



November 14, 2014

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 "E" Street, S.W.  
Washington, D.C. 20423

Dear Section Chief:

Please find attached one (1) copy of a Memorandum of Schedule No. 3 to Full Service Lease Agreement dated November 12, 2014 between the following parties:

Lessor: Mitsui Rail Capital, LLC  
71 S. Wacker Drive, Suite 1800  
Chicago, IL 60606

Lessee: Wisconsin Central Ltd.  
935 de la Gauchetiere Street West  
Montreal, Quebec H3B 2M9  
Canada

A description of the railroad equipment covered by the enclosed document is:

(99) 73' riserless deck center partition railcars within the series AOK 29730 - AOK 29829 (excluding AOK 29767).

This filing is to appear in the index as follows: Memorandum of Schedule No. 3 to Full Service Lease Agreement.

Please file this as a primary document as defined in the Board's Rules for the Recordation of Documents. The filing fee in the amount of \$43.00 can be charged to our account.

Should you have any questions or need further information, please do not hesitate to contact me at (312) 803-8836.

Sincerely,

*/s/ Christine Peterson*

Christine Peterson  
Manager, Contract Administration

Enclosure

---

**MEMORANDUM OF SCHEDULE NO. 3 TO FULL SERVICE LEASE AGREEMENT**

**BY AND BETWEEN**

**MITSUI RAIL CAPITAL, LLC  
("LESSOR")**

**AND**

**WISCONSIN CENTRAL LTD.  
("LESSEE")**

**NOVEMBER 12, 2014**

---

*sp*

This Memorandum of Schedule No. 3 to Full Service Lease Agreement is made and entered into as of November 12, 2014 by and between Mitsui Rail Capital, LLC, a Delaware limited liability company, ("Lessor") and Wisconsin Central Ltd., a Delaware corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor ninety-nine (99) 73' 110-Ton Riserless Deck Center Partition railcars pursuant to Schedule No. 3 dated as of November 12, 2014. Railcars bearing marks and numbers as follows:

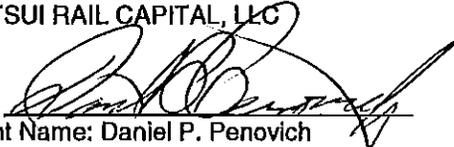
See attached Exhibit 1

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be executed as of the date first above written by its officers thereunto duly authorized, each bearing the title set forth below, and each such officer declares pursuant to 28 U.S.C. §1746 under penalty of perjury that the foregoing is a true and correct document.

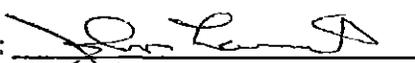
**LESSOR:**

MITSUI RAIL CAPITAL, LLC

By:   
Print Name: Daniel P. Penovich  
Title: President

**LESSEE:**

WISCONSIN CENTRAL LTD.

By:   
Print Name: John Lamont  
Title: Sr. Manager, Asset Finance

**EXHIBIT 1**  
**CAR MARKS AND NUMBERS**

<u>Count</u>	<u>Mark</u>	<u>Number</u>	<u>Count</u>	<u>Mark</u>	<u>Number</u>	<u>Count</u>	<u>Mark</u>	<u>Number</u>
1	AOK	29730	34	AOK	29763	67	AOK	29797
2	AOK	29731	35	AOK	29764	68	AOK	29798
3	AOK	29732	36	AOK	29765	69	AOK	29799
4	AOK	29733	37	AOK	29766	70	AOK	29800
5	AOK	29734	38	AOK	29768	71	AOK	29801
6	AOK	29735	39	AOK	29769	72	AOK	29802
7	AOK	29736	40	AOK	29770	73	AOK	29803
8	AOK	29737	41	AOK	29771	74	AOK	29804
9	AOK	29738	42	AOK	29772	75	AOK	29805
10	AOK	29739	43	AOK	29773	76	AOK	29806
11	AOK	29740	44	AOK	29774	77	AOK	29807
12	AOK	29741	45	AOK	29775	78	AOK	29808
13	AOK	29742	46	AOK	29776	79	AOK	29809
14	AOK	29743	47	AOK	29777	80	AOK	29810
15	AOK	29744	48	AOK	29778	81	AOK	29811
16	AOK	29745	49	AOK	29779	82	AOK	29812
17	AOK	29746	50	AOK	29780	83	AOK	29813
18	AOK	29747	51	AOK	29781	84	AOK	29814
19	AOK	29748	52	AOK	29782	85	AOK	29815
20	AOK	29749	53	AOK	29783	86	AOK	29816
21	AOK	29750	54	AOK	29784	87	AOK	29817
22	AOK	29751	55	AOK	29785	88	AOK	29818
23	AOK	29752	56	AOK	29786	89	AOK	29819
24	AOK	29753	57	AOK	29787	90	AOK	29820
25	AOK	29754	58	AOK	29788	91	AOK	29821
26	AOK	29755	59	AOK	29789	92	AOK	29822
27	AOK	29756	60	AOK	29790	93	AOK	29823
28	AOK	29757	61	AOK	29791	94	AOK	29824
29	AOK	29758	62	AOK	29792	95	AOK	29825
30	AOK	29759	63	AOK	29793	96	AOK	29826
31	AOK	29760	64	AOK	29794	97	AOK	29827
32	AOK	29761	65	AOK	29795	98	AOK	29828
33	AOK	29762	66	AOK	29796	99	AOK	29829

*De*