

LAW OFFICES OF  
**LOUIS E. GITOMER, LLC.**

LOUIS E. GITOMER  
Lou@lgraillaw.com

MELANIE B. YASBIN  
Melanie@lgraillaw.com  
410-296-2225

600 BALTIMORE AVENUE, SUITE 301  
TOWSON, MARYLAND 21204-4022  
(410) 296-2250 • (202) 466-6532  
FAX (410) 332-0885

January 23, 2015

Ms. Cynthia T. Brown  
Chief of the Section of Administration, Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D. C. 20423

Dear Ms. Brown:

I have enclosed for efilings the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of January 13, 2015. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

GATX Rail Locomotive Group, L.L.C.  
222 W. Adams Street  
Chicago, IL 60606

Lessee:

Maine Central Railroad Company  
1700 Iron Horse Park  
North Billerica, MA 01862

A description of the equipment covered by the Memorandum of Lease Agreement consists of two GP40-2 locomotives numbered MEC 345 and 507.

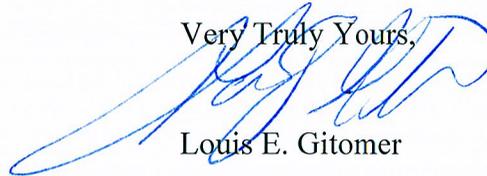
Ms. Cynthia T. Brown  
January 23, 2015  
Page 2

A fee of \$43.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer  
600 Baltimore Avenue, Suite 301  
Towson, MD 21204  
Lou@lgrailaw.com

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between GATX Rail Locomotive Group, L.L.C., 222 W. Adams Street, Chicago, IL 60606, and Maine Central Railroad Company, 1700 Iron Horse Park, North Billerica, MA 01862, covering two GP40-2 locomotives numbered MEC 345 and 507.

Very Truly Yours,



Louis E. Gitomer

Enclosure

**MEMORANDUM OF LEASE AGREEMENT**

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of January 13, 2015, between GATX RAIL LOCOMOTIVE GROUP, L.L.C. ("Lessor"), 222 W. Adams Street, Chicago, IL 60606, and MAINE CENTRAL RAILROAD COMPANY ("Lessee"), 1700 Iron Horse Park, North Billerica, MA 01862, with reference to the following:

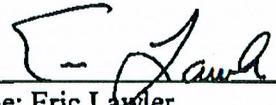
1. Pursuant to that certain Supplement No. 2 to Locomotive Master Lease Agreement dated September 1, 2014 (the "Lease Agreement"), between Lessor and Lessee (the "Lease Agreement"), Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, two GP40-2 locomotives with road number MEC 345 and 507 (the "Units").
2. In consideration for the rights granted to Lessee under the Lease Agreement, the sufficiency of which Lessee hereby acknowledges, Lessee hereby confirms and grants Lessor a first priority security interest in the Units.
3. This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

GATX RAIL LOCOMOTIVE GROUP, L.L.C.,  
as Lessor

By:   
Name: Eileen Raphael  
Title: Vice President, Business Operations

MAINE CENTRAL RAILROAD COMPANY  
as Lessee

By:   
Name: Eric Lawler  
Title: Senior Vice President / Chief Financial Officer

**CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT**

**CIVIL CODE § 1189**

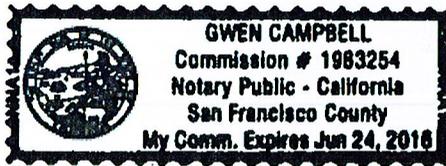
A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California )  
County of San Francisco )  
On January 22, 2015 before me, Gwen Campbell,  
Date Here Insert Name and Title of the Officer  
personally appeared Eileen Raphael  
Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.



Signature Gwen Campbell  
Signature of Notary Public

Place Notary Seal Above

**OPTIONAL**

Though this section is optional, completing this information can deter alteration of the document or fraudulent reattachment of this form to an unintended document.

**Description of Attached Document**

Title or Type of Document: Memorandum of Loss Document Date: Jan 13, 2015

Number of Pages: \_\_\_\_\_ Signer(s) Other Than Named Above: \_\_\_\_\_

**Capacity(ies) Claimed by Signer(s)**

Signer's Name: \_\_\_\_\_

Corporate Officer -- Title(s): \_\_\_\_\_

Partner --  Limited  General

Individual  Attorney in Fact

Trustee  Guardian or Conservator

Other: \_\_\_\_\_

Signer Is Representing: GATX Rail Locomotive Group, L.L.C.

Signer's Name: \_\_\_\_\_

Corporate Officer -- Title(s): \_\_\_\_\_

Partner --  Limited  General

Individual  Attorney in Fact

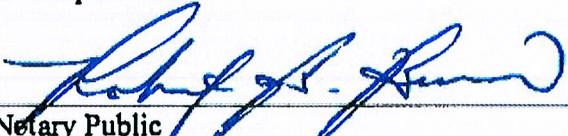
Trustee  Guardian or Conservator

Other: \_\_\_\_\_

Signer Is Representing: \_\_\_\_\_

COMMONWEALTH OF MASSACHUSETTS )  
 )  
County of MIANESEX ) ss.

On this 22 day of JANUARY, 2015, before me appeared Eric Lawler, the person who signed this instrument, who acknowledged that he is the Senior Vice President/Chief Financial Officer of Maine Central Railroad Company and that, being duly authorized, he signed such instrument as a free act on behalf of said corporation.

  
Notary Public

My Commission expires 9-2-16

