

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. 24957-14 FILED

JUN 17 '05 11-27 AM

SURFACE TRANSPORTATION BOARD



VIA UPS 2nd 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 25, 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

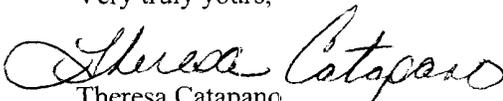
A description of the railroad equipment covered by the enclosed document is forty-eight (48) 73' centerbeam flatcars. (see Exhibit A for car numbers).

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

AMENDMENT TO MEMORANDUM OF LEASE

THIS AMENDMENT TO MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 25 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. 6 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto; and

A Memorandum evidencing such Rider No. 6 (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 3:17 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) Forty-five additional cars marked CBRY and NOKL 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:

RECORDATION NO. 24957-H FILED

FIRST UNION RAIL CORPORATION

JUN 17 '05 11-27 AM

SURFACE TRANSPORTATION BOARD

ATTEST:

By: [Signature] Name: RICHARDE SEYMOUR Title: Vice President Sales & Marketing

By: [Signature] Name: THERESA CATAFANO Title: MGR. OF DOCUMENTATION

Executed on this 25th 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 25th day of April, 2005

[Signature] Notary Public

My Commission Expires:

5-2008 (Notary Public)

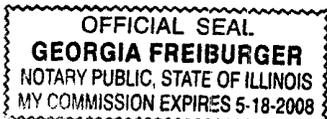


Exhibit A

to

Memorandum of Lease

NUMBER OF CARS: Forty-eight (48)

DESCRIPTION OF CARS: 73' Centerbeam Flatcars, 263,000 lb. capacity, built 1988

CAR NUMBERS:

CBRY	1800	CBRY	1828
CBRY	1801	CBRY	1829
CBRY	1802	CBRY	1831
CBRY	1803	CBRY	1832
CBRY	1804	CBRY	1833
CBRY	1805	CBRY	1834
CBRY	1806	CBRY	1836
CBRY	1807	CBRY	1837
CBRY	1808	CBRY	1838
CBRY	1809	CBRY	1839
CBRY	1810	CBRY	1840
CBRY	1811	CBRY	1841
CBRY	1813	CBRY	1842
CBRY	1814	CBRY	1843
CBRY	1815	CBRY	1844
CBRY	1816	CBRY	1845
CBRY	1818	CBRY	1846
CBRY	1819	CBRY	1847
CBRY	1820	CBRY	1849
CBRY	1821	NOKL	730401
CBRY	1822	NOKL	730402
CBRY	1823	NOKL	730403
CBRY	1824	NOKL	730850
CBRY	1825	Count:	48
CBRY	1827		