

RECORDATION NO.

24020-<sup>F</sup>FILED

JUL 27 '09

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ALVORD AND ALVORD

ATTORNEYS AT LAW

1050 SEVENTEENTH STREET, N W

SUITE 301

WASHINGTON, D C

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL [alvordlaw@aol.com](mailto:alvordlaw@aol.com)

SURFACE TRANSPORTATION BOARD

OF COUNSEL  
URBAN A LESTER

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

July 27, 2009

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are four (4) copies of a Memorandum of Termination of Lease and Evidence of Sale (Schedule 1), dated as of July 1, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 24020.

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

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

Lessor: Manufacturers and Trust Company (successor to  
Allfirst Bank)  
25 South Charles Street  
Baltimore, MD 21202

Anne K. Quinlan, Esquire  
July 27, 2009  
Page 2

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

159 covered hopper railcars within the series WC 86000 - WC 86261 as more particularly set forth in the attachment to the document.

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

Memorandum of Termination of Lease and Evidence of Sale (Schedule 1).

Also enclosed is a check in the amount of \$41.00 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 'Robert W. Alvord', with a stylized flourish at the end.

✓ Robert W. Alvord

RWA/sem  
Enclosures

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SURFACE TRANSPORTATION BOARD

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**MEMORANDUM**  
**OF**  
**TERMINATION OF LEASE AND EVIDENCE OF SALE**  
**(Schedule 1)**

**dated as of July 1, 2009**

**between**

**MANUFACTURERS & TRADERS TRUST COMPANY,**  
**as Lessor**

**and**

**WISCONSIN CENTRAL LTD.,**  
**as Lessee**

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## MEMORANDUM OF TERMINATION OF LEASE AND EVIDENCE OF SALE

### (Schedule 1)

THIS MEMORANDUM is made and entered into as of July 1, 2009 by and between **MANUFACTURERS AND TRADERS TRUST COMPANY** (the "Lessor"), and **WISCONSIN CENTRAL LTD.** (the "Lessee")

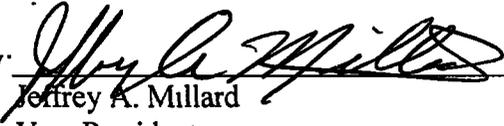
### WITNESSETH.

- 1 **Allfirst Bank** (later known as Lessor) and Lessee entered into a Master Equipment Lease Agreement dated as of June 28, 2002, and Schedule No 1 dated as of June 28, 2002 thereto, (collectively, the "Lease") originally covering one-hundred fifty-nine (159) units of railroad rolling stock as more particularly described in Schedule A hereto (the "Cars"),
2. To evidence the Lease, a Memorandum of Schedule No. 1 to Master Equipment Lease Agreement dated as of June 28, 2002 was (i) filed at the Surface Transportation Board (the "STB") on June 28, 2002 at 12:31 P.M with primary recordation number 24020 and (ii) deposited at the Registrar General of Canada (the "RGC") on June 28, 2002 at 1.47 P M ,
- 3 On June 20, 2002, **General Electric Railcar Services Corporation** executed a Bill of Sale for the Cars in favor of Lessee;
- 4 Such Bill of Sale was (i) filed at the STB on June 28, 2002 at 12:51 P.M with secondary recordation number 24020-A and (ii) deposited at the RGC on June 28, 2002 at 1 47 P.M ;
5. On June 28, 2002, Lessee executed a Bill of Sale for the Cars in favor of Lessor,
- 6 Such Bill of Sale was (i) filed at the STB on June 28, 2002 at 1 02 P M with secondary recordation number 24020-B and (ii) deposited at the RGC on June 28, 2002 at 1 47 P M ;
- 7 Lessor had assigned all its right, title and interest in the Lease and the Cars to **M&T Credit Corporation** (later known as **M&T Credit Services, LLC**) which entity was merged into Lessor as of April 1, 2009, and
- 8 As of the date hereof, Lessor and Lessee desire to terminate the Lease of the Cars and evidence the transfer in title to the Cars to Lessee

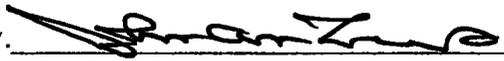
**NOW THEREFORE**, for good and valuable consideration, Lessor and Lessee hereby agree and acknowledge for the public record that (i) the Lease is terminated and (ii) Lessee is now the owner of the Cars

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

**MANUFACTURERS & TRADERS  
TRUST COMPANY,**  
Lessor

By:   
Jeffrey A. Millard  
Vice President

**WISCONSIN CENTRAL LTD.,**  
Lessee

By:   
John A N Lamont  
Senior Manager Asset Finance

STATE OF MARYLAND, CITY OF BALTIMORE, TO WIT:

On this 1<sup>st</sup> day of July, 2009 before me personally appeared, Jeffrey A. Milard, to me personally known, who being by me duly sworn, says that he is a Vice President of MANUFACTURERS & TRADERS TRUST COMPANY, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Diane Klasmeyer

Notary Public

[Notarial Seal]

My commission expires

Diane Klasmeyer  
Notary Public, A.A. Co., MD  
My Commission Expires 7-14-12

PROVINCE OF QUEBEC, DISTRICT OF MONTREAL, TO WIT.

