

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
—
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

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

December 4, 2014

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 Mortgage Supplement No. 2, dated as of December 4, 2014, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum Of Mortgage And Security Agreement previously filed with the Board under Recordation Number 31490.

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

Secured Party: DVB Bank SE
609 Fifth Avenue
New York, NY 10017

Borrower: Florida East Coast Railway Leasing, LLC
7411 Fullerton Street, Suite 300
Jacksonville, Florida 32256

Chief, Section of Administration
December 4, 2014
Page 2

A description of the railroad equipment covered by the enclosed document is:

6 locomotives: FEC 800, FEC 801, FEC 802, FEC 807, FEC 811 and FEC 813.

Memorandum of Mortgage Supplement No. 2.

Also enclosed is a check in the amount of \$44.00 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,

A handwritten signature in black ink that reads "Edward M. Luria". The signature is written in a cursive style with a horizontal line under the name.

Edward M. Luria

EML/bhs
Enclosures

MEMORANDUM OF MORTGAGE SUPPLEMENT NO. 2

MEMORANDUM OF MORTGAGE SUPPLEMENT NO. 2, dated as of December 4, 2014, by and between FLORIDA EAST COAST RAILWAY LEASING, LLC, as Borrower and DVB BANK SE, as Lender, Administrative Agent and Collateral Agent (the "Secured Party"). Capitalized terms used herein which are not defined herein shall have their respective meaning ascribed thereto as set forth in the Mortgage Supplement No. 2 (defined below).

WHEREAS, Florida East Coast Railway Leasing, LLC, a Florida limited liability company ("FECRL"), (the "Borrower"), and DVB Bank, SE, as Collateral Agent, Borrower and Secured Party (collectively, the "Parties") have entered into that certain Mortgage Supplement No. 2, dated as of December 4, 2014 (the "Mortgage Supplement No. 2") pursuant to which Borrower granted Secured Party a security interest covering the Locomotives listed in Schedule A hereto and all additions and alterations thereof, replacements thereof and substitutions therefor (collectively, the "Locomotives");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid security interest in the Locomotives in favor of Secured Party and the respective interests therein of the Parties;

NOW, THEREFORE, to accomplish the foregoing, the Parties are filing this Memorandum of Mortgage Supplement No. 2 with the STB pursuant to 49 USC Section 11301(a).

[signature pages follow]

This Memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such memorandum.

FLORIDA EAST COAST RAILWAY
LEASING, LLC,
a Florida limited liability company, as Borrower

By: Robert Ledoux

Name: Robert Ledoux

Title: Secretary

STATE OF Florida)
) SS:
CITY OF Jacksonville)

On this 3rd day of December, 2014, before me personally appeared Robert Ledoux, to me personally known, who, by me being duly sworn, says that he is Secretary of Florida East Coast Railway Leasing, LLC, that the foregoing instrument was signed on behalf of said limited liability company, by authority of its board of directors, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said limited liability company.

Sandy L. Kelley
Notary Public

My commission expires:



DESCRIPTION OF EQUIPMENT

LOCOMOTIVES

Locomotives bearing the road numbers FEC 800, 801, 802, 807, 811, and 813.

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: December 4, 2014 *Edward M Luria*
Edward M. Luria