



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. 2 to Full Service Lease Agreement dated October 2, 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:

(150) 73' riserless deck center partition railcars: ATW 273550 - ATW 273699.

This filing is to appear in the index as follows: Memorandum of Schedule No. 2 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. 2 TO FULL SERVICE LEASE AGREEMENT

BY AND BETWEEN

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

AND

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

OCTOBER 2, 2014

This Memorandum of Schedule No. 2 to Full Service Lease Agreement is made and entered into as of October 2, 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 one hundred fifty (150) 73' 110-Ton Riserless Deck Center Partition railcars pursuant to Schedule No. 2 dated as of October 2, 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	ATW	273550	46	ATW	273595	91	ATW	273640
2	ATW	273551	47	ATW	273596	92	ATW	273641
3	ATW	273552	48	ATW	273597	93	ATW	273642
4	ATW	273553	49	ATW	273598	94	ATW	273643
5	ATW	273554	50	ATW	273599	95	ATW	273644
6	ATW	273555	51	ATW	273600	96	ATW	273645
7	ATW	273556	52	ATW	273601	97	ATW	273646
8	ATW	273557	53	ATW	273602	98	ATW	273647
9	ATW	273558	54	ATW	273603	99	ATW	273648
10	ATW	273559	55	ATW	273604	100	ATW	273649
11	ATW	273560	56	ATW	273605	101	ATW	273650
12	ATW	273561	57	ATW	273606	102	ATW	273651
13	ATW	273562	58	ATW	273607	103	ATW	273652
14	ATW	273563	59	ATW	273608	104	ATW	273653
15	ATW	273564	60	ATW	273609	105	ATW	273654
16	ATW	273565	61	ATW	273610	106	ATW	273655
17	ATW	273566	62	ATW	273611	107	ATW	273656
18	ATW	273567	63	ATW	273612	108	ATW	273657
19	ATW	273568	64	ATW	273613	109	ATW	273658
20	ATW	273569	65	ATW	273614	110	ATW	273659
21	ATW	273570	66	ATW	273615	111	ATW	273660
22	ATW	273571	67	ATW	273616	112	ATW	273661
23	ATW	273572	68	ATW	273617	113	ATW	273662
24	ATW	273573	69	ATW	273618	114	ATW	273663
25	ATW	273574	70	ATW	273619	115	ATW	273664
26	ATW	273575	71	ATW	273620	116	ATW	273665
27	ATW	273576	72	ATW	273621	117	ATW	273666
28	ATW	273577	73	ATW	273622	118	ATW	273667
29	ATW	273578	74	ATW	273623	119	ATW	273668
30	ATW	273579	75	ATW	273624	120	ATW	273669
31	ATW	273580	76	ATW	273625	121	ATW	273670
32	ATW	273581	77	ATW	273626	122	ATW	273671
33	ATW	273582	78	ATW	273627	123	ATW	273672
34	ATW	273583	79	ATW	273628	124	ATW	273673
35	ATW	273584	80	ATW	273629	125	ATW	273674
36	ATW	273585	81	ATW	273630	126	ATW	273675
37	ATW	273586	82	ATW	273631	127	ATW	273676
38	ATW	273587	83	ATW	273632	128	ATW	273677
39	ATW	273588	84	ATW	273633	129	ATW	273678
40	ATW	273589	85	ATW	273634	130	ATW	273679
41	ATW	273590	86	ATW	273635	131	ATW	273680
42	ATW	273591	87	ATW	273636	132	ATW	273681
43	ATW	273592	88	ATW	273637	133	ATW	273682
44	ATW	273593	89	ATW	273638	134	ATW	273683
45	ATW	273594	90	ATW	273639	135	ATW	273684

<u>Count</u>	<u>Mark</u>	<u>Number</u>
136	ATW	273685
137	ATW	273686
138	ATW	273687
139	ATW	273688
140	ATW	273689

<u>Count</u>	<u>Mark</u>	<u>Number</u>
141	ATW	273690
142	ATW	273691
143	ATW	273692
144	ATW	273693
145	ATW	273694

<u>Count</u>	<u>Mark</u>	<u>Number</u>
146	ATW	273695
147	ATW	273696
148	ATW	273697
149	ATW	273698
150	ATW	273699