

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE

In re:

MONTREAL MAINE & ATLANTIC
RAILWAY, LTD.

Debtor.

Bk. No. 13-10670
Chapter 11

**SUPPLEMENTAL NOTICE PURSUANT TO ASSUMPTION AND ASSIGNMENT
PROCEDURES OF REMOVAL OF CONTRACTS FROM
THE CONTRACT AND CURE SCHEDULE**

Pursuant to paragraph (d) of the Assumption and Assignment Procedures,¹ Robert J. Keach, Esquire, the chapter 11 Trustee of Montreal, Maine & Atlantic Railway, Ltd., the debtor in the above captioned proceeding (the “Debtor”), hereby provides notice that the executory contracts and unexpired leases identified in that certain letter dated January 22, 2014 from Sidley Austin LLP, as counsel for the purchaser of certain assets of the Debtor (and its Canadian affiliate) (the “Removal Letter”) (a copy of which is attached hereto as **Exhibit A**), have been removed from the Contract and Cure Schedule and Schedules 2.1(a)(v), 2.1(a)(vi), 2.1(b)(v) and 2.1(b)(vi) of the Asset Purchase Agreement.² The removal is subject to the reservation of rights set forth in the Removal Letter and the Asset Purchase Agreement.

¹ The Assumption and Assignment Procedures appear as Exhibit D to the Order (I) Approving Bid Procedures Relating to the Proposed Sale of the Debtor’s Assets, Including Break-Up Fee and Expense Reimbursement, (II) Approving Procedures Relating to the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, Including Form of Notices of Assumption and Assignment, (III) Scheduling a Hearing to Consider the Sale and Approving the Form and Manner of Notice Thereof, and (IV) Granting Related Relief [Docket No. 535] dated December 19, 2013.

² The Asset Purchase Agreement appears as Exhibit A to the Motion for Authority to Sell Substantially All of the Debtor’s Assets and to Assume and Assign Certain Executory Contracts and Unexpired Leases [Docket No. 490] dated December 12, 2013.

Dated: January 22, 2014

ROBERT J. KEACH,
CHAPTER 11 TRUSTEE OF MONTREAL
MAINE & ATLANTIC RAILWAY, LTD.

By his attorneys:

/s/ Sam Anderson

Michael A. Fagone, Esq.

Sam Anderson, Esq.

BERNSTEIN, SHUR, SAWYER & NELSON, P.A.

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January 22, 2014

Via E-Mail

Robert J. Keach, Esq., as Chapter 11 trustee for
the estate of Montreal Maine & Atlantic
Railway, Ltd.
Bernstein, Shur, Sawyer & Nelson, P.A.
100 Middle Street
Portland, ME 04104-5029
rkeach@bernsteinshur.com

Re: Notice of Removal of Agreements from APA Assignment Schedules

Bob:

Reference is made to that certain Asset Purchase Agreement, dated as of December 12, 2013, as amended by that certain Amendment to Asset Purchase Agreement dated as of January 16, 2014 (as amended, the "APA"), by and among Robert J. Keach, as Chapter 11 trustee for the estate of Montreal Maine & Atlantic Railway, Ltd. ("MMA"), Montreal Maine & Atlantic Canada Co. ("MMA Canada," and, together with MMA, the "Sellers") and Railroad Acquisition Holdings LLC (the "Purchaser"). Pursuant to Sections 2.1(a)(v), 2.1(a)(vi), 2.1(b)(v) and 2.1(b)(vi) of the APA, notice is hereby given that it is the present intention of the Purchaser to refrain from selecting, and to remove from Schedules 2.1(a)(v), 2.1(a)(vi), 2.1(b)(v) and 2.1(b)(vi) of the APA, the following executory contracts and unexpired leases (collectively, the "Removed Contracts and Leases"):

