

## FIRST UNION RAIL

One O'Hare Centre  
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July 1, 2015

Chief Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W., Suite 100  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Termination**

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) please find one (1) originally executed Memorandum of Lease Termination dated June 30, 2015, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memorandum of Locomotive Lease Agreement evidencing such Equipment which was duly filed with the Surface Transportation Board on June 27, 2011 under primary recordation number 29813.

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

Lessor:	First Union Rail Corporation One O'Hare Centre 6250 N River Road, Suite 5000 Rosemont, IL 60018	Lessee:	Eastern Maine Railway Company 84 Harlow Street Bangor, ME 04401
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The enclosed document is for four (4) locomotives having HLCX marks, (see Exhibit A for unit numbers) which have been terminated in all respects and are no longer covered under the Lease.

A short summary of the document to appear in the index follows:      Memorandum of Lease Termination

Please accept this E-filing and invoice our account number 22860 in the amount of \$43.00 covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne  
Manager Contract Administration

Enclosures

(EMR003)

**MEMORANDUM OF LEASE TERMINATION**

**THIS MEMORANDUM OF LEASE TERMINATION** (the "Memorandum of Lease Termination") dated as of June 30, 2015, is made by First Union Rail Corporation (the "Lessor"), a North Carolina corporation, as successor through merger with Helm Financial Corporation, and pertains to that certain Locomotive Lease Agreement dated as of June 17, 2011 (the "Lease"), between Lessor and Eastern Maine Railway Company (the "Lessee"), a Maine corporation.

**WITNESSETH:**

**WHEREAS**, Lessor and Lessee entered into the Lease whereby Lessor has agreed to lease to Lessee certain locomotives (the "Equipment") as more particularly described on Exhibit A attached hereto; and,

**WHEREAS**, Lessor filed at the Surface Transportation Board on June 27, 2011 under primary Recordation Number 29813 a Memorandum of Locomotive Lease Agreement ("Memorandum of Lease"); and

**WHEREAS**, the Lease shall expire effective July 1, 2015 at 12:00 AM (the "Termination Date") and the Equipment shall no longer be subject to the Lease.

**NOW, THEREFORE**, for good and valuable consideration, the sufficiency and receipt which is hereby acknowledged, Lessor wishes to clarify the public record and state as follows:

1. This Memorandum of Lease Termination serves as Lessor's notice that the Equipment listed on the attached Exhibit A, as evidenced by the Memorandum of Lease filed with the Surface Transportation Board, shall terminate in all respects as of the Termination Date.
2. All of the interests of the Lessee, its successors and assigns, in the Equipment listed on the attached Exhibit A arising pursuant to the Lease shall terminate as of the Termination Date.
3. Lessor wishes to record this Memorandum of Lease Termination so as to release the lien with respect to the Equipment.

[The remainder of this page is intentionally left blank.]

IN WITNESS WHEREOF, Lessor has caused this Memorandum of Lease Termination to be duly executed by its respective officer duly authorized as of the date and year first above written, that he holds the title indicated below and that the execution of this Memorandum of Lease Termination was the free act and deed of its corporation.

**LESSOR:**

FIRST UNION RAIL CORPORATION

Name: Rick Grossman

Title: Chief Mechanical Officer

Signature: *Rick Grossman*

[EMR003]

STATE OF ILLINOIS )  
                                  ) ss:  
COUNTY OF COOK )

The foregoing Memorandum of Lease Termination was acknowledged before me, the undersigned Notary Public, in the County of Cook this 30<sup>th</sup> day of June, 2015 by Rick Grossman as Chief Mechanical Officer of FIRST UNION RAIL CORPORATION.

*Kathleen A. Dombrowski*  
Notary Public

My commission expires: 8/27/2017

[Notarial Seal]



**EXHIBIT A**  
**TO**  
**MEMORANDUM OF LEASE TERMINATION**

**Recordation No. 29813 filed on June 27, 2011 at 11:20 AM**

NUMBER OF LOCOMOTIVES: Four (4)

DESCRIPTION: GP38-3 Locomotives

MARK & NUMBERS:

HLCX 906

HLCX 911

HLCX 913

HLCX 917