



Paul R. LePage
GOVERNOR

STATE OF MAINE
DEPARTMENT OF TRANSPORTATION
16 STATE HOUSE STATION
AUGUSTA, MAINE 04333-0016

David Bernhardt
COMMISSIONER

February 20, 2014

VIA ELECTRONIC FILING

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Cynthia T. Brown
Chief, Section of Administration - Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, DC 20024

ENTERED
Office of Proceedings
February 20, 2014
Part of
Public Record

Re: Central Maine & Quebec Railway US Inc. –
Exemption for Acquisition and Operation of Rail Lines –
Montreal, Maine & Atlantic Railway, Ltd.
Finance Docket No. 35805

Fortress Investment Group LLC –
Continuance in Control Exemption –
Florida East Coast Railway, LLC and
Central Maine & Quebec Railway US Inc.
Finance Docket No. 35806

Dear Ms. Brown:

We are writing this letter on behalf of the State of Maine, Department of Transportation ("MaineDOT") to express our support for the proposed acquisition of the rail lines of the Montreal, Maine & Atlantic Railway, Ltd. ("MMA") by Central Maine & Quebec Railway US Inc. ("CMQR"), and the related control by Fortress Investment Group, LLC. Please file this letter in each of the above-referenced proceedings.

MaineDOT has been an active participant in the MMA bankruptcy proceeding in order to protect the public interest and the preservation of rail service in Maine. As noted by CMQR in its filings, CMQR was the only bidder in the bankruptcy proceeding for all of the MMA lines in Maine and Vermont (i.e., all of the MMA lines in the United States), and for the entire system including the lines in Canada. We believe that the acquisition of the entire MMA system represents the best chance of success for the new railroad and for maintaining competitive rail service for shippers throughout the State of Maine.

MaineDOT also supports the waiver requested by CMQR to shorten the period for notice to labor so as to allow the exemptions to become effective 30 days from filing. Further delay is not warranted and could result in a disastrous gap in service. MaineDOT is concerned not only by the possibility that MMA may not be able to operate in Canada beyond April 1, 2014, but also



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by the very real prospect that the Trustee will lack the financial resources to continue operations in the United States beyond that date. Any cessation of service, however temporary, would create serious problems not only for shippers, connecting railroads and the State of Maine, who all rely on and benefit from continued and continuous rail service, but also for the very employees of MMA that are supposed to be protected by the notice.

Thus, MaineDOT urges the Board to grant CMQR's petition for waiver and to allow the exemptions to take effect as promptly as permitted under the Board's regulations.

Sincerely,

A handwritten signature in dark ink, appearing to read 'D. Bernhardt', with a stylized flourish at the end.

David Bernhardt, P.E.
Commissioner

DB/TLK/jas

cc: Governor Paul LePage

CERTIFICATE OF SERVICE

I hereby certify that I have caused the foregoing letter of support to be served by first class mail, postage prepaid, this 20th day of February, 2014, on:

Terence M. Hynes
Matthew J. Warren
Hanna M. Chouest
Sidley Austin LLP
1501 K Street, NW
Washington, DC 20005

Attorney General of the United States
U.S. Department of Justice
950 Pennsylvania Avenue, NW
Washington, DC 20530-0001

Federal Trade Commission
600 Pennsylvania Avenue, NW
CRC-240
Washington, DC 20580

Secretary of US Department of Transportation
Docket Clerk, Office of Chief Counsel
Federal Railroad Administration
400 7th Street, SW, Room 5101
Washington, DC 20590

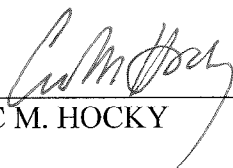
Commissioner Christopher Recchia
Vermont Public Service Commission
112 State Street, 3rd Floor
Montpelier, VT 05620-2601

Secretary Brian Searles
Vermont Department of Transportation
One National Life Drive
Montpelier, VT 05633-5001

Governor Paul LePage
State of Maine
1 State House Station
Augusta, ME 04333-0001

Governor Peter Shumlin
State of Vermont
109 State Street, Pavilion
Montpelier, VT 05609

Chairman Thomas Welch
Maine Public Service Commission
18 State House Station
Augusta, ME 04333-0018



ERIC M. HOCKY