



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. 1 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:

(149) 73' riserless deck center partition railcars within the series ATW 273400 - ATW 273549 (excluding ATW 273450).

This filing is to appear in the index as follows: Memorandum of Schedule No. 1 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. 1 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. 1 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 forty-nine (149) 73' 110-Ton Riserless Deck Center Partition railcars pursuant to Schedule No. 1 dated as of October 2, 2014. Railcars bearing marks and numbers as follows:

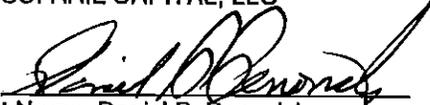
See attached Exhibit 1

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	273400	46	ATW	273445	91	ATW	273491
2	ATW	273401	47	ATW	273446	92	ATW	273492
3	ATW	273402	48	ATW	273447	93	ATW	273493
4	ATW	273403	49	ATW	273448	94	ATW	273494
5	ATW	273404	50	ATW	273449	95	ATW	273495
6	ATW	273405	51	ATW	273451	96	ATW	273496
7	ATW	273406	52	ATW	273452	97	ATW	273497
8	ATW	273407	53	ATW	273453	98	ATW	273498
9	ATW	273408	54	ATW	273454	99	ATW	273499
10	ATW	273409	55	ATW	273455	100	ATW	273500
11	ATW	273410	56	ATW	273456	101	ATW	273501
12	ATW	273411	57	ATW	273457	102	ATW	273502
13	ATW	273412	58	ATW	273458	103	ATW	273503
14	ATW	273413	59	ATW	273459	104	ATW	273504
15	ATW	273414	60	ATW	273460	105	ATW	273505
16	ATW	273415	61	ATW	273461	106	ATW	273506
17	ATW	273416	62	ATW	273462	107	ATW	273507
18	ATW	273417	63	ATW	273463	108	ATW	273508
19	ATW	273418	64	ATW	273464	109	ATW	273509
20	ATW	273419	65	ATW	273465	110	ATW	273510
21	ATW	273420	66	ATW	273466	111	ATW	273511
22	ATW	273421	67	ATW	273467	112	ATW	273512
23	ATW	273422	68	ATW	273468	113	ATW	273513
24	ATW	273423	69	ATW	273469	114	ATW	273514
25	ATW	273424	70	ATW	273470	115	ATW	273515
26	ATW	273425	71	ATW	273471	116	ATW	273516
27	ATW	273426	72	ATW	273472	117	ATW	273517
28	ATW	273427	73	ATW	273473	118	ATW	273518
29	ATW	273428	74	ATW	273474	119	ATW	273519
30	ATW	273429	75	ATW	273475	120	ATW	273520
31	ATW	273430	76	ATW	273476	121	ATW	273521
32	ATW	273431	77	ATW	273477	122	ATW	273522
33	ATW	273432	78	ATW	273478	123	ATW	273523
34	ATW	273433	79	ATW	273479	124	ATW	273524
35	ATW	273434	80	ATW	273480	125	ATW	273525
36	ATW	273435	81	ATW	273481	126	ATW	273526
37	ATW	273436	82	ATW	273482	127	ATW	273527
38	ATW	273437	83	ATW	273483	128	ATW	273528
39	ATW	273438	84	ATW	273484	129	ATW	273529
40	ATW	273439	85	ATW	273485	130	ATW	273530
41	ATW	273440	86	ATW	273486	131	ATW	273531
42	ATW	273441	87	ATW	273487	132	ATW	273532
43	ATW	273442	88	ATW	273488	133	ATW	273533
44	ATW	273443	89	ATW	273489	134	ATW	273534
45	ATW	273444	90	ATW	273490	135	ATW	273535

<u>Count</u>	<u>Mark</u>	<u>Number</u>
136	ATW	273536
137	ATW	273537
138	ATW	273538
139	ATW	273539
140	ATW	273540

<u>Count</u>	<u>Mark</u>	<u>Number</u>
141	ATW	273541
142	ATW	273542
143	ATW	273543
144	ATW	273544
145	ATW	273545

<u>Count</u>	<u>Mark</u>	<u>Number</u>
146	ATW	273546
147	ATW	273547
148	ATW	273548
149	ATW	273549