

RECORDATION NO. 26018-B FILED
April 17, 2012 12:05 PM
SURFACE TRANSPORTATION BOARD

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April 17, 2012

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Termination and Release of Security Interest, dated as of April 4, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Security Agreement previously filed with the Board under Recordation Number 26018.

The name and address of the party to the enclosed document are:

Secured Party: General Electric Capital Corporation
44 Old Danbury Road
Danbury, CT 06810

[Debtors: Maine Central Railroad Company
Boston and Maine Corporation
Iron Horse Park
North Billerica, MA 01862

Chief, Section of Administration
April 17, 2012
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A description of the railroad equipment covered by the enclosed document is:

39 covered hopper cars: BM 5200 – BM 5238; 8 locomotives: MEC 500 – MEC 502 and MEC 508 – MEC 512; and 21 hopper cars: MEC 2000 – MEC 2020


A short summary of the document to appear in the index is:

Termination and Release of Security Interest.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,


Edward M. Luria

EML/sem
Enclosures



GE
Capital

Corporate Finance

10 Riverview Drive
Danbury, CT 06810

T (203) 749-6000

TERMINATION AND RELEASE OF SECURITY INTEREST
(Surface Transportation Board)

The undersigned, GENERAL ELECTRIC CAPITAL CORPORATION, in its capacity as Secured Party (the "Secured Party"), in consideration of satisfaction by BOSTON AND MAINE CORPORATION and MAINE CENTRAL RAILROAD COMPANY (together, the "Debtor") of obligations secured by that certain Master Security Agreement and Chattel Mortgage dated as of December 12, 2005 between the Secured Party and the Debtor (the "Security Agreement"), insofar as the same encumbers that certain railroad equipment and other collateral identified below ("Collateral"):

DESCRIPTION OF COLLATERAL

| <u>Quantity</u> | <u>Manufacturer</u> | <u>Serial Numbers</u> | <u>Year</u> | <u>Model/Type of Equipment</u> |
|-----------------|----------------------|-------------------------------------|-----------------------|---|
| 39 | Portec Rail Products | BM 5200 through and including 5238 | 1980 | 3,000 cubic feet, 100 ton covered hopper cars |
| 3 | General Motors | MEC 500 through and including 502 | 1974 | EMD GP40-2 locomotives, four axle, 3,000 horsepower |
| 5 | General Motors | MEC 508 through and including 512 | 1977 | EMD GP40-2 locomotives, four axle, 3,000 horsepower |
| 21 | Portec Rail Products | MEC 2000 through and including 2020 | 1966, rebuilt in 1987 | 3,400 cubic feet, 100 ton open hopper cars |

Such security interest was granted pursuant to the Security Agreement, a copy of which was filed with the Surface Transportation Board on December 12, 2005 at 02:55:00 PM under Recordation Number 26018.

Notwithstanding anything to the contrary contained herein, this Termination shall not impair or terminate any of the rights and obligations of the parties under the Security Agreement expressed to survive pursuant to the terms of the Security Agreement.

This Termination shall be governed by the internal laws of the State of New York. The undersigned parties have signed below to indicate their consent to be bound by this Termination.

Dated this 4th day of April, 2012.

General Electric Capital Corporation

By: 

Name: Mark Michener


Title: Portfolio Manager and Authorized Signatory

ACKNOWLEDGMENT

STATE OF CONNECTICUT COUNTY OF FAIRFIELD

On the 4th day of April, 2012, before me a notary public in and for the State of Connecticut, personally appeared Mark Michener, known to me who, being by me duly sworn, did depose and say that he is a Portfolio Manager and Authorized Signatory of General Electric Capital Corporation, who executed the foregoing instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official stamp the day and year in this certificate first above written.


Josephine Chang
Notary Public, State of Connecticut
Registration No. 137635
Recorded in the Notary Public Records
of Town of Danbury
Commission Expires March 31, 2014

JOSEPHINE CHANG
Notary Public
State of Connecticut
My Commission Expires 3/31/2014

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 4/17/12

Edward M. Luria
Edward M. Luria