- (i) Commercial Agreement dated January 9, 2003 between MMA and Eastern Maine Railway Company and New Brunswick Southern Railway Company Limited;
- (ii) Interchange Agreement at Brownville Junction Yard dated January 9, 2003 between MMA and Eastern Maine Railway Company;
- (iii) Master Agreement dated as of December 23, 2002, as amended by that certain Amendment Agreement dated January 8, 2003 and unexecuted Extension Agreement dated January 1, 2013, between MMA, MMA Canada, Rail World Inc., Atlantic and

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January 22, 2014
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- North-West Railway Company, the Montreal and Atlantic Railway Company, Lake Champlain and St. Lawrence Junction Railway Company and Canadian Pacific Railway Company;
- (iv) Railcar Lease Agreement dated as of October 16, 2003 between MMA and Canadian Pacific Railway Company;
 - (v) Master Railcar Lease dated as of December 20, 2007 between MMA and the CIT Group/Equipment Financing, Inc.
 - (vi) Master Car Lease Agreement dated as of May 28, 2004 between MMA and Flex Leasing Corporation;
 - (vii) Master Net Locomotive Lease dated as of March 18, 2013 between MMA and the CIT Group/Equipment Financing, Inc.;
 - (viii) Rail World Locomotive Leasing, LLC Railroad Locomotive Lease Agreement dated as of February 10, 2004 (as amended) between MMA and Rail World Locomotive Leasing, LLC;
 - (ix) Rail World Locomotive Leasing, LLC Railroad Locomotive Lease Agreement dated as of July 1, 2012 between MMA and Rail World Locomotive Leasing, LLC;
 - (x) Agreement dated April 7, 2005, as amended by (i) that certain Addendum to an Agreement of the 7th Day of April 2005, dated on or about April 18, 2007 and (ii) that certain Transaction and Amendment to a Lease Agreement, dated as of October 25, 2008 between MMA, MMA Canada and L'Express des Cantons de-l'Est Inc. ("TETE"); and
 - (xi) Office Equipment Contract dated as of April 13, 2010 between MMA Canada and Roynat Financement.

Notwithstanding the foregoing, the Purchaser expressly reserves the right to add the Removed Contracts and Leases to Schedules 2.1(a)(v), 2.1(a)(vi), 2.1(b)(v) and/or 2.1(b)(vi) until five (5) days before the Closing in accordance with Section 5.5 of the APA, the Bid Procedures Orders and the Assumption, Assignment and Cure Protocol (each as defined in the APA). If the Purchaser elects to add any of the Removed Contracts and Leases to Schedules 2.1(a)(v), 2.1(a)(vi), 2.1(b)(v) and/or 2.1(b)(vi) pursuant to the APA, the Trustee shall deliver a Supplemental Notice to the relevant counterparties to any such contracts and/or leases, in accordance with the terms of the Assumption, Assignment and Cure Protocol. Attached hereto as Exhibit A are updated and red-lined copies of Schedules 2.1(a)(v), 2.1(a)(vi), 2.1(b)(v) and 2.1(b)(vi) to the APA, which reflect the deletion of the Removed Contracts and Leases.

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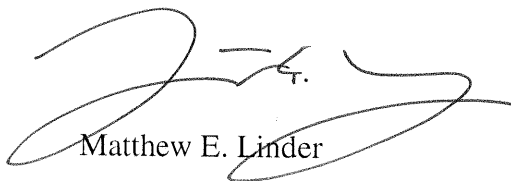
January 22, 2014

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The Purchaser expressly reserves all of its rights and remedies under the APA, the Bid Procedures Orders and applicable law, and this notice shall not be construed to constitute a waiver of any conditions, terms or provisions in, or any of the Purchaser's rights or remedies under, the APA, the Bid Procedures Orders or applicable law.

If you need any additional information or documentation, please let me know at your earliest convenience.

Regards,

A handwritten signature in black ink, appearing to read 'M. Linder', is written over the printed name.

