RECORDATION NO 30695
FILED April 11, 2013 03:45 PM
SURFACE TRANSPORTATION BOARD

LAW OFFICES OF
LOUIS E. GITOMER, LLC.

LOUIS E. GITOMER
Lou@lgraillaw.com

MELANIE B. YASBIN
Melanie@lgraillaw.com
410-296-2225

600 BALTIMORE AVENUE, SUITE 301
TOWSON, MARYLAND 21204-4022
(410) 296-2250 • (202) 466-6532
FAX (410) 332-0885

April 11, 2013

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 efiling 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 April 9, 2013. 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.
580 California Street, Suite 1100
San Francisco, CA 94104

Lessee:

Massachusetts Central Railroad Corporation
One Wilbraham Street
Palmer MA 01069-9650

A description of the equipment covered by the Memorandum of Lease Agreement consists of two GP38-2 locomotives numbered GMTX 2220 and 2228.

A fee of $42.00 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., 580 California Street, Suite 1100, San Francisco, CA 94104, and Massachusetts Central Railroad Corporation, One Wilbraham Street, Palmer MA 01069-9650, covering two GP38-2 locomotives numbered GMTX 2220 and 2228.

Very Truly Yours,

Louis E. Gitomer

Enclosure

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MEMORANDUM OF LEASE AGREEMENT

dated as of April 9, 2013

between

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

as Lessor,

MASSACHUSETTS CENTRAL RAILROAD CORPORATION

as Lessee,

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of April 9, 2013, between GATX RAIL LOCOMOTIVE GROUP, L.L.C. ("Lessor"), 580 California Street, Suite 1100, San Francisco, CA 94104, and MASSACHUSETTS CENTRAL RAILROAD CORPORATION ("Lessee"), 850 South Barre Road, South Barre, MA 01074, with reference to the following:

1. Pursuant to that certain Locomotive Lease Agreement dated April 9, 2013 between Lessor and Lessee (the "Lease Agreement"), Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, two GP38-2 locomotives with road numbers GMTX 2220 and 2228 (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: Eileen Raphael

Name: Eileen Raphael

Title: Vice President, Business Operations

MASSACHUSETTS CENTRAL RAILROAD CORPORATION,
as Lessee

By:

Name: John J. Pondelli, Jr.

Title: President and General Manager

STATE OF CALIFORNIA)
)
COUNTY OF SAN FRANCISCO)

On April 8, 2013, before me, Nicholette Maris, Notary Public, personally appeared Eileen Raphael, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person 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

NICHOLETTE MARIS
Commission # 1933227
Notary Public - California
San Francisco County
My Comm. Expires May 17, 2015

State of Massachusetts
County of Worcester

On April 10, 2013, before me, Amy L. Armfield, Notary Public, personally appeared John J. Pondelli, Jr, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

(official signature and seal of notary)

Amy Lynne Armfield
Notary Public
Commonwealth of Massachusetts
My Commission Expires
January 4, 2019