

FIRST UNION RAIL

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December 11, 2015

Chief Section of Administration
Office of Proceedings
Surface Transportation Board
395 E St., S.W., Suite 100
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Termination

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) please find one (1) originally executed Memorandum of Lease Termination dated December 11, 2015, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memorandum of Lease, evidencing such Equipment which was duly filed with the Surface Transportation Board on January 17, 2001 having primary recordation number 23338.

The names and addresses of the parties to the enclosed document are:

Lessor:	First Union Rail Corporation One O'Hare Centre 6250 N River Road, Suite 5000 Rosemont, IL 60018	Lessee:	Soo Line Railroad Company c/o Canadian Pacific Railway 401-9 th Avenue, SW Calgary, AB T2P 4Z4
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A short summary of the document to appear in the index follows: Memorandum of Lease Termination

Please accept this E-filing and invoice our account number 22860 covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne
Manager Contract Administration

Enclosures

(SOO007, SOO019)

MEMORANDUM OF LEASE TERMINATION

THIS MEMORANDUM OF LEASE TERMINATION (the "Memorandum") dated as of December 11, 2015 is made by Wells Fargo Equipment Finance, Inc., as successor in interest to Wachovia Financial Services, Inc. f/k/a First Union Commercial Corporation (the "Lessor"), and pertains to that certain Equipment Lease Agreement dated as of December 21, 2000 and Amended and Restated Rider No. 1 dated December 31, 2005, (collectively, the "Lease"), between Lessor and Soo Line Railroad Company (the "Lessee").

WITNESSETH:

WHEREAS, Lessor and Lessee entered into the Lease whereby Lessor has agreed to lease to Lessee certain railcars (the "Equipment") as more particularly described in on Exhibit A attached hereto; and,

WHEREAS, Lessor and Lessee entered into certain Memorandum of Lease, evidencing the above-described Lease of such Equipment, which was filed at the Surface Transportation Board on January 17, 2001 at 9:35 a.m. with primary recordation number 23338.

WHEREAS, such Equipment has been released and is no longer covered under the Lease; and,

NOW, THEREFORE, the Lessor desires to clarify the public record state as follows:

1. This Notice serves as notice that the Equipment listed on the attached Exhibit A as evidenced by the Memorandum of Lease filed with the Surface Transportation Board, has been terminated in all respects.
2. All of the interest of the Lessee, its successors and assigns, in the Equipment listed on Exhibit A arising pursuant to the Lease has been terminated.
3. Lessor wishes to record this Notice of Termination of Lease and Termination of Memorandum of Lease so as to release the lien with respect to the Equipment.

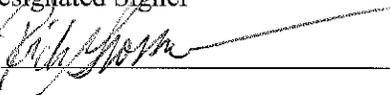
IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written (and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation).

LESSOR:

Wells Fargo Equipment Finance, Inc.

Name: Rick Grossman

Title: Designated Signer

Signature: 

**EXHIBIT A
TO
MEMORANDUM OF LEASE TERMINATION**

Equipment

Two hundred forty-three (243)
Thrall Car Manufacturing
Bi-Level Auto Racks
Road Nos. CPR 1900 through CPR 2142, inclusive