Matthew E. Linder

Cc: Joseph McGonigle
Patrice Benoit
Andrew Adessky, Monitor
Sylvain Vauclair
Peter S. Kaufman
Thomas McCarthy

Exhibit A

Removed Contracts and Leases

Schedule 2.1(a)(v)

MMA Assigned Contracts¹

<u>Contract Description</u>	<u>Contract Counter Party</u>	<u>Notes</u>
Dispatching Agreement date June 15, 2011	Maine Northern Railway Company	Pertains to train dispatching services for the Madawaska subdivision.
Trackage Rights Agreement Millinocket – Brownville Jct., Maine dated June 1, 2011	Maine Northern Railway Company	Pertains to trackage rights between MMA’s Madawaska Subdivision north of Millinocket, Maine and the connection with the Eastern Maine Railway. Maine Northern Railway Company pays MMA approximately \$1,000.00 per month.
Implementing Agreement Between the Montreal, Maine & Atlantic Railroad Company and the Employees of Accounting, Customer Service, Dispatching, Engineering, & Mechanical Departments dated July 12, 2010	Employees of Accounting Customer Service, Dispatching Engineering & Mechanical Departments.	Pertaining to labor protection conditions (continues to be applicable to a single employee).
Track Lease dated July 8, 2004, effective July 1, 2003	Lindsey Bell	Pertains to lease of MMA’s railway siding for purposes of storing one railway car.
My-estub.com Hosting Terms &	PaperlessPay Corporation	Pertains to payroll hosting services.

¹ The Purchaser reserves the right to supplement and/or modify this Schedule 2.1(a)(v) pursuant to Section 5.5 of the Agreement. MMA Assigned Contracts constitute executory Contracts of MMA. Certain agreements that do not appear to be executory but may be assigned to Purchaser are identified on Schedule 3.8A of the Agreement. The “Note” section describing an agreement in general terms is not intended to alter the agreement at issue and is intended only to provide general information concerning the agreement.

<u>Contract Description</u>	<u>Contract Counter Party</u>	<u>Notes</u>
Conditions dated February 1, 2012		
Software license dated June 22, 2013	Sage Software Inc.	Pertains to software licenses.
Occupancy Control System Agreement dated April 26, 2007	Condor Signal & Communications Inc.	Pertains to software for dispatching services for MMA and MMA Canada. Maintenance component of the agreement active and paid monthly.

MMA Operating Agreements

<u>Contract Description</u>	<u>Contract Counter Party</u>	<u>Notes</u>
Interchange Agreement at Millinocket, Maine dated June 1, 2011	Maine Northern Railway Company	Pertains to the interchange of cars relating to the Trackage Rights Agreement dated June 1, 2011.
Connection Agreement dated January 29, 2013	Eastern Maine Railway Company (“ <u>EMR</u> ”) and Maine Northern Railway Company	Pertains to construction of a switch and lead track connecting MMA’s line and EMR’s line.
Dispatching Agreement dated June 15, 2011	Maine Northern Railway	Pertains to train dispatching services for certain lines leased and operated by Maine Northern Railway.
Commercial Agreement dated January 9, 2003	EMR and New Brunswick Southern Railway Company Limited (“<u>NBS</u>”)	Pertains to the interswitching of rail freight traffic between lines operated by MMA, EMR, and NBS.

<u>Contract Description</u>	<u>Contract Counter Party</u>	<u>Notes</u>
Interchange Agreement at Brownville Junction Yard dated January 9, 2003	EMR	Pertains to interchange of railcars where the railways of the lines of MMA and EMR meet.
Agreement dated April 7, 2005, as amended by (i) that certain Addendum to an Agreement of the 7th Day of April 2005, dated on or about April 18, 2007 and (ii) that certain Transaction and Amendment to a Lease Agreement, dated as of October 25, 2008.	L'Express des Cantons de l'Est Inc. ("TETE")	Pertains to TETE's operation of a tourist train on line owned by MMA and MMA Canada
Master Agreement dated December 23, 2002, as amended by that certain Amendment Agreement dated January 8, 2003 and unexecuted Extension Agreement dated January 1, 2013 (by written agreement of the parties, Master Agreement has been extended on a month to month basis)	Canada Pacific Railway Company, MMA, MMA Canada, Atlantic and North West Railway Company, Lake Champlain and St. Lawrence Junction Railway Company, The Montreal and Atlantic Railway Company	Pertains to the following agreements: Interchange Trackage Rights Agreement—Saint Jean Montreal Terminal dated January 8, 2003 between Canadian Pacific Railway Company and MMA Canada Blocking Agreement dated January 8, 2003 between MMA Canada and Canadian Pacific Railway Company Master Locomotive Exchange Agreement dated January 8, 2003 between Canadian Pacific Railway Company, MMA and MMA Canada FTX Interchange Agreement dated

