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RECORDATION NO. 23230-F FILED

DEC 29 '00 11-20 AM

SURFACE TRANSPORTATION BOARD

December 29, 2000

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

RECORD 23230-F

Dear Secretary Williams:

I have enclosed three originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is Collateral Schedule No. 5, a secondary document, dated as of December 29, 2000. The primary document to which this is connected is recorded under Recordation No. 23230. We request that one copy of this document be recorded under Recordation No. 23230-F.

The names and addresses of the parties to the Collateral Schedule No. 5 are:

Secured Party:

General Electric Capital Corporation
44-2 Old Ridgebury Road
Danbury, CT 06810

Debtor:

Maine Central Railroad Company
Iron Horse Park
North Billerica, MA 01862

A description of the equipment covered by Collateral Schedule No. 5 consists of 50 hopper cars numbered MEC 5096, 5115, 5117, 5122, 5125, 5127, 5136, 5147, 5148, 5151, 5153, 5154, 5158, 5161, 5163, 5167, 5174, 5179, 5182, 5183, 5184, 5185, 5187, 5189, 5191, 5194, 5197, 5198, 5205, 5206, 5208, 5211, 5212, 5215, 5216, 5217, 5219, 5223, 5229, 5231, 5232, 5235, 5239, 5243, 5244, 5246, 5248, 5249, 5250, and 5254.

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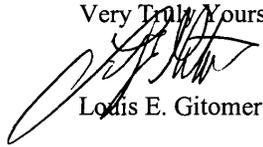
Honorable Vernon A. Williams
December 29, 2000
Page 2

A fee of \$26.00 is enclosed. Please return two originals to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: Collateral Schedule No. 5 between General Electric Capital Corporation, 44-2 Old Ridgebury Road, Danbury, CT 06810, and Maine Central Railroad Company, Iron Horse Park, North Billerica, MA 01862; covering 50 hopper cars numbered MEC 5096, 5115, 5117, 5122, 5125, 5127, 5136, 5147, 5148, 5151, 5153, 5154, 5158, 5161, 5163, 5167, 5174, 5179, 5182, 5183, 5184, 5185, 5187, 5189, 5191, 5194, 5197, 5198, 5205, 5206, 5208, 5211, 5212, 5215, 5216, 5217, 5219, 5223, 5229, 5231, 5232, 5235, 5239, 5243, 5244, 5246, 5248, 5249, 5250, and 5254.

Very Truly Yours,



Louis E. Gitomer

Enclosures

COLLATERAL SCHEDULE NO. 5

SUBRAILROAD REGISTRATION BOARD

THIS COLLATERAL SCHEDULE NO. 5 is annexed to and made a part of that certain Master Security Agreement dated as of **December 28, 1998** between **General Electric Capital Corporation** as Secured Party and **Maine Central Railroad Company** as Debtor and describes collateral in which Debtor has granted Secured Party a security interest in connection with the Indebtedness (as defined in the Security Agreement) including without limitation that certain Promissory Note dated December 29, 2000 in the original principal amount of **\$750,000.00**.

