

Sean Dougherty
AVP, Contracts
CIT Rail



September 29, 2009

Secretary
Surface Transportation Board
Washington, D.C. 20423

RECORDATION NO. 21034-B FILED

SEP 30 '09

5-11 PM

RE: WC01001

SURFACE TRANSPORTATION BOARD

Dear Secretary:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) is a **Termination of Lease** dated as of **September 29, 2009**, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement which was filed with the Board under Recordation Number **21034**.

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

(Parties of the Termination of Lease)

Lessor: The CIT Group/Equipment Financing, Inc.
30 South Wacker Drive, #3000
Chicago, IL 60606

A description of the railroad equipment covered by the enclosed document is **150 Railcars marked SSAM 87300-SSAM 87420 inclusive and SSAM 87500-SSAM 87528 inclusive as more particularly set forth in the Exhibit A attached to the Termination.**

A short summary of the document to appear in the index is: **Termination of Lease.**

Kindly return stamped copies of the enclosed document to the undersigned.

Best regards,
/s

Sean Dougherty
AVP, Contracts
CIT Rail

Enclosure

CIT RAIL
30 South Wacker Drive
Suite 3000
Chicago, IL 60606

t: 312.906.5785 f 312.906.5833
sean.dougherty@citrail.com

SEP 30 '09

5-11 PM

TERMINATION OF LEASE

SURFACE TRANSPORTATION BOARD

The CIT Group/Equipment Financing, Inc. ("CIT") is the lessor under that certain Master Rail Lease Agreement dated as of November 10, 1997 (the "Master Lease") between The CIT Group/Equipment Financing, Inc., as lessor, and as lessee (the "Lessee"), and Equipment Schedule No. 001 thereto, as amended (the "Schedule"; the Schedule and Master Lease, to the extent incorporated in or relating to the Schedule, are hereinafter collectively referred to as the "Lease"), with respect to the lease by CIT to Lessee one hundred fifty (150) railcars identified on Exhibit A hereto.

A Memorandum of Lease dated as of November 10, 1997 between The CIT Group/Equipment Financing, Inc. and Lessee, relating to the Lease, was duly filed and recorded with the Surface Transportation Board on November 28, 1997 under Recordation Number 21034.

This Termination of Lease acknowledges for the public record that the Lease has terminated and that CIT has no further interest in the Lease.

This Termination of Lease shall not impair or terminate any of the rights and obligations of the parties under the Lease that expressly survive its Termination.

Dated this 29th day of September, 2009.

I certify that I hold the title set forth below, that this instrument was signed on behalf of CIT by all necessary corporate authority and that I acknowledge that the execution of the foregoing instrument was the free act and deed of CIT. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: 

Name: Sean Dougherty

Title: Assistant Vice President

WISCONSIN CENTRAL LTD. - Equipment List

Quantity

Equipment Description

Reporting Marks and Numbers

150

4650 to 4750 cubic foot capacity covered hopper cars with gravity outlet gates, through hatches and 100 ton roller bearing trucks

SSAM 87300 - SSAM 87420 inclusive
SSAM 87500 - SSAM 87528 inclusive

OLD CAR MARK

NEW CAR MARK

OLD CAR MARK

NEW CAR MARK

CEFX 15103	SSAM 87500	CEFX 15371	SSAM 87525
CEFX 15111	SSAM 87501	CEFX 15375	SSAM 87526
CEFX 15112	SSAM 87502	CEFX 15377	SSAM 87527
CEFX 15117	SSAM 87503	CEFX 15400	SSAM 87528
CEFX 15127	SSAM 87504	LDCX 20315	SSAM 87381
CEFX 15129	SSAM 87505	LDCX 20344	SSAM 87382
CEFX 15131	SSAM 87506	LDCX 20435	SSAM 87383
CEFX 15132	SSAM 87507	LDCX 20490	SSAM 87384
CEFX 15136	SSAM 87508	LDCX 20527	SSAM 87385
CEFX 15137	SSAM 87509	LDCX 20581	SSAM 87386
CEFX 15153	SSAM 87510	LDCX 20604	SSAM 87387
CEFX 15175	SSAM 87511	LDCX 20715	SSAM 87388
CEFX 15177	SSAM 87512	LDCX 20717	SSAM 87389
CEFX 15181	SSAM 87513	LDCX 20724	SSAM 87390
CEFX 15183	SSAM 87514	LDCX 20734	SSAM 87391
CEFX 15190	SSAM 87515	LDCX 20763	SSAM 87392
CEFX 15196	SSAM 87516	LDCX 20766	SSAM 87393
CEFX 15209	SSAM 87517	LDCX 20767	SSAM 87394
CEFX 15212	SSAM 87518	LDCX 20769	SSAM 87395
CEFX 15246	SSAM 87519	LDCX 20773	SSAM 87396
CEFX 15301	SSAM 87520	LDCX 20774	SSAM 87397
CEFX 15340	SSAM 87521	LDCX 20801	SSAM 87398
CEFX 15342	SSAM 87522	LDCX 20803	SSAM 87399
CEFX 15346	SSAM 87523	LDCX 20805	SSAM 87400
CEFX 15355	SSAM 87524	LDCX 20806	SSAM 87401
CEFX 15100	SSAM 87300	CEFX 15240	SSAM 87350
CEFX 15102	SSAM 87301	CEFX 15241	SSAM 87351
CEFX 15105	SSAM 87302	CEFX 15242	SSAM 87352
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CEFX 15114	SSAM 87307	CEFX 15304	SSAM 87357
CEFX 15115	SSAM 87308	CEFX 15306	SSAM 87358
CEFX 15118	SSAM 87309	CEFX 15310	SSAM 87359
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CEFX 15124	SSAM 87312	CEFX 15322	SSAM 87362
CEFX 15126	SSAM 87313	CEFX 15329	SSAM 87363
CEFX 15130	SSAM 87314	CEFX 15343	SSAM 87364

