



# MAINE CENTRAL RAILROAD COMPANY

242 ST. JOHN STREET PORTLAND, MAINE 04102  
TELEPHONE (207) 773-4711 TELEX 94-4422

SCOTT W. SCULLY  
GENERAL COUNSEL

June 7, 1982

RECORDATION NO. 8482-8  
JUN 9 - 1983 11:40 AM  
INTERSTATE COMMERCE COMMISSION

No. 3-160A097  
Date JUN - 9 1983  
Fee \$ 10.00  
ICC Washington, D. C.

Hon. Agatha L. Mergenovich  
Secretary  
Interstate Commerce Commission  
12th Street & Constitution Ave., NW  
Washington, DC 20423

Dear Ms. Mergenovich:

Enclosed herewith for your recordation with the Interstate Commerce Commission, under §11303 of the Revised Interstate Commerce Act, are the original document and two counterparts thereof, being an Agreement which amends an Equipment Trust Agreement further described as follows:

The names and addresses of the parties to the transaction are as follows:

Lessee: Maine Central Railroad Company  
242 St. John Street  
Portland, Maine 04102

Lessor: Canal National Bank  
One Canal Plaza  
Portland, Maine 04111

Guarantor: Maine Central Railroad Company  
242 St. John Street  
Portland, Maine 04102

RECEIVED  
JUN 9 11 35 AM '83  
I.C.C.  
FEE OPERATION BR.

This Agreement amends the Equipment Trust Agreement dated as of July 15, 1977, between the same parties, which was recorded September 8, 1977, and given ICC

Hon. Agatha L. Mergenovich  
June 7, 1982  
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Recordation Number 8982, by cancelling and rescinding an Amendatory Agreement dated as of August 1, 1981, between the same parties, which was recorded on December 18, 1981, and given ICC Recordation Number 8982-A.

The equipment covered by the Equipment Trust Agreement consists of 490 boxcars having an AAR mechanical designation of XM and bearing the initials MEC and road numbers as follows:

<u>Description</u>	<u>Quantity</u>	<u>Company Road Numbers</u>
50' 55-ton boxcars	50	9850 - 9899
50' 55-ton boxcars	50	9800 - 9849
40' 55-ton boxcars	33	6350 - 6384 (b)
40' 55-ton boxcars	50	6385 - 6434
40' 55-ton boxcars	48	6300 - 6349 (c)
40' 55-ton boxcars	5	8250 - 8254
50' 75-ton boxcars	5	28000 - 28004
50' 55-ton boxcars	192	9350 - 9549 (d)
40' 55-ton boxcars	57	8300 - 8356

Also covered by the Equipment Trust Agreement are 23 gondola cars having an AAR designation of GB and bearing the initials MEC and road numbers as follows:

<u>Description</u>	<u>Quantity</u>	<u>Company Road Numbers</u>
55' 77-ton gondolas	23	12100 - 12122

- 
- (b) Exclusive of 2 cars no longer in service bearing Company road numbers 6353 and 6383.
- (c) Exclusive of 2 cars no longer in service bearing Company road numbers 6316 and 6327.
- (d) Exclusive of 8 cars no longer in service bearing Company road numbers 9371, 9374, 9412, 9424, 9439, 9447, and 9511.

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The original document is to be returned to:

Scott W. Scully, Esq.  
General Counsel  
Maine Central Railroad Company  
242 St. John Street  
Portland, Maine 04102

I have enclosed a check in the amount of \$10.00  
for the required recordation fee.

Very truly yours,



Scott W. Scully  
General Counsel

SWS:ss

Enclosures

**Interstate Commerce Commission**  
**Washington, D.C. 20423**

**OFFICE OF THE SECRETARY**

Scott W. Scully, Esq.  
General Counsel  
Maine Central RR Co.  
242 St. John Street  
Portland, Maine 04102

June 9, 1983

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 6/9/83 at 11:40AM, and assigned re-  
recording number(s). 8982-B

Sincerely yours,

*Agatha L. Mergenovich*  
Agatha L. Mergenovich  
Secretary

Enclosure(s)

RECORDATION NO. 8982-B  
FIM 1425

JUN 9. 1983 . . . 10 AM

INTERSTATE COMMERCE COMMISSION

This Agreement dated as of April 15, 1983, by and between Maine Central Railroad Company, a corporation duly organized and existing under the laws of the State of Maine (hereinafter called the "Company"), and Canal National Bank, a national banking association and corporation organized and existing under the laws of the United States of America (hereinafter called the "Trustee"), as Trustee under an Equipment Trust Agreement dated as of July 15, 1977, covering the issuance of Maine Central Railroad Company 9-1/4% Equipment Trust Certificates due 1991 (said Agreement hereinafter called the "Equipment Trust Agreement").

