

RECORDATION NO. 23269-D FILED

JUL 06 '01 10-49 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

ALVORD AND ALVORD
ATTORNEYS AT LAW
1600 K STREET, NW
SUITE 200
WASHINGTON, D.C.
20006-2973
—
(202) 393-2266
FAX (202) 393-2156

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

July 5, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an Amended and Restated Memorandum of Lease Agreement, dated as of December 22, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document amends and restates the Memorandum of Lease previously filed with the Board under Recordation Number 23269.

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

Lessor: Allfirst Bank
25 South Charles Street
Baltimore, MD 21202

Lessee: Wisconsin Central Ltd.
P.O. Box 5062
Rosemont, IL 60017

Mr. Vernon A. Williams
July 5, 2001
Page Two

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

165 boxcars within the series WCCL 43663 - WCCL 43827
36 boxcars within the series WCCL (incorrectly filed as WC)
43123 - WCCL 43238
125 hopper cars within the series SSAM 33250 -SSAM 33374
47 boxcars within the series WC 26562 - WC 26655

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

Amended and Restated Memorandum of Lease Agreement
between Allfirst Bank, Lessor, and Wisconsin Central Ltd.,
Lessee.

Also enclosed is a check in the amount of \$28.00 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,



Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO. 23269-D FILED

JUL 06 '01 10-49 AM

SURFACE TRANSPORTATION BOARD

AMENDED AND RESTATED
MEMORANDUM OF LEASE AGREEMENT

dated as of December 22, 2000

between

WISCONSIN CENTRAL LTD.
as Lessee

and

ALLFIRST BANK
as Lessor

AMENDED AND RESTATED
MEMORANDUM OF LEASE AGREEMENT

THIS AMENDED AND RESTATED MEMORANDUM OF LEASE AGREEMENT is made and entered into as of December 22, 2000, by and between ALLFIRST BANK ("Lessor") and WISCONSIN CENTRAL LTD. ("Lessee"), and amends and restates in its entirety the Memorandum of Lease dated as of December 22, 2000 previously entered into by the Lessor and the Lessee and filed with the Surface Transportation Board on December 21, 2000 and assigned Recordation Number 23269 and filed with the Registrar General of Canada on December 21, 2000 in order to correct the reporting marks relating to the thirty-six 70-ton Plate B boxcars described on Attachment 1-B hereto. This Amended and Restated Memorandum of Lease Agreement references the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Attachment 1 attached hereto.

All of such railcars are more fully described in Schedule Nos. 11 through 14 to the Master Lease Agreement dated as of June 30, 2000 between Lessor and Lessee, incorporating the terms thereof, each dated as of December 22, 2000 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.

2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.

This Amended and Restated Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Amended and Restated Memorandum of Lease Agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Amended and Restated Memorandum of Lease Agreement to be executed as of the date first above written.

ALLFIRST BANK

By: 
Name: Richard M. Folio
Title: Vice President

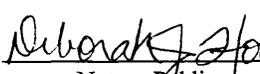
WISCONSIN CENTRAL LTD.

By: 
Name: Marty J. Mickey
Title: Treasurer

STATE OF MARYLAND)
)
CITY OF BALTIMORE) ss.

On this 27th day of June, 2001, before me appeared Richard M. Folio, the person who signed this instrument, who acknowledged that he is a Vice President of ALLFIRST BANK and that, being duly authorized, he signed such instrument as a free act on behalf of said corporation.

[Seal]


Notary Public

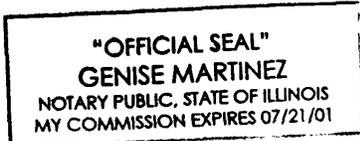


My commission expires: 7/27/02

STATE OF ILLINOIS)
)
COUNTY OF COOK) ss.

On this 26th day of June, 2001, before me appeared Marty J. Mickey, the person who signed this instrument, who acknowledged that he is a Treasurer of WISCONSIN CENTRAL LTD. and that, being duly authorized, he signed such instrument as a free act on behalf of said corporation.

[Seal]



Genise Martinez
Notary Public

My commission expires:

July 21, 01

ATTACHMENT I-A
TO AMENDED AND RESTATED MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS

