

RECORDATION NO. 31120-A FILED  
April 07, 2014 10:40 AM  
SURFACE TRANSPORTATION BOARD  
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April 7, 2014

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

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Amended and Restated Memorandum of Lease of Railroad Equipment No.2 dated as of March 15, 2014, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease of Railroad Equipment previously filed with the Board under Recordation Number 31120.

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

Owner: NorLease, Inc.  
50 South La Salle Street  
Chicago, Illinois 60675

Lessee: Wisconsin Central Ltd.  
clo Canadian National Railway Company  
935 de La Gauchetiere Street West  
Montreal, Quebec  
H3B 2M9

Chief, Section of Administration  
April 7, 2014  
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A description of the railroad equipment covered by the enclosed document is:

Each of the railcars included in the schedule attached to the Memorandum of Lease of Railroad Equipment filed as STB Recordation Number 31120, plus hopper car WC 84568.

A short summary of the document to appear in the index is:

Memorandum of Lease of Railroad Equipment.

Also enclosed is a check in the amount of \$44.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Edward M. Luria

EML/bhs  
Enclosures

**AMENDED AND RESTATED MEMORANDUM  
OF LEASE OF RAILROAD EQUIPMENT NO. 2**  
dated as of March 15, 2014, between **NorLease, Inc.**, a  
Delaware corporation (hereinafter called the **Owner**)  
and **Wisconsin Central Ltd.**, a Delaware corporation  
(hereinafter called the **Lessee**).

**WHEREAS**, the Owner and the Lessee have entered into that certain Lease of Railroad Equipment No. 2 dated as of March 15, 2014 (hereinafter called the **Lease**), covering five-hundred six (506) hopper cars and forty-seven (47) boxcars, all as more particularly described in Schedule A hereto, and all additions and alterations thereto, replacements thereof and substitutions therefor;

**WHEREAS**, to evidence the Lease, a Memorandum of Lease of Railroad Equipment No. 2 dated as of March 15, 2014 (hereinafter called the **Memorandum**) was (i) filed at the Surface Transportation Board on March 27, 2014 at 12:25 P.M. with primary recordation number 31120 and (ii) deposited at the Registrar General of Canada on March 27, 2014 at 3:34 P.M.;

**WHEREAS**, as of the date hereof the addresses, of the Owner and the Lessee, are as follows:

Owner:	NorLease, Inc. 50 South La Salle Street Chicago, Illinois 60675 Attention of President
Lessee:	Wisconsin Central Ltd. c/o Canadian National Railway Company 935 de La Gauchetiere Street West Montreal, Quebec H3B 2M9 Attention of Sr. Manager, Asset Finance; and

**WHEREAS**, this Amended and Restated Memorandum is intended to replace and supercede the Memorandum.

**IN WITNESS WHEREOF**, the parties wish to show for the public record the leasing of said hopper cars and said boxcars from the Owner to the Lessee, the ownership of said hopper cars and said boxcars by the Owner, the leasehold interest therein of the Lessee, the rights of the Lessee from time to time to purchase said hopper cars and said boxcars and, accordingly the parties have caused this instrument to be executed as of the date first above written by their officers thereunto duly authorized, each such officer 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.

This Amended and Restated Memorandum may be executed in any number of counterparts and by the different parties hereto on separate counterparts, all of which together shall constitute a single agreement.

**Wisconsin Central Ltd.**

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

**NorLease, Inc.**

By:   
Name: Peter R. Hanson  
Title: Vice President

## Schedule A to Memorandum

### Tranche I (Hoppers)

One-hundred two (102) 3,000 cubic foot covered hopper cars built by Trinity Industries in 1995 bearing the following marks and numbers:

WC 84502;  
WC 84551;  
WC 84568 to WC 84569;  
WC 84585 to WC 84586;  
WC 84588 to WC 84605;  
WC 84607 to WC 84618;  
WC 84620 to WC 84635;  
WC 84637 to WC 84668;  
WC 84670 to WC 84676;  
WC 84678 to WC 84683;  
WC 84685 to WC 84688; and  
WC 84690.

### Tranche I (Boxcars)

Forty-seven (47) plate F 100-ton boxcars built by Gunderson in 1995 bearing the following marks and numbers:

WC 21500 to WC 21504;  
WC 21506 to WC 21507;  
WC 21509 to WC 21528; and  
WC 21530 to WC 21549.

### Tranche II (Hoppers)

One-hundred ninety (190) 3,000 cubic foot covered hopper cars built by Trinity Industries in 1995 bearing the following marks and numbers:

WC 84669;  
WC 84677;  
WC 84684;  
WC 84689;  
WC 84691 to WC 84696;  
WC 84698 to WC 84730;  
WC 84750;  
WC 84752 to WC 84757;  
WC 84759 to WC 84763;

WC 84771 to WC 84774;  
WC 84776 to WC 84782;  
WC 84784 to WC 84788;  
WC 84790 to WC 84845;  
WC 84847 to WC 84877;  
WC 84879 to WC 84907;  
WC 84909 to WC 84910; and  
WC 84915.

### **Tranche III (Hoppers)**

Two-hundred fourteen (214) 3,000 cubic foot covered hopper cars built by Trinity Industries in 1995 bearing the following marks and numbers:

WC 84731 to WC 84748;  
WC 84751;  
WC 84758;  
WC 84764 to WC 84770;  
WC 84783;  
WC 84878;  
WC 84908;  
WC 84911 to WC 84914;  
WC 84917 to WC 84922;  
WC 84924 to WC 84936;  
WC 84938 to WC 85015; and  
WC 85017 to WC 85099.

**CERTIFICATION**

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: April 7, 2014

*Edward M Luria*

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Edward M. Luria