<u>Contract Description</u>	<u>Contract Counter Party</u>	<u>Notes</u>
		<p>January 8, 2003 between MMA Canada and Canadian Pacific Railway Company</p> <p>MMAC Saint Jean Operating Agreement dated January 8, 2003 between Canadian Pacific Railway Company and MMA Canada</p> <p>Lease Agreement dated January 8, 2003 between Canadian Pacific Railway Company, Atlantic and North-West Railway Company and MMA Canada</p>
Access Agreement ²	Canadian Pacific Railway Company, Atlantic North-West Railway Company, Orford Express, Inc., MMA Canada	Pertains to use of MMA's railroad line by Orford Express, Inc. for recreational passenger rail operations.
Agreement dated September 8, 2005	Industrial Metal Recycling assigned to Smorgon Steel Recycling d.b.a. Industrial Metal Recycling	Pertains to use of MMA's railway siding for storage of railway cars.

MMA Post-Petition Agreements

<u>Contract Description</u>	<u>Contract Counter Party</u>	<u>Notes</u>
Agreement Regarding Post-Petition	First Union Rail	Pertains to the storage and movement

² This is a draft agreement.

<u>Contract Description</u>	<u>Contract Counter Party</u>	<u>Notes</u>
Movement and Storage of Railcars dated September 3, 2013		of certain railcars belonging to First Union Rail that are in storage on MMA's rail system.
Agreement	Rail Cantech, Inc., MMA Canada	Pertains to construction work relating to tie gangs on the Newport and Sherbrooke subdivisions.
Locomotive and Storage Lease Agreement	Railway Services, Inc.	Pertains to lease of a single locomotive by MMA from Railway Services, Inc.

Schedule 2.1(a)(vi)

Non-Residential Real Property Leases¹

<u>Lease Description</u>	<u>Lessor or Lessee/Counter Party</u>	<u>Notes</u>
Ground Lease dated May 14, 2013	Jackman Utility District	Pertains to leased land and easements relating to a transload operation located in Jackman, Maine. Base rent is \$6,000.00 annually (paid quarterly).
Commercial Lease dated August 1, 2004	Larry Springer	Pertains to a portion of a building in Herman, Maine generally located at 15 Iron Road. Base rent is \$104,000.00 annually (paid in monthly installments).
Release Deed (Easement) dated May 26, 1993	Town of Medford	Pertains to an easement granted by Town of Medford, Maine over a parcel of land in Medford, Maine to predecessor in interest Bangor and Aroostook Railroad Company for purposes of installation of underground communications transmission system.
Release Deed (Easement) dated May 25, 1993	Arlene Larson	Pertains to an easement granted by Arlene Larson over a parcel of land in

¹ The Purchaser reserves the right to supplement and/or modify this Schedule 2.1(a)(vi) pursuant to Section 5.5 of the Agreement. The “Note” section describing a lease agreement in general terms is not intended to alter the lease agreement at issue and is intended only to provide general information concerning the lease agreement. To the extent a crossing license or other agreement constitutes a lease, the crossing licenses and other agreements identified on Schedule 3.8A are incorporated herein. [MMA reserves the right to seek a determination that any agreements identified on this Schedule 2.1\(a\)\(vi\) constitute financing agreements as opposed to leases.](#)