One hundred and sixty-five (165) 70-ton, 50'6" cushioned, Plate B boxcars, with end of car cushioning units, 50K nailable steel floors and two 8' double doors, originally manufactured in 1976 by Paccar, bearing the following road marks and numbers:

| | | | | |
|------------|------------|------------|------------|------------|
| WCCL 43663 | WCCL 43696 | WCCL 43729 | WCCL 43762 | WCCL 43795 |
| WCCL 43664 | WCCL 43697 | WCCL 43730 | WCCL 43763 | WCCL 43796 |
| WCCL 43665 | WCCL 43698 | WCCL 43731 | WCCL 43764 | WCCL 43797 |
| WCCL 43666 | WCCL 43699 | WCCL 43732 | WCCL 43765 | WCCL 43798 |
| WCCL 43667 | WCCL 43700 | WCCL 43733 | WCCL 43766 | WCCL 43799 |
| WCCL 43668 | WCCL 43701 | WCCL 43734 | WCCL 43767 | WCCL 43800 |
| WCCL 43669 | WCCL 43702 | WCCL 43735 | WCCL 43768 | WCCL 43801 |
| WCCL 43670 | WCCL 43703 | WCCL 43736 | WCCL 43769 | WCCL 43802 |
| WCCL 43671 | WCCL 43704 | WCCL 43737 | WCCL 43770 | WCCL 43803 |
| WCCL 43672 | WCCL 43705 | WCCL 43738 | WCCL 43771 | WCCL 43804 |
| WCCL 43673 | WCCL 43706 | WCCL 43739 | WCCL 43772 | WCCL 43805 |
| WCCL 43674 | WCCL 43707 | WCCL 43740 | WCCL 43773 | WCCL 43806 |
| WCCL 43675 | WCCL 43708 | WCCL 43741 | WCCL 43774 | WCCL 43807 |
| WCCL 43676 | WCCL 43709 | WCCL 43742 | WCCL 43775 | WCCL 43808 |
| WCCL 43677 | WCCL 43710 | WCCL 43743 | WCCL 43776 | WCCL 43809 |
| WCCL 43678 | WCCL 43711 | WCCL 43744 | WCCL 43777 | WCCL 43810 |
| WCCL 43679 | WCCL 43712 | WCCL 43745 | WCCL 43778 | WCCL 43811 |
| WCCL 43680 | WCCL 43713 | WCCL 43746 | WCCL 43779 | WCCL 43812 |
| WCCL 43681 | WCCL 43714 | WCCL 43747 | WCCL 43780 | WCCL 43813 |
| WCCL 43682 | WCCL 43715 | WCCL 43748 | WCCL 43781 | WCCL 43814 |
| WCCL 43683 | WCCL 43716 | WCCL 43749 | WCCL 43782 | WCCL 43815 |
| WCCL 43684 | WCCL 43717 | WCCL 43750 | WCCL 43783 | WCCL 43816 |
| WCCL 43685 | WCCL 43718 | WCCL 43751 | WCCL 43784 | WCCL 43817 |
| WCCL 43686 | WCCL 43719 | WCCL 43752 | WCCL 43785 | WCCL 43818 |
| WCCL 43687 | WCCL 43720 | WCCL 43753 | WCCL 43786 | WCCL 43819 |
| WCCL 43688 | WCCL 43721 | WCCL 43754 | WCCL 43787 | WCCL 43820 |
| WCCL 43689 | WCCL 43722 | WCCL 43755 | WCCL 43788 | WCCL 43821 |
| WCCL 43690 | WCCL 43723 | WCCL 43756 | WCCL 43789 | WCCL 43822 |
| WCCL 43691 | WCCL 43724 | WCCL 43757 | WCCL 43790 | WCCL 43823 |
| WCCL 43692 | WCCL 43725 | WCCL 43758 | WCCL 43791 | WCCL 43824 |
| WCCL 43693 | WCCL 43726 | WCCL 43759 | WCCL 43792 | WCCL 43825 |
| WCCL 43694 | WCCL 43727 | WCCL 43760 | WCCL 43793 | WCCL 43826 |
| WCCL 43695 | WCCL 43728 | WCCL 43761 | WCCL 43794 | WCCL 43827 |

ATTACHMENT 1-B
TO AMENDED AND RESTATED MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS

Thirty-six (36) 70-ton, 50'6" rigid, Plate B boxcars, with rigid underframes, 50K, nailable steel floors, and one 6' double door and one 10' double door, originally manufactured in 1976 by Berwick Forge, bearing the following road marks and numbers:

| | |
|------------|------------|
| WCCL 43123 | WCCL 43194 |
| WCCL 43127 | WCCL 43197 |
| WCCL 43129 | WCCL 43198 |
| WCCL 43130 | WCCL 43201 |
| WCCL 43133 | WCCL 43211 |
| WCCL 43135 | WCCL 43213 |
| WCCL 43141 | WCCL 43215 |
| WCCL 43142 | WCCL 43216 |
| WCCL 43143 | WCCL 43217 |
| WCCL 43144 | WCCL 43221 |
| WCCL 43145 | WCCL 43223 |
| WCCL 43152 | WCCL 43224 |
| WCCL 43157 | WCCL 43225 |
| WCCL 43174 | WCCL 43226 |
| WCCL 43175 | WCCL 43227 |
| WCCL 43178 | WCCL 43231 |
| WCCL 43179 | WCCL 43235 |
| WCCL 43180 | WCCL 43238 |