Quantity	Serial Number	Model/Type of Equipment
1	MEC5239	Hopper Railcar
1	MEC5198	Hopper Railcar
1	MEC5232	Hopper Railcar
1	MEC5217	Hopper Railcar
1	MEC5184	Hopper Railcar
1	MEC5127	Hopper Railcar
1	MEC5151	Hopper Railcar
1	MEC5191	Hopper Railcar
1	MEC5174	Hopper Railcar
1	MEC5154	Hopper Railcar
1	MEC5167	Hopper Railcar
1	MEC5246	Hopper Railcar
1	MEC5250	Hopper Railcar
1	MEC5215	Hopper Railcar
1	MEC5235	Hopper Railcar
1	MEC5158	Hopper Railcar
1	MEC5212	Hopper Railcar
1	MEC5216	Hopper Railcar
1	MEC5189	Hopper Railcar
1	MEC5231	Hopper Railcar
1	MEC5244	Hopper Railcar
1	MEC5163	Hopper Railcar
1	MEC5223	Hopper Railcar
1	MEC5183	Hopper Railcar
1	MEC5182	Hopper Railcar
1	MEC5185	Hopper Railcar
1	MEC5125	Hopper Railcar
1	MEC5117	Hopper Railcar
1	MEC5153	Hopper Railcar
1	MEC5254	Hopper Railcar
1	MEC5219	Hopper Railcar
1	MEC5148	Hopper Railcar
1	MEC5197	Hopper Railcar
1	MEC5122	Hopper Railcar
1	MEC5229	Hopper Railcar
1	MEC5243	Hopper Railcar
1	MEC5249	Hopper Railcar
1	MEC5194	Hopper Railcar
1	MEC5136	Hopper Railcar

1	MEC5147	Hopper Railcar
1	MEC5115	Hopper Railcar
1	MEC5211	Hopper Railcar
1	MEC5096	Hopper Railcar
1	MEC5248	Hopper Railcar
1	MEC5187	Hopper Railcar
1	MEC5161	Hopper Railcar
1	MEC5179	Hopper Railcar
1	MEC5206	Hopper Railcar
1	MEC5208	Hopper Railcar
1	MEC5205	Hopper Railcar

Equipment is located at: Iron Horse Park, North Billerica, MA 01862

This **COLLATERAL SCHEDULE NO. 5** may be executed in any number of counterparts and by the different parties hereto on separate counterparts and each such counterpart shall be deemed to be an original, but all such counterparts shall together constitute but one and the same **COLLATERAL SCHEDULE NO. 5**.

SECURED PARTY:

General Electric Capital Corporation

By: _____

**PATRICK J. COONEY
SENIOR RISK ANALYST**

Title: _____

Date: _____

DEBTOR:

Maine Central Railroad Company

By: _____

Title: _____

Date: _____

1	MEC5147	Hopper Railcar
1	MEC5115	Hopper Railcar
1	MEC5211	Hopper Railcar
1	MEC5096	Hopper Railcar
1	MEC5248	Hopper Railcar
1	MEC5187	Hopper Railcar
1	MEC5161	Hopper Railcar
1	MEC5179	Hopper Railcar
1	MEC5206	Hopper Railcar
1	MEC5208	Hopper Railcar
1	MEC5205	Hopper Railcar

Equipment is located at: Iron Horse Park, North Billerica, MA 01862

This **COLLATERAL SCHEDULE NO. 5** may be executed in any number of counterparts and by the different parties hereto on separate counterparts and each such counterpart shall be deemed to be an original, but all such counterparts shall together constitute but one and the same **COLLATERAL SCHEDULE NO. 5**.

SECURED PARTY:

General Electric Capital Corporation

By: _____

Title: _____

Date: _____

DEBTOR:

Maine Central Railroad Company

By: *Mark Hoffman*

Title: *SENIOR VICE PRESIDENT*

Date: *12/20/00*

State of Connecticut)
County of Fairfield) ss

On this 21st day of December, 2000, before me personally appeared Patrick J. Cooney, to me personally known, who, by me being duly sworn, says that he is the Senior Risk Analyst of General Electric Capital Company, that the foregoing instrument was signed on behalf of such corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

[Seal]


Notary Public

my commission expires: JAMES T. WROBEL
NOTARY PUBLIC
MY COMMISSION EXPIRES MARCH 31, 2004

State of Massachusetts)
) ss.
County of Middlesex)

On this 20th day of December, 2000, before me personally appeared Michael A. Holmes, to me personally known, who, being duly sworn, says that he is the Senior Vice President - Finance of Maine Central Railroad Company, that the foregoing instrument was signed on behalf of such corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

[sea!]


Notary Public

My Commission Expires: July 6, 2001