On this \_\_\_ day of July, 2009 before me personally appeared John A.N Lamont to me personally known, who being by me duly sworn, says that he is the Senior Manager Asset Finance of WISCONSIN CENTRAL LTD, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation

Cristina Percelli  
Attorney

Bar Number. 183142-9  
QUEBEC

SCHEDULE ADescription of Units of Equipment

One-hundred fifty-nine (159) covered hopper railcars, built by National Steel Car Limited in Hamilton, Ontario, as more particularly described hereinbelow:

| <u>Car Initial</u> | <u>Car Number</u> | <u>AAR Type</u> | <u>Year Built</u> | <u>Cubic Capacity</u> | <u>Plate</u> | <u>Pockets</u> |
|--------------------|-------------------|-----------------|-------------------|-----------------------|--------------|----------------|
| WC                 | 86000             | C113            | 79                | 4650                  | C            | 4              |
| WC                 | 86001             | C113            | 79                | 4650                  | C            | 4              |
| WC                 | 86002             | C113            | 79                | 4650                  | C            | 4              |
| WC                 | 86003             | C113            | 79                | 4650                  | C            | 4              |
| WC                 | 86004             | C113            | 79                | 4650                  | C            | 4              |
| WC                 | 86005             | C113            | 79                | 4650                  | C            | 4              |
| WC                 | 86007             | C113            | 79                | 4650                  | C            | 4              |
| WC                 | 86008             | C113            | 79                | 4650                  | C            | 4              |
| WC                 | 86009             | C113            | 79                | 4650                  | C            | 4              |
| WC                 | 86010             | C113            | 79                | 4650                  | C            | 4              |
| WC                 | 86011             | C113            | 79                | 4650                  | C            | 4              |
| WC                 | 86012             | C113            | 79                | 4650                  | C            | 4              |
| WC                 | 86013             | C113            | 79                | 4650                  | C            | 4              |
| WC                 | 86014             | C113            | 79                | 4650                  | C            | 4              |
| WC                 | 86015             | C113            | 79                | 4650                  | C            | 4              |
| WC                 | 86016             | C113            | 79                | 4650                  | C            | 4              |
| WC                 | 86017             | C113            | 79                | 4650                  | C            | 4              |
| WC                 | 86018             | C113            | 79                | 4650                  | C            | 4              |
| WC                 | 86019             | C113            | 79                | 4650                  | C            | 4              |
| WC                 | 86020             | C113            | 79                | 4650                  | C            | 4              |
| WC                 | 86021             | C113            | 79                | 4650                  | C            | 4              |
| WC                 | 86022             | C113            | 79                | 4650                  | C            | 4              |
| WC                 | 86023             | C113            | 79                | 4650                  | C            | 4              |
| WC                 | 86024             | C113            | 79                | 4650                  | C            | 4              |
| WC                 | 86025             | C113            | 79                | 4650                  | C            | 4              |
| WC                 | 86026             | C113            | 79                | 4650                  | C            | 4              |
| WC                 | 86027             | C113            | 79                | 4650                  | C            | 4              |
| WC                 | 86028             | C113            | 79                | 4650                  | C            | 4              |
| WC                 | 86029             | C113            | 79                | 4650                  | C            | 4              |
| WC                 | 86030             | C113            | 79                | 4650                  | C            | 4              |
| WC                 | 86031             | C113            | 79                | 4650                  | C            | 4              |
| WC                 | 86032             | C113            | 79                | 4650                  | C            | 4              |
| WC                 | 86033             | C113            | 79                | 4650                  | C            | 4              |
| WC                 | 86034             | C113            | 79                | 4650                  | C            | 4              |
| WC                 | 86035             | C113            | 79                | 4650                  | C            | 4              |
| WC                 | 86036             | C113            | 79                | 4650                  | C            | 4              |
| WC                 | 86037             | C113            | 79                | 4650                  | C            | 4              |

