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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

July 16, 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 Memorandum of Lease of Railroad Equipment No. 1, dated as of July 1, 2014, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Owner:	BMO Harris Equipment Finance Company 250 E. Wisconsin Avenue Milwaukee, Wisconsin 53202
Lessee:	Wisconsin Central Ltd. c/o Canadian National Railway Company 935 de la Gauchetiere Street West Montreal, Quebec Canada H3B 2M9

Section Chief
July 16, 2014
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A description of the railroad equipment covered by the enclosed document is:

223 gondola railcars within the series DMIR 70000 – DMIR 70231 as set forth in the attachment to the document.

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

Memorandum of Lease of Railroad Equipment No. 1.

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,

A handwritten signature in black ink, appearing to read 'E. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

**MEMORANDUM OF LEASE OF RAILROAD
EQUIPMENT NO. 1** dated as of July 1, 2014, between
Wisconsin Central Ltd., a Delaware corporation
(hereinafter called the Lessee), and **BMO Harris
Equipment Finance Company**, a Wisconsin
corporation (hereinafter called the Owner)

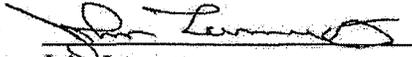
WHEREAS, the Lessee and the Owner have entered into that certain Lease of Railroad Equipment No. 1 dated as of July 1, 2014 (hereinafter called the Lease), covering the two-hundred twenty-three (223) units of railroad rolling stock more particularly described in Schedule A hereto, and all additions and alterations thereto, replacements thereof and substitutions therefor;

This 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.

IN WITNESS WHEREOF, the parties wish to show for the public record the leasing of said units from the Owner to the Lessee, the ownership of said units cars by the Owner, the leasehold interest therein of the Lessee, the rights of the Lessee from time to time to purchase said units or to renew the Lease and, accordingly have caused this instrument to be executed as of the date first above written.

We each certify that we hold the titles set forth below, that this instrument was signed on behalf of the party named immediately above our respective signatures by authority of the Board of Directors of such party, and we acknowledge that the execution of the foregoing instrument was the free act and deed of the party we each represent. We further declare (with regard only to the party we each represent) under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Wisconsin Central Ltd.

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

BMO Harris Equipment Finance Company

By: 
Name: Julie Griffin
Title: Vice President

Schedule A to Memorandum

Description of Equipment

Two-hundred twenty-three (223) 87-ton 1,150 cu. ft. bottom dump gondola cars built by National Steel Car Limited in 2009, at Hamilton, Ontario, marked and numbered as set forth below:

- DMIR 70000 to 70001 inclusive;
- DMIR 70003 to 70006 inclusive;
- DMIR 70008 to 70022 inclusive;
- DMIR 70024 to 70125 inclusive;
- DMIR 70127 to 70141 inclusive;
- DMIR 70143 to 70145 inclusive;
- DMIR 70147 to 70156 inclusive;
- DMIR 70158 to 70194 inclusive;
- DMIR 70196 to 70201 inclusive; and
- DMIR 70203 to 70231 inclusive.

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: 7/16/14

Edward M Luria
Edward M. Luria