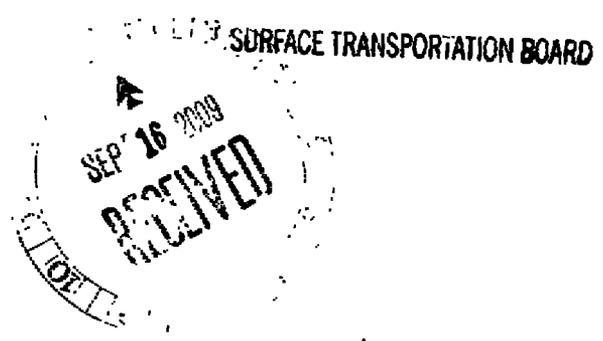


FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel. 847.318.7575
Fax. 847.318.7588



VIA UPS 2nd DAY AIR

September 14, 2009

Ms. Anne K. Quinlan
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20024
Attn: Recordation of Railroad Equipment

Re: Memorandum of Partial Lease Termination

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of a Memorandum of Partial Lease Termination dated September 11, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memorandum of Partial Assignment Agreement which was duly filed on September 18, 1996 at 11:30 a.m. with the Interstate Commerce Commission under Recordation Number 19527-A. The names and addresses of the parties to the enclosed document are:

<p>Lessor: First Union Rail Corporation One O'Hare Centre 6250 River Road, Suite 5000 Rosemont, IL 60018</p>	<p>Lessee: Wisconsin Central Ltd. c/o Canadian National Railway 935 de la Gauchetiere St. West Montreal, QC H3B 2M9</p>
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The enclosed document is for five (5) double stack railcars, with WC marks, which have been terminated in all respects and are no longer covered under the Lease.

A short summary of the document to appear in the index follows: Memorandum of Partial Lease Termination

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 one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

Marcia Dunne
Senior Rail Documentation Specialist

Enclosures

MEMORANDUM OF PARTIAL LEASE TERMINATION SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF PARTIAL LEASE TERMINATION (the "Memorandum") is made and entered into as of Sept. 11, 2009 by and between First Union Rail Corporation, as successor in interest to Greenbrier Leasing Corporation ("Lessor"), a North Carolina corporation, and Wisconsin Central Ltd. ("Lessee"), an Illinois corporation.

WITNESSETH:

WHEREAS, Lessor and Lessee entered into that certain Lease Agreement dated as of March 29, 1995 (collectively, the "Lease"), whereby Lessor has agreed to lease to Lessee certain railcars as more particularly described in on Exhibit A partially assigned to First Union Rail Corporation (the "Equipment"); and,

WHEREAS, Lessor and Lessee entered into that certain Memorandum of Partial Assignment Agreement dated as of May 31, 1996, evidencing the above-described Lease of such Equipment, which was filed at the Interstate Commerce Commission on September 18, 1996 at 11:30 a.m. with primary recordation number 19527-A;

WHEREAS, the Partial Assignment Agreement between Lessor and Lessee has been terminated; and,

NOW, THEREFORE, the Lessor desires to clarify the public record state as follows:

1. This Notice serves as notice that the Lease between Lessor and Lessee relating to the Equipment and evidenced by the Memorandum of Partial Assignment Agreement filed with the Interstate Commerce Commission, has been terminated in all respects.
2. All of the interest of the Lessee, its successors and assigns, in the equipment arising pursuant to the Lease have been terminated.
3. Lessor wishes to record this Notice of Termination of Partial Lease and Termination of Memorandum of Partial Assignment Agreement so as to release the lien with respect to the Equipment.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written (and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation).

LESSOR:

FIRST UNION RAIL CORPORATION

Name: Richard F. Seymour

Title: Vice President Sales & Marketing

Signature: Richard F. Seymour

EXHIBIT A to MEMORANDUM OF TERMINATION OF LEASE

NUMBER OF CARS: Five (5)

DESCRIPTION OF CARS: Double stack railcars

CAR NUMBERS: WC 36604
WC 36607
WC 36608
WC 36609
WC 36610