|    |       |      |    |      |   |   |
|----|-------|------|----|------|---|---|
| WC | 86038 | C113 | 79 | 4650 | C | 4 |
| WC | 86039 | C113 | 79 | 4650 | C | 4 |
| WC | 86040 | C113 | 79 | 4650 | C | 4 |
| WC | 86041 | C113 | 79 | 4650 | C | 4 |
| WC | 86042 | C113 | 79 | 4650 | C | 4 |
| WC | 86043 | C113 | 79 | 4650 | C | 4 |
| WC | 86044 | C113 | 79 | 4650 | C | 4 |
| WC | 86045 | C113 | 79 | 4650 | C | 4 |
| WC | 86046 | C113 | 79 | 4650 | C | 4 |
| WC | 86047 | C113 | 79 | 4650 | C | 4 |
| WC | 86048 | C113 | 79 | 4650 | C | 4 |
| WC | 86049 | C113 | 79 | 4650 | C | 4 |
| WC | 86050 | C113 | 79 | 4650 | C | 4 |
| WC | 86051 | C113 | 79 | 4650 | C | 4 |
| WC | 86052 | C113 | 79 | 4650 | C | 4 |
| WC | 86053 | C113 | 79 | 4650 | C | 4 |
| WC | 86054 | C113 | 79 | 4650 | C | 4 |
| WC | 86055 | C113 | 79 | 4650 | C | 4 |
| WC | 86056 | C113 | 79 | 4650 | C | 4 |
| WC | 86058 | C113 | 79 | 4650 | C | 4 |
| WC | 86059 | C113 | 79 | 4650 | C | 4 |
| WC | 86060 | C113 | 79 | 4650 | C | 4 |
| WC | 86061 | C113 | 79 | 4650 | C | 4 |
| WC | 86062 | C113 | 79 | 4650 | C | 4 |
| WC | 86063 | C113 | 79 | 4650 | C | 4 |
| WC | 86064 | C113 | 80 | 4650 | C | 4 |
| WC | 86065 | C113 | 80 | 4650 | C | 4 |
| WC | 86066 | C113 | 80 | 4650 | C | 4 |
| WC | 86067 | C113 | 80 | 4650 | C | 4 |
| WC | 86068 | C113 | 80 | 4650 | C | 4 |
| WC | 86069 | C113 | 80 | 4650 | C | 4 |
| WC | 86071 | C113 | 80 | 4650 | C | 4 |
| WC | 86072 | C113 | 80 | 4650 | C | 4 |
| WC | 86073 | C113 | 80 | 4650 | C | 4 |
| WC | 86074 | C113 | 80 | 4650 | C | 4 |
| WC | 86075 | C113 | 80 | 4650 | C | 4 |
| WC | 86076 | C113 | 80 | 4650 | C | 4 |
| WC | 86077 | C113 | 80 | 4650 | C | 4 |
| WC | 86078 | C113 | 80 | 4650 | C | 4 |
| WC | 86079 | C113 | 80 | 4650 | C | 4 |
| WC | 86080 | C113 | 80 | 4650 | C | 4 |
| WC | 86081 | C113 | 80 | 4650 | C | 4 |
| WC | 86082 | C113 | 80 | 4650 | C | 4 |
| WC | 86083 | C113 | 80 | 4650 | C | 4 |
| WC | 86084 | C113 | 80 | 4650 | C | 4 |
| WC | 86085 | C113 | 80 | 4650 | C | 4 |