CEFX	15133	SSAM	87315	CEFX	15349	SSAM	87365
CEFX	15135	SSAM	87316	CEFX	15130	SSAM	87366
CEFX	15138	SSAM	87317	CEFX	15356	SSAM	87367
CEFX	15143	SSAM	87318	CEFX	15359	SSAM	87368
CEFX	15148	SSAM	87319	CEFX	15372	SSAM	87369
CEFX	15150	SSAM	87320	CEFX	15379	SSAM	87370
CEFX	15151	SSAM	87321	CEFX	15383	SSAM	87371
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CEFX	15166	SSAM	87326	CEFX	15397	SSAM	87376
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CEFX	15191	SSAM	87333	LDCX	20817	SSAM	87404
CEFX	15197	SSAM	87334	LDCX	20818	SSAM	87405
CEFX	15198	SSAM	87335	LDCX	20823	SSAM	87406
CEFX	15207	SSAM	87336	LDCX	20840	SSAM	87407
CEFX	15211	SSAM	87337	LDCX	20854	SSAM	87408
CEFX	15213	SSAM	87338	LDCX	20858	SSAM	87409
CEFX	15214	SSAM	87339	LDCX	20860	SSAM	87410
CEFX	15215	SSAM	87340	LDCX	20869	SSAM	87411
CEFX	15216	SSAM	87341	LDCX	20963	SSAM	87412
CEFX	15217	SSAM	87342	LDCX	20970	SSAM	87413
CEFX	15218	SSAM	87343	LDCX	21003	SSAM	87414
CEFX	15222	SSAM	87344	LDCX	21006	SSAM	87415
CEFX	15224	SSAM	87345	LDCX	21050	SSAM	87416
CEFX	15227	SSAM	87346	LDCX	21058	SSAM	87417
CEFX	15231	SSAM	87347	LDCX	21059	SSAM	87418
CEFX	15234	SSAM	87348	LDCX	21162	SSAM	87419
CEFX	15235	SSAM	87349	LDCX	21175	SSAM	87420



LEXIS Document Services

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RECORDATION NO. 21034 FILED

NOV 28 '97

9-30 AM

November 25, 1997

Janice Fort
Surface Transportation Board
Recordation Office
1925 K Street
Suite 70
Washington D.C. 20423

NOV 28 9 30 AM '97

RECEIVED
SURFACE TRANSPORTATION
BOARD

Dear Janice,

Enclosed is an original plus 1 copy, both notarized. This is a Memorandum of Railcar Lease between The Cit Group/Equipment Financing Inc. and Wisconsin Central Ltd. Dated 11/10/97. Also, enclosed is a check made payable to: Surface Transportation Board.

After recording the document, please return the acknowledgment copy to my attention. I have enclosed an UPS air bill to return the results to me.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20254.

Thank you for your prompt assistance.

Sincerely,

Rebecca Heisler
Administrator

enclosure

MEMORANDUM OF RAILCAR LEASE

NOV 28 '97

9-30AM

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 10th day of November, 1997 is made by WISCONSIN CENTRAL LTD., an Illinois corporation, with an address at 6250 N. River Road, Suite 9000, Rosemont, Illinois 60018 (the "Lessee"), and THE CIT GROUP/EQUIPMENT FINANCING, INC., a New York corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor" and, together with the Lessee, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of the date hereof covering the equipment listed on Schedule 01 hereto (the "Equipment");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

IN WITNESS WHEREOF, the undersigned has caused this Document to be executed by a duly authorized officer as of the day and year first above written.

THE CIT GROUP/EQUIPMENT FINANCING, INC.,

By: Nancy Nardella Coblaro
Name: Nancy Nardella Coblaro
Title: Vice President

WISCONSIN CENTRAL LTD.,

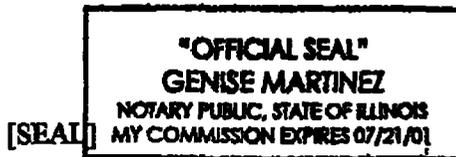
By: J.F. Power Jr.
Name: J.F. Power Jr.
Title: VP - CEO

STATE OF ILLINOIS
COUNTY OF COOK)

SS:

On this 7th day of November, 1997, before me personally appears THOMAS F. BOWER, JR., to me personally known, who by me duly sworn, says that he/she is the EVP-CFO of WISCONSIN CENTRAL LTD. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Genise Martinez
Notary Public

My Commission expires:

STATE OF NEW YORK)
COUNTY OF NEW YORK)

SS:

On this 10th day of November, 1997, before me personally appears NANCY NARDELLA COBLAZO, to me personally known, who by me duly sworn, says that he/she is the VICE-PRESIDENT of THE CIT GROUP/EQUIPMENT FINANCING, INC. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Barbara Garner
Notary Public

[SEAL]

My Commission expires

BARBARA GARNER
Notary Public, State of New York
No. 01GA5065133
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires Sept. 3, 1998

WISCONSIN CENTRAL LTD. - Equipment List

Quantity

Equipment Description

Reporting Marks and Numbers

150

4650 to 4750 cubic foot capacity covered hopper cars with gravity outlet gates, through hatches and 100 ton roller bearing trucks

SSAM 87300 - SSAM 87420 inclusive
SSAM 87500 - SSAM 87528 inclusive

OLD CAR MARK		NEW CAR MARK		OLD CAR MARK		NEW CAR MARK	
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