<u>Lease Description</u>	<u>Lessor or Lessee/Counter Party</u>	<u>Notes</u>
		Medford, Maine to predecessor in interest Bangor and Aroostook Railroad Company for purposes of installation of underground communications transmission system.
Lease Agreement dated January 24, 2013	Judy L. Dionne	Pertains to leased land in Madawaska, Maine upon which one of MMA's communication towers is located. Rent is \$700.00 annually.
Lease Agreement dated April 1, 2003	Cole Land Company, Inc.	Pertains to leased land in Presque Isle, Maine used for one of MMA's communication towers. Base rent is \$175.00 per month.
Lease Renewal dated July 19, 2012	Thomas & Eva Young	Pertains to leased land in Williamsburg, Maine upon which one of MMA's communication towers is located. Rent is \$3,000.00 for the term of ten years.
Tower Agreement dated October 19, 2007	Atlantic Communications	Pertains to land leased by MMA to Atlantic Communications in Charleston, Maine related to Atlantic Communication's towers and lease payments are made to MMA by Atlantic Communications.
Easement Agreement dated April 30, 2003	AT&T Corp. (lessee)	Pertains to an easement granted by MMA to AT&T Corp. for the purposes

<u>Lease Description</u>	<u>Lessor or Lessee/Counter Party</u>	<u>Notes</u>
		of maintaining communications infrastructure. The annual easement fee paid by AT&T is \$162,567.09 paid annually.
Lease Agreement dated June 16, 1997 (also includes Private Crossing Agreement)	J.M. Huber Corporation	Pertains to lease of parcel of land to J.M. Huber Corp. by MMA. Includes rights to construct, repair and maintain facilities for the transmission of telephone communications, cable television, electricity and data. Base renewal rent of \$2,000.00 per year paid by J. M. Huber Corp.
Radio Transmission Agreement dated March 4, 1996 (with five amendments)	Portland Cellular Partnership d/b/a Verizon Wireless, successor in interest to RCC Atlantic, Inc.	Pertains to lease of a parcel of land and a transmission tower to Portland Cellular Partnership by MMA for communications equipment. Lease payments are made to MMA by Portland Cellular Partnership.

MMA Rolling Stock Leases

<u>Lessor</u>	<u>Contract/Schedule</u>	<u>Leased Items</u>	<u>Payments</u>
Canadian Pacific Railway Co.	Railcar Lease Agreement (Schedule A is active) dated October 16, 2003 (unsigned)	Lease of 90 (now 14) 90-ton 66-ft, Bulkhead Flat Cars (MMA 25000-25109 (non-inclusive))	\$400 per unit per month
The CIT Group/ Equipment Financing, Inc.	Master Railcar Lease dated December 20, 2007 (Schedules 4, 5, 6 and 7 are active (as amended))	<p><u>Schedule No. 4:</u> Lease of 62 50-foot Plate F 10-foot plug-door boxcars (same cars from Schedules 2 and 3) (TR 406255-406309 (no 406257) AND TR 406903-406962 (non-inclusive)). Termination date of August 31, 2015</p> <p><u>Schedule No. 5:</u> Lease for 49 73-foot centerbeams (MMA 35600-35649 (non-inclusive)). Termination date of January 30, 2013.</p> <p><u>Schedule No. 6:</u> 11 286 GRL 73-foot center beam flat cars (ATW 1674-1684). Termination date of December 31, 2013.</p> <p><u>Schedule No. 7:</u> 25 50-foot Plate C (MMA 20162-20349). Termination date of August 31, 2013.</p>	Lessor to receive Car Hire Revenue, provided there is no Car Hire Revenue when the railcars are on the tracks of lessee

