

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

This Second Amendment (this “Second 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 (as amended, the “Discontinuance Agreement”), between St. Lawrence & Atlantic Railroad Company (“SLR”) and the State of Maine, acting by and through its Department of Transportation (“MaineDOT”), as previously amended by the First Amendment to the Discontinuance Agreement dated July 18, 2018, is made as of the 29<sup>th</sup> day of October, 2021.

*Recitals*

WHEREAS, SLR and MaineDOT entered into the Discontinuance 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 further amend the Discontinuance Agreement as set forth in this Second Amendment.

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

1. Paragraph 6 of the Discontinuance Agreement is hereby further amended and restated in its entirety as follows:

“Abandonment Authority.

a. Subject to Paragraph 6(b) below, 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, 2023, commence the steps that are a prerequisite to seeking authority from the STB to abandon the Railroad Line and shall, no later than February 1, 2024, file an abandonment notice of exemption (or other filing seeking authority to abandon the Railroad Line) with the STB. MaineDOT shall not object to the proposed abandonment.

b. Notwithstanding Paragraph 6(a) above, MaineDOT at any time may notify SLR in writing that SLR must proceed to seek authority from the STB to abandon the Railroad Line. Upon receipt of such notice from MaineDOT, SLR shall diligently commence the steps that are a prerequisite to seeking authority from the STB to abandon the Railroad Line and shall, no later than 90 days after the date of such notice, file an abandonment notice of exemption (or other filing seeking authority to abandon the Railroad Line) with the STB.”

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

IN WITNESS WHEREOF, SLR and MaineDOT have caused this Second Amendment to be executed by their authorized representatives as of the date first above written.

ST. LAWRENCE & ATLANTIC RAILROAD COMPANY

By: Rick McLellan

Name: Rick McLellan

Title: President

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

By: Nathan E. Moulton

Name: Nathan E. Moulton

Title: Director, Freight and Passenger Services