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LAW OFFICES OF
LOUIS E. GITOMER, LLC.~~SURFACE TRANSPORTATION BOARD~~LOUIS E. GITOMER
Lou@lgrailaw.comMELANIE B. YASBIN
Melanie@lgrailaw.com
410-296-2225

February 10, 2012

600 BALTIMORE AVENUE, SUITE 301
TOWSON, MARYLAND 21204-4022
(410) 296-2250 • (202) 466-6532
FAX (410) 332-0885

Ms. Cynthia T. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
395 F Street, S.W.
Washington, D. C. 20423

Dear Ms. Brown:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is an Amendment to Master Locomotive Lease Agreement, a secondary document, dated as of December 31, 2011. The primary document to which this is connected is recorded under Recordation Number 26653. We request that this document be recorded under Recordation Number 26653-E.

The names and addresses of the parties to the Amendment to Master Locomotive Lease Agreement are:

Lessor:

Banc of America Leasing and Capital, LLC
One Financial Plaza - 8th Floor
Providence, RI 02903

Lessees:

Wisconsin & Southern Railroad, LLC
Watco Transportation Services, LLC
Watco Companies, LLC
315 West 3rd Street
Pittsburg, KS 66762

A description of the equipment covered by the Amendment to Master Locomotive Lease Agreement consists of four SD40 locomotives numbered WSOR 4076-4079, inclusive.

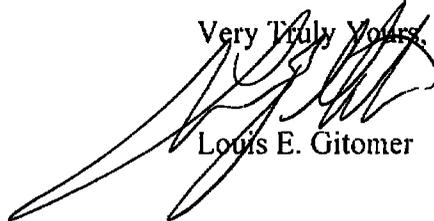
Ms. Cynthia T. Brown
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A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou@lgraillaw.com

A short summary of the document to appear in the index follows: an Amendment to Master Locomotive Lease Agreement between Banc of America Leasing and Capital, LLC, One Financial Plaza - 8th Floor, Providence, RI 02903, and Wisconsin & Southern Railroad, I.I.C, Watco Transportation Services, LLC, and Watco Companies, LLC, 315 West 3rd Street, Pittsburg, KS 66762, covering four SD40 locomotives numbered WSOR 4076-4079, inclusive.

Very Truly Yours,

A handwritten signature in black ink, appearing to read 'L. Gitomer', is written over the typed name 'Louis E. Gitomer'.

Louis E. Gitomer

Enclosure

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AMENDMENT TO MASTER LOCOMOTIVE LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

This Amendment to Master Locomotive Lease Agreement is dated as of December 31, 2011 (the "Agreement") between (1) Banc of America Leasing and Capital, LLC, successor by merger to LaSalle National Leasing Corporation, as Lessor ("BALC") (2) Wisconsin & Southern Railroad, L.L.C., as "Lessee", assignee of Wisconsin & Southern Railroad Co. successor-by merger to Northern Rail Car Leasing, Inc., (3) Watco Transportation Services, LLC, and (4) Watco Companies, LLC.

Lessee and Banc of America Leasing and Capital, LLC, as Lessor, entered that certain Master Locomotive Lease Agreement dated as of October 31, 2006, and Interim Equipment Schedule No. I-L1 dated as of November 8, 2006 (together the "Lease"), which was memorialized by a Memorandum of Lease Agreement dated as of November 8, 2006, which was recorded with the Surface Transportation Board (the "Board") at 12:32 pm on November 9, 2006 under Recordation No. 26653 for four SD40 locomotives numbered WSOR 4010, 4011, 4012, and 4013.

Wisconsin & Southern Railroad Co. and Northern Rail Car Leasing, Inc., as lessees, and Lessor, entered that certain Master Locomotive Lease Agreement dated as of October 31, 2006, and Final Equipment Schedule No. L1 dated as of November 1, 2007 (together the "Final Lease"), which was memorialized by a Memorandum of Lease Agreement dated as of November 1, 2007, which was recorded with the Board at 2:52 pm on November 13, 2007 under Recordation No. 26653-A for two SD40 locomotives numbered WSOR 4077 and 4076 (formerly numbered WSOR 4010 and 4011, respectively).

A Notice of Car Renumbering dated December 30, 2008 by Lessor was recorded with the Board at 2:52 pm on November 13, 2007 under Recordation No. 26653-B for one SD40 locomotive numbered WSOR 4079 (formerly numbered WSOR 4013).

Locomotive number WSOR 4012 has been renumbered as WSOR 4078.

As the result of certain rehabilitation, the Locomotives have been converted from SD40 locomotives to SD40-2 locomotives.

Wisconsin & Southern Railroad Co. (for itself and as successor by merger to Northern Rail Car Leasing, Inc.), as Assignor, and Wisconsin & Southern Railroad, L.L.C., as Assignee, entered that certain Assignment and Assumption Agreement dated as of December 31, 2011 where Assignor assigned, transferred and set over to Assignee all of Assignor's right, title, interest, powers and privileges under the Lease and the Final Lease and Assignee accepted the assignment and agreed to assume, do, undertake and perform all obligations, duties, liabilities and undertakings of Assignor under the Lease and the Final Lease, accruing from and after the date hereof, which was recorded with the Board on December 30, 2012 under Recordation No. 26653-D.