ATTACHMENT 1-C
TO AMENDED AND RESTATED MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS

One hundred and twenty-five (125) 100-ton, 4000 cubic foot capacity, steel open top triple hopper cars, with three hoppers and six gates per car and equipped with rotary couplers, originally manufactured in 1976 by Pullman Standard, bearing the following road marks and numbers:

| | | | | |
|------------|------------|------------|------------|------------|
| SSAM 33250 | SSAM 33275 | SSAM 33300 | SSAM 33325 | SSAM 33350 |
| SSAM 33251 | SSAM 33276 | SSAM 33301 | SSAM 33326 | SSAM 33351 |
| SSAM 33252 | SSAM 33277 | SSAM 33302 | SSAM 33327 | SSAM 33352 |
| SSAM 33253 | SSAM 33278 | SSAM 33303 | SSAM 33328 | SSAM 33353 |
| SSAM 33254 | SSAM 33279 | SSAM 33304 | SSAM 33329 | SSAM 33354 |
| SSAM 33255 | SSAM 33280 | SSAM 33305 | SSAM 33330 | SSAM 33355 |
| SSAM 33256 | SSAM 33281 | SSAM 33306 | SSAM 33331 | SSAM 33356 |
| SSAM 33257 | SSAM 33282 | SSAM 33307 | SSAM 33332 | SSAM 33357 |
| SSAM 33258 | SSAM 33283 | SSAM 33308 | SSAM 33333 | SSAM 33358 |
| SSAM 33259 | SSAM 33284 | SSAM 33309 | SSAM 33334 | SSAM 33359 |
| SSAM 33260 | SSAM 33285 | SSAM 33310 | SSAM 33335 | SSAM 33360 |
| SSAM 33261 | SSAM 33286 | SSAM 33311 | SSAM 33336 | SSAM 33361 |
| SSAM 33262 | SSAM 33287 | SSAM 33312 | SSAM 33337 | SSAM 33362 |
| SSAM 33263 | SSAM 33288 | SSAM 33313 | SSAM 33338 | SSAM 33363 |
| SSAM 33264 | SSAM 33289 | SSAM 33314 | SSAM 33339 | SSAM 33364 |
| SSAM 33265 | SSAM 33290 | SSAM 33315 | SSAM 33340 | SSAM 33365 |
| SSAM 33266 | SSAM 33291 | SSAM 33316 | SSAM 33341 | SSAM 33366 |
| SSAM 33267 | SSAM 33292 | SSAM 33317 | SSAM 33342 | SSAM 33367 |
| SSAM 33268 | SSAM 33293 | SSAM 33318 | SSAM 33343 | SSAM 33368 |
| SSAM 33269 | SSAM 33294 | SSAM 33319 | SSAM 33344 | SSAM 33369 |
| SSAM 33270 | SSAM 33295 | SSAM 33320 | SSAM 33345 | SSAM 33370 |
| SSAM 33271 | SSAM 33296 | SSAM 33321 | SSAM 33346 | SSAM 33371 |
| SSAM 33272 | SSAM 33297 | SSAM 33322 | SSAM 33347 | SSAM 33372 |
| SSAM 33273 | SSAM 33298 | SSAM 33323 | SSAM 33348 | SSAM 33373 |
| SSAM 33274 | SSAM 33299 | SSAM 33324 | SSAM 33349 | SSAM 33374 |

ATTACHMENT I-D
TO AMENDED AND RESTATED MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS

Forty-seven (47) 70-ton, 50'6" cushioned, Plate B, boxcars with center of car cushioning, 50K nailable steel floors and 10' plug doors, originally built in 1971 by Soo Line Railroad, bearing the following road marks and numbers:

| | |
|----------|----------|
| WC 26562 | WC 26605 |
| WC 26563 | WC 26606 |
| WC 26565 | WC 26608 |
| WC 26567 | WC 26610 |
| WC 26569 | WC 26612 |
| WC 26571 | WC 26613 |
| WC 26572 | WC 26614 |
| WC 26573 | WC 26618 |
| WC 26574 | WC 26619 |
| WC 26575 | WC 26622 |
| WC 26576 | WC 26628 |
| WC 26578 | WC 26629 |
| WC 26579 | WC 26630 |
| WC 26580 | WC 26631 |
| WC 26582 | WC 26632 |
| WC 26583 | WC 26634 |
| WC 26588 | WC 26635 |
| WC 26589 | WC 26638 |
| WC 26590 | WC 26643 |
| WC 26596 | WC 26645 |
| WC 26598 | WC 26650 |
| WC 26599 | WC 26654 |
| WC 26603 | WC 26655 |
| WC 26604 | |