WHEREAS, the Company and the Trustee did enter into an Amendatory Agreement dated as of August 1, 1981, which provided for amendment of the Equipment Trust Agreement dated as of July 15, 1977, by adding two additional paragraphs as Sections 6.7 and 6.8; and

WHEREAS, Section 8.4 of Article VIII of the Equipment Trust Agreement provides that any provision of the Equipment Trust Agreement may be amended or waived with the written consent of the holders of not less than 66-2/3% of the aggregate unpaid principal amount of the Trust Certificates then outstanding; and

WHEREAS, the Company desires to cancel and rescind the Amendatory Agreement dated as of August 1, 1981, and thereby delete and cancel paragraphs 6.7 and 6.8; and

WHEREAS, written consents of the holders of at least 66-2/3% of the aggregate principal amount of Trust Certificates outstanding have been filed with the Trustee,

NOW, THEREFORE, pursuant to and in execution of the powers, authorities and obligations conferred, reserved and imposed in the Equipment Trust Agreement, in consideration of the premises and of One Dollar (\$1.00) duly paid to the Company by the Trustee and of other good and valuable consideration, receipt whereof is hereby acknowledged, it is hereby mutually agreed by and between the Trustee and the Company that the Amendatory Agreement dated as of August 1, 1981, is cancelled and rescinded in its entirety and thereby paragraphs 6.7 and 6.8 are deleted from the Equipment Trust Agreement dated as of July 15, 1977.

This Agreement has been executed in several counterparts, each of which shall be deemed to be an original, and all such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed on this 6th day of June, 1983.

MAINE CENTRAL RAILROAD COMPANY



By: Daniel A. Fein  
Its President

Stanley W. Watson  
Its Treasurer

ATTEST:

Stanley W. Watson  
Its Clerk

CANAL NATIONAL BANK

By: Peter Babych  
Its Vice President & Trust Officer

ATTEST:

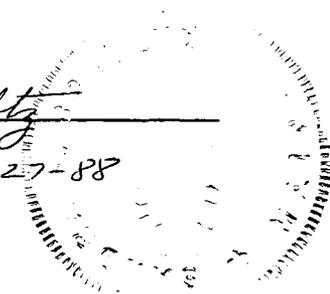
Mary Lou Benson  
Its CORPORATE TRUST OFFICER

STATE OF MAINE )  
COUNTY OF CUMBERLAND ) ss.

On June 6, 1983, before me personally appeared David A. Fink and Stanley W. Watson, to me personally known, who, being by me duly sworn, did say that they are the President and Treasurer, respectively, of Maine Central Railroad Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed by them on behalf of said corporation by authority of its Board of Directors; and the said David A. Fink and Stanley W. Watson acknowledged said instrument to be their free act and deed and the free act and deed of said corporation.

Before me,

Sandra H. Schultz  
Notary Public  
My Commission Expires: 11-27-88



STATE OF MAINE )  
COUNTY OF CUMBERLAND ) ss.

On June 6, 1983, before me personally appeared A. Peter BABYAK, JR. and Mary Lou Bessey, to me personally known, who, being by me duly sworn, did say that they are Vice President & Trust Officer and Corporate Trust Officer, respectively, of Canal National Bank, a national banking association, that the seal affixed to the foregoing instrument is the seal of said association, and that said instrument was signed and sealed by them on behalf of said association by authority of its Board of Directors; and the said A. Peter Babyak, Jr. and Mary Lou Bessey acknowledged said instrument to be their free act and deed and the free act and deed of Canal National Bank.

Before me,

Carol A. Brewer  
Notary Public  
My Commission Expires: