

ALVORD AND ALVORD PLLC

ATTORNEYS AT LAW

1050 SEVENTEENTH STREET, N.W.

SUITE 301

WASHINGTON, D.C.

20036

PHONE: (202) 393-2266

FAX: 1-855-600-2836

E-MAIL: alvord@alvordlaw.com

WEBSITE: www.alvordlaw.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

May 29, 2015

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

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of April 27, 2015, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document 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 railroad equipment covered by the enclosed document is:

5 SD40-2 locomotives: GMTX 3400 – GMTX 3404, inclusive

A short summary of the document to appear in the index is:

Memorandum of Lease Agreement.

Section Chief
May 29, 2015
Page 2

Also enclosed is a check in the amount of \$43.00 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,



Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF LEASE AGREEMENT

dated as of April 27, 2015

between

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

as Lessor,

and

MAINE CENTRAL RAILROAD COMPANY

as Lessee,

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of April 27, 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:

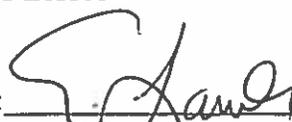
1. Pursuant to that certain Supplement No. 4 to Locomotive Master Lease Agreement dated April 27, 2015 (the "Lease Agreement"), between Lessor and Lessee, Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, five SD40-2 locomotives with road numbers GMTX 3400, 3401, 3402, 3403 and 3404 (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

STATE OF ILLINOIS)
) ss.
COUNTY OF COOK)

On this 11th day of May 2015, before me personally appeared Eileen Raphael, to me personally known, who being by me duly sworn, says that she is the Vice President, Business Operations of GATX RAIL LOCOMOTIVE GROUP, L.L.C., and that the foregoing instrument was signed on behalf of said company, and she acknowledged that the execution of the said instrument was her free act and deed of said company.

Patricia Lodge
Notary Public

My commission expires: 02-01-2019

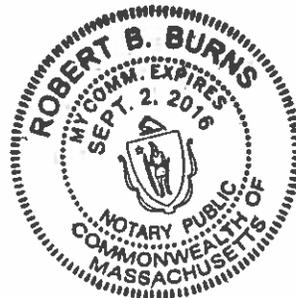


COMMONWEALTH OF MASSACHUSETTS)
) ss.
County of MASSACHUSETTS)

On this 21th day of MAY, 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.

Robert B. Burns
Notary Public

My Commission expires 9-2-2016



CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: May 29, 2015

Edward M. Luria

Edward M. Luria