

RECORDATION NO 24957-0 FILED

JAN 22 '08

4-06 PM

SURFACE TRANSPORTATION BOARD

JAN 22 2008  
RECEIVED

# FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Tel. 847.318.7575  
Fax. 847.318.7588

VIA UPS 2<sup>nd</sup> DAY AIR

January 17, 2008

Mr. Vernon E. Williams  
Surface Transportation Board  
395 E Street, S.W., Suite 100  
Washington, DC 20024  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated December 19, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board on this date as Recordation Number 24957.

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

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Montreal Maine and Atlantic Railway, Ltd.  
Northern Maine Junction Park,  
15 Iron Road  
Herman, ME 04401

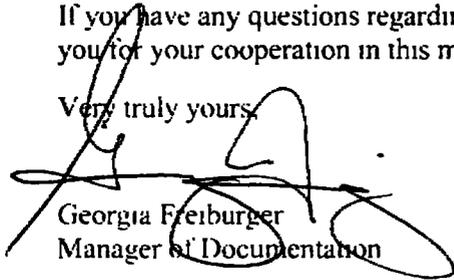
A description of the railroad equipment covered by the enclosed document is eighty-eight (88) 5277 cu. ft. Plate C boxcars, with NOKL marks (see Exhibit A for car numbers).

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

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,

  
Georgia Freiburger  
Manager of Documentation

Enclosures

(MMAR014)

ASSGN. NO.: MMAR014

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**MEMORANDUM OF LEASE**

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 19th day of DECEMBER, 2007, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and MONTREAL, MAINE & ATLANTIC RAILWAY, LTD., a Delaware corporation ("Lessee").

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of April 1, 2003, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 14 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of December 26, 2006, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

By: Richard F. Seymour

Name: RICHARD SEYMOUR  
VICE PRESIDENT SALES & MARKETING

Title: \_\_\_\_\_

ATTEST:

By: Susan Grokulska

Name: SUSAN GROKULSKY  
ASST. DIRECTOR OF

Title: DOCUMENTATION

Executed on this 27th day of December, 2007.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, JANICE L. ENOLVA, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

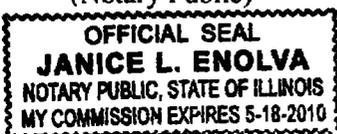
WITNESS my hand and official stamp or seal, this 27th day of DECEMBER, 2007.

Janice L. Enolva  
Notary Public

My Commission Expires:

5-18-2010

(Notary Public)



LESSEE:

MONTREAL, MAINE & ATLANTIC RAILWAY, LTD.,

ATTEST:

By: *Robert C. Gaudinot*

Name: Robert C. Gaudinot

Title: PRESIDENT & CEO

By: *Cathy Caveney*

Name: CATHY CAENEY

Title: Exec. Asst. Human Resources

Executed on this 19<sup>TH</sup> day of DECEMBER, 2007.

[CORPORATE SEAL]

STATE OF Maine

COUNTY OF Penobscot

I, GAYNOR L. RYAN, a Notary Public of the County and State aforesaid, certify that Robert C. Gaudinot personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 19<sup>th</sup> day of DECEMBER, 2007.

*Gaynor L Ryan*  
Notary Public

Commission Expires:

GAYNOR L RYAN  
(Notary Public, Maine)  
My Commission Expires May 4, 2008

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

I. NUMBER OF CARS: Eighty-eight (88)

II. DESCRIPTION OF CARS: Boxcars, 70-ton, cushioned, 50' 6" with 9' sliding doors, 5277 cu. ft., Plate "C", loading to 220,000 lb. capacity (AAR car type A402)

III. CAR NUMBERS:

NOKL 088150	NOKL 525119	NOKL 525157
NOKL 088159	NOKL 525122	NOKL 525161
NOKL 088162	NOKL 525123	NOKL 525162
NOKL 088181	NOKL 525124	NOKL 525163
NOKL 088182	NOKL 525127	NOKL 525165
NOKL 088187	NOKL 525128	NOKL 525166
NOKL 088191	NOKL 525129	NOKL 525167
NOKL 088193	NOKL 525130	NOKL 525168
NOKL 088195	NOKL 525131	NOKL 525171
NOKL 088199	NOKL 525132	NOKL 525174
NOKL 088200	NOKL 525134	NOKL 525175
NOKL 088202	NOKL 525135	NOKL 525178
NOKL 088203	NOKL 525136	NOKL 525179
NOKL 088208	NOKL 525137	NOKL 525181
NOKL 088210	NOKL 525138	NOKL 525182
NOKL 088214	NOKL 525139	NOKL 525183
NOKL 088217	NOKL 525142	NOKL 525186
NOKL 088219	NOKL 525143	NOKL 525188
NOKL 525100	NOKL 525144	NOKL 525189
NOKL 525103	NOKL 525145	NOKL 525190
NOKL 525105	NOKL 525146	NOKL 525191
NOKL 525106	NOKL 525148	NOKL 525192
NOKL 525107	NOKL 525149	NOKL 525193
NOKL 525108	NOKL 525150	NOKL 525194
NOKL 525109	NOKL 525151	NOKL 525195
NOKL 525111	NOKL 525152	NOKL 525196
NOKL 525112	NOKL 525153	NOKL 525197
NOKL 525116	NOKL 525154	NOKL 525198
NOKL 525117	NOKL 525155	
NOKL 525118	NOKL 525156	