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November 26 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 e-filing 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 December 28, 2012. 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 five GP40-2 locomotives numbered MEC 506, 508, 515, 518, and 519.

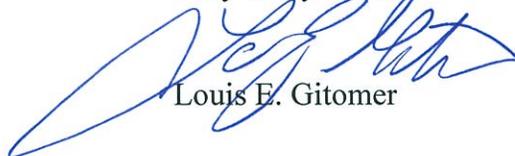
Ms. Cynthia T. Brown  
November 26, 2014  
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A fee of \$43.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer  
600 Baltimore Avenue, Suite 301  
Towson, MD 21204  
Lou@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 five GP40-2 locomotives numbered MEC 506, 508, 515, 518, and 519.

Very Truly Yours,



Louis E. Gitomer

Enclosure

**MEMORANDUM OF LEASE AGREEMENT**

dated as of December 28, 2012

between

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

as Lessor,

and

MAINE CENTRAL RAILROAD COMPANY

as Lessee,

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## MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of December 28, 2012, 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 Locomotive Lease and Overhaul Agreement dated December 28, 2012 (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, five GP40-2 locomotives with road numbers MEC 506, 508, 515, 518 and 519 (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

STATE OF CALIFORNIA )  
 )  
COUNTY OF SAN FRANCISCO )

On October 23, 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.

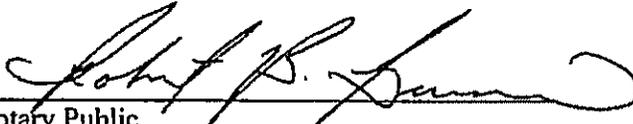
Witness my hand and official seal.

Nicholette Maris  
Notary Public  
My Commission expires: May 17, 2015



COMMONWEALTH OF MASSACHUSETTS )  
 ) ss.  
County of MIDDLESEX )

On this 21<sup>ST</sup> 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 9-2-16