<u>Lessor</u>	<u>Contract/Schedule</u>	<u>Leased Items</u>	<u>Payments</u>
Flex Leasing Corporation	Master Car Lease Agreement dated May 28, 2004 (Schedules 5, 6, 7 and 8 are active (as amended))	<p><u>Schedule No. 5:</u> 100 50-foot plate F boxcars (MMA 9018-9599 (non-inclusive)). Termination date of June 30, 2015.</p> <p><u>Schedule No. 6:</u> 24 50-foot plate F boxcars (MMA 9225-9249). Termination date of June 30, 2015.</p> <p><u>Schedule No. 7:</u> 25 73-foot centerbeam lumber flat cars w/risers (MMA 76050-76074). Termination date of December 31, 2013.</p> <p><u>Schedule No. 8:</u> 25 73-foot centerbeam lumber flat cars w/risers (MMA 74100-74124). Termination date of December 31, 2013.</p>	Lessor to receive Car Hire Revenue, provided there is no Car Hire Revenue when the railcars are on the tracks of lessee
The CIT Group/ Equipment Financing, Inc.	Master Net Locomotive Lease dated March 18, 2013 (schedules 1 and 2 are active)	<p><u>Schedule No. 1:</u> 5 SD 40 2 6 axle, 3000 HP Locomotives CITX 3053, 3057, 3091, 3097, 3166</p> <p><u>Schedule No. 2:</u> 5 SD 40 2 6 axle, 3000 HP Locomotives CITX 3082, CEFX 3163, CEFX 3172, CITX 3071, CITX 3101</p>	<p><u>Schedule No. 1:</u> lease payments equal \$125.00 per Unit per day through October 31, 2013. Effective November 1, 2013, lease payments abate while Units are in storage and out of operating service.</p> <p><u>Schedule No. 2:</u> lease</p>

<u>Lessor</u>	<u>Contract/Schedule</u>	<u>Leased Items</u>	<u>Payments</u>
			payments equal \$125.00 per Unit per day, provided lease payments abate while Units are in storage and out of operating service.
GATX Corporation	GATX Rail Car Service Contract dated December 1, 2008 (Rider No. 1 is active)	38 50-foot 70-ton cushioned boxcars GNWR 14001-14060 (non-inclusive)	Lessor to receive Offline Car Revenues.
Rail World Locomotive Leasing, LLC (“Rail World”)	Rail World Locomotive Leasing, LLC Railroad Locomotive Lease Agreement dated February 10, 2004 (as amended) (the “2004 Lease”) Rail World Locomotive Leasing, LLC Railroad Locomotive Lease Agreement dated July 1, 2012 (as amended) (the “2012 Lease”)	2004 Lease: Locomotives CDAC 450 and SLC 270. MMA 758 has been turned over to Rail World. 2012 Lease: Locomotives MMA 8202, MMA 8207 and MMA 8208²	2004 Lease: \$150 or \$100 per day for each day the equipment is used depending on the locomotive at issue 2012 Lease: Monthly payments of \$3,337.00 per locomotive
Enterprise Rent-A-Car Company of Boston, Inc. (“Enterprise”)	Master Equity Lease Agreement dated November 22, 2004	Nineteen (19) vehicles: 2005 Chevrolet 2500HD Crew Cab VIN 1GCHK33U55F917548; 2005 Chevrolet 2500HD Crew Cab VIN 1GCHK33U95F926463;	

² ~~MMA reserves the right to seek a determination that the 2012 Lease, and any other agreements identified on this schedule, constitute financing agreements, as opposed to leases.~~

<u>Lessor</u>	<u>Contract/Schedule</u>	<u>Leased Items</u>	<u>Payments</u>
		2005 Chevrolet 3500 Crew Cab VIN 1GCHK33U75F809061; 2005 Chevrolet Astro VIN 1GNE319X55B120527; 2005 Chevrolet Silverado VIN 1GCHK24U95E329733; 2005 Chevrolet Tahoe Sport Utility Vehicle VIN 1GNEK13V45R108418; 2005 Dodge Dakota VIN 1D7HW22K35S110487; 2005 GMC 2500 Extra Cab VIN 1GTHK29U25E102845; 2005 GMC Safari (Passenger Van) VIN 1GKEL19X35B508868; 2006 Chevrolet Extra Cab VIN 1GCHK29UX6E183241; 2006 Chevrolet Trailblazer VIN 1GNDDT13S462210343; 2007 Chevrolet 2500HD Crew Cab VIN 1GCHK23K97F548477; 2007 Chevrolet 2500HD Crew Cab VIN 1GCHK23U47F124173; 2007 Chevrolet 2500HR Extra Cab VIN 1GCHK23K27F546716; 2007 Chevrolet Extra Cab VIN 1GCEK19V27E161953; 2007 Chevrolet Extra Cab VIN 1GCHK29U27E185308; 2007 Chevrolet Tahoe VIN 1GNEK13057J124987;	