|    |       |      |    |      |   |   |
|----|-------|------|----|------|---|---|
| WC | 86086 | C113 | 80 | 4650 | C | 4 |
| WC | 86087 | C113 | 80 | 4650 | C | 4 |
| WC | 86088 | C113 | 80 | 4650 | C | 4 |
| WC | 86089 | C113 | 80 | 4650 | C | 4 |
| WC | 86090 | C113 | 79 | 4650 | C | 4 |
| WC | 86091 | C113 | 79 | 4650 | C | 4 |
| WC | 86092 | C113 | 79 | 4650 | C | 4 |
| WC | 86093 | C113 | 79 | 4650 | C | 4 |
| WC | 86094 | C113 | 79 | 4650 | C | 4 |
| WC | 86095 | C113 | 79 | 4650 | C | 4 |
| WC | 86096 | C113 | 79 | 4650 | C | 4 |
| WC | 86097 | C113 | 79 | 4650 | C | 4 |
| WC | 86098 | C113 | 79 | 4650 | C | 4 |
| WC | 86099 | C113 | 79 | 4650 | C | 4 |
| WC | 86100 | C113 | 79 | 4650 | C | 4 |
| WC | 86102 | C113 | 79 | 4650 | C | 4 |
| WC | 86103 | C113 | 79 | 4650 | C | 4 |
| WC | 86104 | C113 | 79 | 4650 | C | 4 |
| WC | 86105 | C113 | 79 | 4650 | C | 4 |
| WC | 86106 | C113 | 79 | 4650 | C | 4 |
| WC | 86107 | C113 | 79 | 4650 | C | 4 |
| WC | 86108 | C113 | 79 | 4650 | C | 4 |
| WC | 86109 | C113 | 79 | 4650 | C | 4 |
| WC | 86110 | C113 | 79 | 4650 | C | 4 |
| WC | 86111 | C113 | 79 | 4650 | C | 4 |
| WC | 86112 | C113 | 79 | 4650 | C | 4 |
| WC | 86113 | C113 | 79 | 4650 | C | 4 |
| WC | 86114 | C113 | 79 | 4650 | C | 4 |
| WC | 86115 | C113 | 79 | 4650 | C | 4 |
| WC | 86116 | C113 | 79 | 4650 | C | 4 |
| WC | 86117 | C113 | 79 | 4650 | C | 4 |
| WC | 86118 | C113 | 79 | 4650 | C | 4 |
| WC | 86119 | C113 | 79 | 4650 | C | 4 |
| WC | 86121 | C113 | 79 | 4650 | C | 4 |
| WC | 86122 | C113 | 79 | 4650 | C | 4 |
| WC | 86123 | C113 | 79 | 4650 | C | 4 |
| WC | 86124 | C113 | 79 | 4650 | C | 4 |
| WC | 86125 | C113 | 79 | 4650 | C | 4 |
| WC | 86126 | C113 | 79 | 4650 | C | 4 |
| WC | 86127 | C113 | 79 | 4650 | C | 4 |
| WC | 86128 | C113 | 79 | 4650 | C | 4 |
| WC | 86129 | C113 | 79 | 4650 | C | 4 |
| WC | 86130 | C113 | 79 | 4650 | C | 4 |
| WC | 86131 | C113 | 79 | 4650 | C | 4 |
| WC | 86132 | C113 | 79 | 4650 | C | 4 |
| WC | 86133 | C113 | 79 | 4650 | C | 4 |

|    |       |      |    |      |   |   |
|----|-------|------|----|------|---|---|
| WC | 86134 | C113 | 79 | 4650 | C | 4 |
| WC | 86135 | C113 | 79 | 4650 | C | 4 |
| WC | 86136 | C113 | 79 | 4650 | C | 4 |
| WC | 86138 | C113 | 79 | 4650 | C | 4 |
| WC | 86139 | C113 | 79 | 4650 | C | 4 |
| WC | 86140 | C113 | 79 | 4650 | C | 4 |
| WC | 86141 | C113 | 79 | 4650 | C | 4 |
| WC | 86142 | C113 | 79 | 4650 | C | 4 |
| WC | 86143 | C113 | 79 | 4650 | C | 4 |
| WC | 86144 | C113 | 79 | 4650 | C | 4 |
| WC | 86145 | C113 | 79 | 4650 | C | 4 |
| WC | 86146 | C113 | 79 | 4650 | C | 4 |
| WC | 86147 | C113 | 79 | 4650 | C | 4 |
| WC | 86148 | C113 | 79 | 4650 | C | 4 |
| WC | 86149 | C113 | 79 | 4650 | C | 4 |
| WC | 86150 | C113 | 79 | 4650 | C | 4 |
| WC | 86151 | C113 | 79 | 4650 | C | 4 |
| WC | 86152 | C113 | 79 | 4650 | C | 4 |
| WC | 86153 | C113 | 79 | 4650 | C | 4 |
| WC | 86154 | C113 | 79 | 4650 | C | 4 |
| WC | 86155 | C113 | 79 | 4650 | C | 4 |
| WC | 86156 | C113 | 79 | 4650 | C | 4 |
| WC | 86157 | C113 | 79 | 4650 | C | 4 |
| WC | 86158 | C113 | 79 | 4650 | C | 4 |
| WC | 86160 | C113 | 79 | 4650 | C | 4 |
| WC | 86161 | C113 | 79 | 4650 | C | 4 |
| WC | 86162 | C113 | 79 | 4650 | C | 4 |
| WC | 86163 | C113 | 79 | 4650 | C | 4 |
| WC | 86164 | C113 | 79 | 4650 | C | 4 |
| WC | 86261 | C113 | 80 | 4650 | C | 4 |