588

RECORDATION NO. 24957-G FILED

JUN 17 '05 11-15 AM

SURFACE TRANSPORTATION BOARD



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

June 14, 2005

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 an Amendment to Memorandum of Lease Agreement, dated April 22, 2005, 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 under Recordation Number 24957.

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 & Atlantic Railway, Ltd.  
Northern Maine Junction Park  
15 Iron Road  
Herman, ME 04401

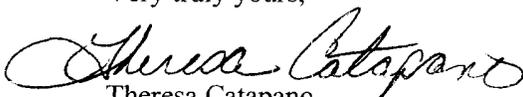
A description of the railroad equipment covered by the enclosed document is ninety-eight (98) 6269 cu. ft., Plate "F" boxcars. (see Exhibit A for car numbers).

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

Also enclosed is a check in the amount of \$33.00 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) 384-5375.  
Thank you for your cooperation in this matter.

Very truly yours,

  
Theresa Catapano  
Manager of Documentation

Enclosures

(MMAR003)

JUN 17 '05 11-15 AM

ASSGN. NO.: MMAR003

AMENDMENT TO MEMORANDUM OF LEASE SURFACE TRANSPORTATION BOARD

THIS AMENDMENT TO MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 22 day of APRIL, 2005, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Montreal, Maine & Atlantic Railway, Ltd. ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of April 1, 2003, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 3 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto; and

A Memorandum evidencing such Rider No. 3 (and such Lease Agreement) was filed at the Surface Transportation Board pursuant to Section 11301 of Title 49 of the *United States Code* on May 17, 2004 at 3:01 p.m. with primary Recordation Number 24957.

NOW THEREFORE, the Lessor and Lessee, for good and valuable consideration, agree that:

- a) Exhibit A to such Memorandum is amended as follows:
  - 1) Two additional cars are added to Exhibit A;
  - b) Except as amended hereby, the terms and conditions of such Memorandum of Lease remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have each caused this Amendment to Memorandum of Lease 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

By: Theresa Catapano  
 Name: HERESA CATAPANO  
 Title: MGR. OF DOCUMENTATION

Executed on this 22<sup>ND</sup> day of APRIL, 2005

[CORPORATE SEAL]

STATE OF ILLINOIS  
COUNTY OF COOK

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

WITNESS my hand and official stamp or seal, this 22 day of April, 2005

Georgia Freiburger  
Notary Public

My Commission Expires:  
5-2008  
(Notary Public)



**LESSEE:**

MONTREAL, MAINE & ATLANTIC RAILWAY, LTD.

ATTEST:

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

By: Robert C. Grindred  
Name: Robert C. Grindred  
Title: PRESIDENT

Executed on this 22 day of April, 2005.

[CORPORATE SEAL]

STATE OF Maine  
COUNTY OF Penobscot

I, Norma J. Griffiths, a Notary Public of the State and County aforesaid, certify that Robert C. Grindred personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum.

WITNESS my hand and official stamp or seal, this 22<sup>nd</sup> day of April, 2005  
Norma J. Griffiths  
Notary Public

My Commission Expires:

\_\_\_\_\_  
(Notary Public)

Norma J. Griffiths  
Notary Public • Maine  
My commission expires May 13, 2007

**Exhibit A**

to

**Memorandum of Lease**

NUMBER OF CARS:           Ninety-eight (98)

DESCRIPTION OF CARS:    Boxcars, 50'6" with 9'6" doors, 6269 cu.ft.,Plate F, 286,000 lb. capacity

**CAR NUMBERS:**

NOKL 570100	NOKL 570135	NOKL 570168
NOKL 570101	NOKL 570136	NOKL 570169
NOKL 570102	NOKL 570137	NOKL 570170
NOKL 570103	NOKL 570138	NOKL 570171
NOKL 570104	NOKL 570139	NOKL 570172
NOKL 570105	NOKL 570140	NOKL 570173
NOKL 570106	NOKL 570141	NOKL 570174
NOKL 570107	NOKL 570142	NOKL 570175
NOKL 570108	NOKL 570143	NOKL 570176
NOKL 570109	NOKL 570144	NOKL 570177
NOKL 570110	NOKL 570145	NOKL 570178
NOKL 570111	NOKL 570146	NOKL 570179
NOKL 570112	NOKL 570147	NOKL 570180
NOKL 570113	NOKL 570148	NOKL 570181
NOKL 570114	NOKL 570149	NOKL 570182
NOKL 570115	NOKL 570150	NOKL 570183
NOKL 570116	NOKL 570151	NOKL 570184
NOKL 570117	NOKL 570152	NOKL 570185
NOKL 570119	NOKL 570153	NOKL 570186
NOKL 570120	NOKL 570154	NOKL 570187
NOKL 570121	NOKL 570155	NOKL 570188
NOKL 570122	NOKL 570156	NOKL 570189
NOKL 570124	NOKL 570157	NOKL 570190
NOKL 570125	NOKL 570158	NOKL 570191
NOKL 570126	NOKL 570159	NOKL 570192
NOKL 570127	NOKL 570160	NOKL 570193
NOKL 570128	NOKL 570161	NOKL 570194
NOKL 570129	NOKL 570162	NOKL 570195
NOKL 570130	NOKL 570163	NOKL 570196
NOKL 570131	NOKL 570164	NOKL 570197
NOKL 570132	NOKL 570165	NOKL 570198
NOKL 570133	NOKL 570166	NOKL 570199
NOKL 570134	NOKL 570167	