NOW, THEREFORE, BALC, Lessee, Watco Transportation Services, LLC, and Watco Companies, LLC intending to be legally bound, agree as follows:

1. The Lease and Final Lease are amended to include Watco Transportation Services, LLC, and Watco Companies, LLC as co-lessees with Lessee.
2. Watco Transportation Services, LLC, and Watco Companies, LLC accept and agreed to do, undertake and perform all obligations, duties, liabilities and undertakings of under the Lease and the Final Lease, jointly and severally with Lessee, accruing from and after the date hereof.
3. This Agreement may be executed in any number of counterparts, each of which shall be an original, all of which when taken together shall constitute one agreement binding on all parties, notwithstanding that all parties are not signatories to the same counterpart.

IN WITNESS WHEREOF, each of the parties hereto has caused this Agreement to be executed by its duly authorized officer as of the date first written above.

Banc of America Leasing and Capital, LLC
as Lessor

By: Brian P. McCaughy
Name: BRIAN P. MCCOUGHY
Title: VICE PRESIDENT

Wisconsin & Southern Railroad, L.L.C.
as Lessee

By: _____
Name: _____
Title: _____

Watco Transportation Services, LLC
as Co-Lessee

By: _____
Name: _____
Title: _____

Watco Companies, LLC
as Co-Lessee

By: _____
Name: _____
Title: _____

NOW, THEREFORE, BALC, Lessee, Watco Transportation Services, LLC, and Watco Companies, LLC intending to be legally bound, agree as follows:

1. The Lease and Final Lease are amended to include Watco Transportation Services, LLC, and Watco Companies, LLC as co-lessees with Lessee.

2. Watco Transportation Services, LLC, and Watco Companies, LLC accept and agreed to do, undertake and perform all obligations, duties, liabilities and undertakings of under the Lease and the Final Lease, jointly and severally with Lessee, accruing from and after the date hereof.

3. This Agreement may be executed in any number of counterparts, each of which shall be an original, all of which when taken together shall constitute one agreement binding on all parties, notwithstanding that all parties are not signatories to the same counterpart.

IN WITNESS WHEREOF, each of the parties hereto has caused this Agreement to be executed by its duly authorized officer as of the date first written above.

Banc of America Leasing and Capital, LLC
as Lessor

By: _____
Name: _____
Title: _____

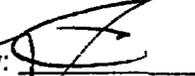
Wisconsin & Southern Railroad, L.L.C.
as Lessee

By:  _____
Name: MATT MCKENZIE
Title: SVP

Watco Transportation Services, LLC
as Co-Lessee

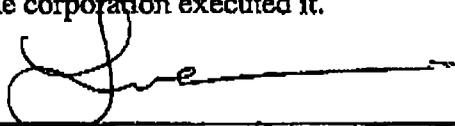
By:  _____
Name: MATT MCKENZIE
Title: SVP

Watco Companies, LLC
as Co-Lessee

By:  _____
Name: MATT MCKENZIE
Title: SVP

State of Rhode Island)
County of Providence) ss.

On this 2nd day of February ~~January~~ 2012, before me, Lisa A. Evora, the undersigned Notary Public, personally appeared Brian P. McConaghy personally known to me to be the person who executed the within instrument as Vice President on behalf of Banc of America Leasing and Capital, LLC, and acknowledged to me that the corporation executed it.


Notary Public for Rhode Island
My Commission expires 2-8-2013

State of KANSAS)
) ss.
County of CRAWFORD)

On this 20 day of January, 2012 before me, ANNE ELIZABETH ELROD, the undersigned Notary Public, personally appeared MATT MCKENZIE personally known to me to be the person who executed the within instrument as SUP on behalf of Wisconsin & Southern Railroad, L.L.C., and acknowledged to me that the corporation executed it.

Anne Elizabeth Elrod
Notary Public
State of Kansas
My Appt. 11/8/2015

Anne Elizabeth Elrod
Notary Public for St. of KS.
My Commission expires 11/8/2015

State of KANSAS)
) ss.
County of CRAWFORD)

On this 20 day of January, 2012 before me, ANNE ELIZABETH ELROD, the undersigned Notary Public, personally appeared MATT MCKENZIE personally known to me to be the person who executed the within instrument as SVP on behalf of Watco Transportation Services, LLC, and acknowledged to me that the corporation executed it.

Anne Elizabeth Elrod
Notary Public
State of Kansas
My Appt. 11/8/2015

Anne Elizabeth Elrod
Notary Public for State of KS
My Commission expires 11/8/2015

State of KANSAS)
) ss.
County of CRAWFORD)

On this 20 day of January, 2012 before me, ANNE ELIZABETH ELROD, the undersigned Notary Public, personally appeared MATT MCKENZIE personally known to me to be the person who executed the within instrument as SVP on behalf of Watco Companies, LLC, and acknowledged to me that the corporation executed it.

Anne Elizabeth Elrod
Notary Public
State of Kansas
My Appt. 11/8/2015

Anne Elizabeth Elrod
Notary Public for State of KS
My Commission expires 11/8/2015