

**FIRST AMENDMENT TO AGREEMENT REGARDING THE DISCONTINUANCE OF  
FREIGHT RAIL SERVICE OVER CERTAIN RAILROAD LINES IN CUMBERLAND  
COUNTY, MAINE**

This First Amendment (this “**Amendment**”) to that certain Agreement Regarding the Discontinuance of Freight Rail Service Over Certain Railroad Lines in Cumberland County, Maine, dated as of June 10, 2013 (the “**Original Agreement**”), between **St. Lawrence & Atlantic Railroad Company** (“**SLR**”) and the State of Maine, acting by and through its Department of Transportation (“**MaineDOT**”) is made this 18<sup>th</sup> day of July, 2018.

*Recitals*

WHEREAS, SLR and MaineDOT entered into the Original Agreement in connection with the discontinuance of freight rail service over certain railroad lines operated by SLR in Cumberland County, Maine; and

WHEREAS, SLR and MaineDOT desire to amend the Original Agreement as set forth in this Amendment.

ACCORDINGLY, in consideration of the premises and mutual covenants and agreements contained in this Agreement, the parties agree as follows:

1. Section 6 of the Original Agreement is hereby amended and restated in its entirety as follows:


“Abandonment Authority. Unless SLR in the meantime resumes freight rail service over the Railroad Line (as set forth in Paragraph 5), SLR shall, no later than November 1, 2021 (i.e. within 6 years after the discontinuance of freight rail service over the Railroad Line), seek authority from the STB to abandon the Railroad Line. MaineDOT shall not object to the proposed abandonment.”

2. All other terms and conditions and provisions of the Original Agreement shall remain in full force and effect.


*[Signature Page Follows]*

IN WITNESS WHEREOF, this Amendment has been executed by the authorized representatives of SLR and MaineDOT as of the date first written above.

ST. LAWRENCE & ATLANTIC RAILROAD COMPANY

By:   
Name: Louis Gravel  
Title: President

THE STATE OF MAINE,  
acting by and through its Department of Transportation

By:   
Name: Brian Reeves  
Title: Director of Rail Transportation