<u>Lessor</u>	<u>Contract/Schedule</u>	<u>Leased Items</u>	<u>Payments</u>
		2007 Chevrolet Tahoe VIN 1GNFK13017R195450; 2007 Subaru Forester VIN JF1SG63617H748183.	

Non-Rolling Stock Leases

<u>Contract Description</u>	<u>Contract Counter Party</u>	<u>Notes</u>
Master Agreement dated October 29, 2004	FCM Rail Ltd.	Pertains to the lease of equipment that relates to other equipment owned by MMA: Heat Boom and Grapple.
Single Sided Lease Agreement	Greater Bay Capital (Wells Fargo Financial Leasing)	Equipment lease pertaining to four photocopiers: two Konica Minolta Bizhub 362 and two Konica Minolta Bizhub 421.
Radio Transmission Agreement dated November 1, 2006	Penobscot Regional Communications Center (" <u>PRCC</u> ")	Pertains to agreement to allow PRCC to use tower space owned by MMA to install equipment. Amounts paid by PRCC to MMA.
Single Sided Lease Agreement	Wells Fargo Equipment Finance Manufacturer Services Group	Equipment Lease pertaining to one Ricoh Wide Format Copier 240W.
License Agreement dated October 7, 2007	Bangor Hydro-Electric Company	Pertains to license to use, construct, erect, maintain, repair, replace and remove facilities relating to distribution of electricity or

<u>Contract Description</u>	<u>Contract Counter Party</u>	<u>Notes</u>
		communications on MMA's land and rights of way. Base annual fee paid by Bangor-Hydro Electric Company is \$4,372.00.
Master Crossing Agreement Between Montreal, Maine & Atlantic Railway, Ltd. and Central Maine Power Company dated June 29, 2006	Central Maine Power Company (" <u>CMP</u> ")	Pertains to license to use, construct, maintain, repair, replace, relocate and remove CMP facilities over, across, along or under MMA's land. Amounts paid by CMP to MMA.
License Agreement dated January 16, 2007	Northland Telephone Company of Maine, Inc. d/b/a Fairpoint Communications	Pertains to license to use, construct, erect, maintain, repair, replace and remove facilities relating to distribution of electricity or communications on MMA's land and rights of way.

Schedule 2.1(b)(v)

MMA Canada Assigned Contracts¹

<u>Contract Description</u>	<u>Contract Counter Party</u>	<u>Notes</u>
Track Lease dated September 20, 2011	Ravago Canada	Pertains to use of MMA Canada's railway siding for storage of railway cars.
Agreement dated February 13, 2004	Performance Packaging Inc.	Pertains to use of MMA Canada's railway siding for storage of railway cars.
Agreement dated March 6, 2006	Kaytec Vynile Inc.	Pertains to use of MMA Canada's railway siding for storage of railway cars.
Agreement dated February 19, 2004 as amended by Amendment No. 1 to Track Lease Agreement Between Montreal, Maine & Atlantic Railway & Brigham Terminal	Brigham Terminal Inc.	Pertains to use of MMA Canada's railway siding for storage of railway cars.
Agreement dated October 16, 2009	First Union Rail	Pertains to use of MMA Canada's railway siding for storage of railway cars. Original term of this agreement may have expired.

