

MAY 29 '12 -3 39 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'hare Centre
6250 River Rd, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
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www.firstunionrail.com

VIA UPS NEXT DAY AIR

May 25, 2012

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20024

Re: Memorandum of Lease Termination

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of a Memorandum of Lease Termination dated May 25, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memoranda of Lease duly filed on February 16, 2000, November 30, 2001 and August 4, 2003 with the Surface Transportation Board under Recordation Numbers 22764, 22764-A and 22764-B respectively. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 N. River Road, Suite 5000
Rosemont, IL 60018

Lessee: Wisconsin & Southern Railroad Company, Inc.
5300 North 33rd Street
Milwaukee, WI 53209

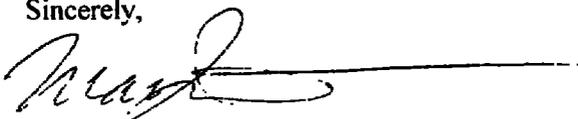
The enclosed document is for thirty-five (35) hopper cars with NOKL marks, and fifty (50) boxcars also having NOKL marks (see Exhibit A for car numbers) which has been terminated in all respects and are no longer covered under the Lease.

A short summary of the document to appear in the index follows: Memorandum of 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
(WSOR004, 007, 010)

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MEMORANDUM OF LEASE TERMINATION

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE TERMINATION (the "Memorandum") dated as of May 25, 2012 is made by First Union Rail Corporation (the "Lessor"), a North Carolina corporation, and pertains to that certain Lease Agreement dated as of November 16, 1999, Rider No. 4, Rider No. 7 and Rider No. 9 (collectively, the "Lease"), between Lessor and Wisconsin and Southern Railroad Company (the "Lessee"), a Wisconsin corporation.

W I T N E S S E T H:

WHEREAS, Lessor and Lessee entered into the Lease whereby Lessor has agreed to lease to Lessee certain railcars (the "Equipment") as more particularly described in on Exhibit A attached hereto; and,

WHEREAS, Lessor and Lessee entered into certain Memoranda of Lease, evidencing the above-described Lease of such Equipment, which was filed at the Surface Transportation Board on February 16, 2000 at 8:55 a.m. with recordation number 22764; November 30, 2001 at 8:28 a.m. with recordation number 22764-A and on August 4, 2003 at 1:10 p.m. having recordation number 22764-B.

WHEREAS, certain Equipment has been released and is no longer covered under the Lease; and,

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

1. This Notice serves as notice that the Equipment listed on the attached Exhibit A as evidenced by the Memorandum of Lease filed with the Surface Transportation Board, has been terminated in all respects.
2. All of the interest of the Lessee, its successors and assigns, in the Equipment listed on Exhibit A arising pursuant to the Lease has been terminated.
3. Lessor wishes to record this Notice of Termination of Lease and Termination of Memoranda of Lease so as to release the lien with respect to the Equipment.

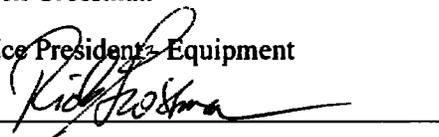
IN WITNESS WHEREOF, First Union Rail Corporation, as Lessor, has caused this Memorandum of Lease Termination to be duly executed by their respective officer duly authorized as of the date and year first above written (and the undersigned declares under penalty of perjury that he or she holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation).

LESSOR:

FIRST UNION RAIL CORPORATION

Name: Rick Grossman

Title: Vice President - Equipment

Signature: 

**EXHIBIT A
TO
MEMORANDUM OF LEASE TERMINATION**

RIDER NO. 4

NUMBER OF CARS: Twenty-five (25)

DESCRIPTION OF CARS: 4,750 cu. Ft. covered hopper cars with gravity gates

CAR NUMBERS:	NOKL 828242	NOKL 828268	NOKL 828633
	NOKL 828670	NOKL 828730	NOKL 828743
	NOKL 828744	NOKL 828790	NOKL 829504
	NOKL 829808	NOKL 829812	NOKL 829814
	NOKL 829835	NOKL 830487	NOKL 830640
	NOKL 830661	NOKL 830708	NOKL 830722
	NOKL 838000	NOKL 838002	NOKL 838010
	NOKL 838015	NOKL 838035	NOKL 838045
	NOKL 838068		

RIDER NO. 7

NUMBER OF CARS: Fifty (50)

DESCRIPTION OF CARS: 50 ft. 70-ton boxcars

CAR NUMBERS:	NOKL 523202	NOKL 523203	NOKL 523206
	NOKL 523213	NOKL 523215	NOKL 523216
	NOKL 523219	NOKL 523222	NOKL 523225
	NOKL 523226	NOKL 523227	NOKL 523231
	NOKL 523237	NOKL 523239	NOKL 523242
	NOKL 523249	NOKL 523251	NOKL 523252
	NOKL 523253	NOKL 523254	NOKL 523261
	NOKL 523269	NOKL 523272	NOKL 523276
	NOKL 535000	NOKL 535003	NOKL 535011
	NOKL 535015	NOKL 535020	NOKL 535021
	NOKL 535022	NOKL 535024	NOKL 535027
	NOKL 535029	NOKL 535037	NOKL 535038
	NOKL 535057	NOKL 535058	NOKL 535062
	NOKL 535063	NOKL 535066	NOKL 535072
	NOKL 535075	NOKL 535078	NOKL 535081
	NOKL 535085	NOKL 535086	NOKL 535087
	NOKL 535088	NOKL 535089	

RIDER NO. 9

NUMBER OF CARS: Ten (10)

DESCRIPTION OF CARS: 2300 cu. ft. capacity, two pocket, open top hopper cars

CAR NUMBERS:	NOKL 910107	NOKL 910155	NOKL 910237
	NOKL 910266	NOKL 910273	NOKL 910314
	NOKL 910327	NOKL 910344	NOKL 910358
	NOKL 910382		