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December 2, 2014

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 November 1, 2014. 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 one MP 15 Mother locomotive numbered GMTX 5000 and one four-axle Slug locomotive numbered GMTX 5001.

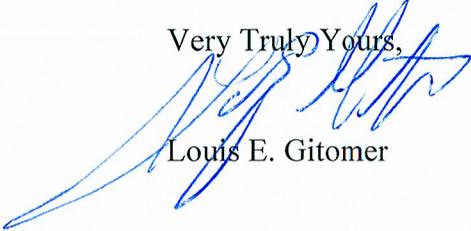
Ms. Cynthia T. Brown
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A fee of \$43.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
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Towson, MD 21204
Lou@lgraillaw.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 one MP 15 Mother locomotive numbered GMTX 5000 and one four-axle Slug locomotive numbered GMTX 5001.

Very Truly Yours,


Louis E. Gitomer

Enclosure

MEMORANDUM OF LEASE AGREEMENT

dated as of November 1, 2014

between

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

as Lessor,

and

MAINE CENTRAL RAILROAD COMPANY

as Lessee,

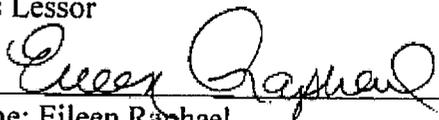
MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of November 1, 2014, 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. 3 to Locomotive Master Lease Agreement dated November 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, one MP15 Mother locomotive with road number GMTX 5000 and one four-axle flat-deck Slug locomotive with road number GMTX 5001 (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

ACKNOWLEDGMENT

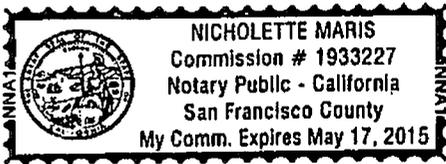
A Notary Public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

STATE OF CALIFORNIA)
)
COUNTY OF SAN FRANCISCO)

On November 21, 2014 before me, Nicholette Maris, Notary Public, personally appeared Eileen Raphael, 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 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.

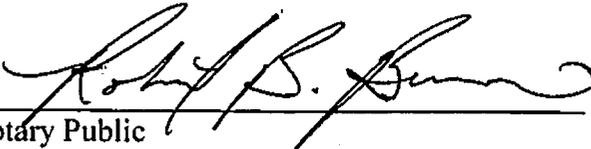


Nicholette Maris

Notary Public
My Commission expires: May 17, 2015

COMMONWEALTH OF MASSACHUSETTS)
County of MIDDLESEX) ss.
)

On this 11th day of November 2014, 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