¹ The Purchaser reserves the right to supplement and/or modify this Schedule 2.1(b)(v) pursuant to Section 5.5 of the Agreement. MMA Canada Assigned Contracts constitute executory Contracts of MMA Canada. Certain agreements that do not appear to be executory but may be assigned to Purchaser are identified on Schedule 3.8A. The "Note" section describing an agreement in general terms is not intended to alter the agreement at issue and is intended only to provide general information concerning the agreement.

<u>Contract Description</u>	<u>Contract Counter Party</u>	<u>Notes</u>
Decision No. 393-R-2013	Canadian Transport Authority	Order from Canadian Transport Authority extending the Certificate of Fitness to February 1, 2014
<p>Master Agreement dated December 23, 2002, as amended by that certain Amendment Agreement dated January 8, 2003 and unexecuted Extension Agreement dated January 1, 2013 (by written agreement of the parties, Master Agreement has been extended on a month to month basis)</p>	<p>Canada Pacific Railway Company, MMA, Atlantic and North West Railway Company, Lake Champlain and St. Lawrence Junction Railway Company, The Montreal and Atlantic Railway Company</p>	<p>Related agreements:</p> <p>Interchange Trackage Rights Agreement—Saint Jean Montreal Terminal dated January 8, 2003 between Canadian Pacific Railway Company and MMA Canada</p> <p>Blocking Agreement dated January 8, 2003 between MMA Canada and Canadian Pacific Railway Company</p> <p>Master Locomotive Exchange Agreement dated January 8, 2003 between Canadian Pacific Railway Company, MMA and MMA Canada</p> <p>TTX Interchange Agreement dated January 8, 2003 between MMA Canada and Canadian Pacific Railway Company</p> <p>MMAC Saint Jean Operating Agreement dated January 8, 2003 between Canadian Pacific Railway Company and MMA Canada</p>

<u>Contract Description</u>	<u>Contract Counter Party</u>	<u>Notes</u>
		Lease Agreement dated January 8, 2003 between Canadian Pacific Railway Company, Atlantic and North West Railway Company and MMA Canada
Access Agreement ²	Canadian Pacific Railway Company, Atlantic North-West Railway Company, Orford Express, Inc., MMA	Pertains to use of MMA's railroad line by Orford Express, Inc. for recreational passenger rail operations.
Office Equipment Contract dated April 13, 2010	Roynat Financement	Pertains to lease of photocopier, fax machine and miscellaneous related equipment.

MMA Canada Post-Petition Agreements

<u>Contract Description</u>	<u>Contract Counter Party</u>	<u>Notes</u>
Letter Agreement re: Resumption of Rail Transport by Montreal Maine & Atlantic Canada Co. within the City of Lac Mégantic dated December 13, 2013	Ville de Lac Mégantic	Pertains to resumption of rail service to Lac Mégantic (agreement is not binding on Purchaser).

² This is a draft agreement.

Schedule 2.1(b)(vi)

MMA Canada Leases¹

<u>Lease Description</u>	<u>Lessor or Lessee/Counter Party</u>	<u>Notes</u>
Lease Agreement dated January 8, 2003	Canadian Pacific Railway Company, Atlantic and North-West Railway Company and MMA Canada	<p>Subleased by MMA Canada to Les Investissements René St-Pierre Limitée dated May 25, 2010 (Sherbrooke Yard).</p> <p>MMA Canada has terminated this Sublease as of December 31, 2012. However, it would appear that Les Investissements René St-Pierre Limitée has sub-subleased the Leased Premises to a corporation named “Supermetal” and that, according to CP, Supermetal is still occupying the Leased Premises for parking and storage.</p>

¹ The Purchaser reserves the right to supplement and/or modify this Schedule 2.1(b)(vi) pursuant to Section 5.5 of the Agreement. The “Note” section describing a lease agreement in general terms is not intended to alter the lease agreement at issue and is intended only to provide general information concerning the lease agreement. To the extent a crossing license or other agreement constitutes a lease, the crossing licenses and other agreements identified on Schedule 3.8A are incorporated herein.