

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

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

RECORDATION NO. 23008-U  
FILED

JUL 20 '10 -2 18 PM

**SURFACE TRANSPORTATION BOARD**  
OF COUNSEL  
URBAN A. LESTER

July 24, 2010

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Dear Section Chief,

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 5), dated as of June 30, 2010, 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 and Bill of Sale previously filed with the Board under Recordation Numbers 23008 and 23008-A, respectively.

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

Lessor: The Fifth Third Leasing Company  
38 Fountain Square Plaza  
Cincinnati, OH 45263

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

Section Chief  
July 24, 2010  
Page 2

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

62 boxcars within the series WC 020300 – WC 020472 as more particularly set forth in the attachment to the document.

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

Memorandum of Termination of Lease and Evidence of Sale (Schedule 5)

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,



Robert W. Alvord

RWA/sem  
Enclosures

## MEMORANDUM OF TERMINATION OF LEASE AND EVIDENCE OF SALE JUL 20 '10 2 18 PM

(Schedule 5)

SURFACE TRANSPORTATION BOARD

**THIS MEMORANDUM** is made and entered into as of June 30, 2010 by and between **THE FIFTH THIRD LEASING COMPANY** (the "Lessor") and **WISCONSIN CENTRAL LTD.** (the "Lessee").

## WITNESSETH:

1. **Allfirst Bank** ("Original Lessor") and Lessee entered into a Master Lease Agreement dated as of June 30, 2000, and Equipment Lease Schedule No. 5 dated as of June 30, 2000 thereto, as amended or supplemented, (collectively, the "Lease") originally covering sixty-two (62) 50' 100-ton Plate B cushioned boxcars built in 1975 as more particularly described in Attachment 1 hereto (the "Cars") and in the Memorandum (as defined below);
2. To evidence the Lease (and the lease of certain other units of railroad rolling stock under schedules nos. 1, 2, 3, 4, 6, 7, 8, 9 and 10 to such Master Lease Agreement), a Memorandum of Lease Agreement dated as of June 30, 2000 (the "Memorandum") was (i) filed at the Surface Transportation Board (the "STB") on July 18, 2000 at 2:54 P.M. with primary recordation number 23008 and (ii) deposited at the Registrar General of Canada (the "RGC") on July 19, 2000 at 2:19 P.M.;
3. On June 30, 2000, **General Electric Capital Corporation** executed a bill of sale for the Cars (and certain of such other units of railroad rolling stock) in favor of Original Lessor which was (i) filed at the STB on July 18, 2000 at 2:54 P.M. with secondary recordation number 23008-A and (ii) deposited at the RGC on July 19, 2000 at 2:17 P.M.;
4. Original Lessor and Lessor entered into a Master Assignment Agreement dated as of January 2, 1998;
5. To evidence the assignment of the Lease pursuant to such Master Assignment Agreement, a Memorandum of Assignment of Equipment Lease Schedule to Master Lease Agreement dated as of December 20, 2001 was (i) filed at the STB on December 31, 2001 at 9:49 A.M. with secondary recordation number 23008-J and (ii) deposited at the RGC on December 27, 2001;
6. 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 Lessor hereby agree and acknowledge for the public record that (i) the Lease is terminated (except for such terms

thereof which expressly survive termination), (ii) Lessee is now the owner of the Cars and (iii) any security interest in the Cars is hereby released.

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

**THE FIFTH THIRD LEASING COMPANY,**  
Lessor

By:   
Lisa Mathews Petrina, Assistant Vice President

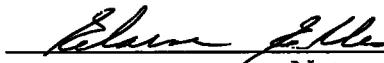
**WISCONSIN CENTRAL LTD.,**  
Lessee

By:   
John A.N. Lamont  
Senior Manager Asset Finance

STATE OF OHIO            )  
  )  
COUNTY OF HAMILTON    )

On this 8<sup>th</sup> day of July, 2010 before me personally appeared, Lisa Mathews Petrina, to me personally known, who being by me duly sworn, says that she is an Assistant Vice President of THE FIFTH THIRD LEASING COMPANY, that said instrument was signed on behalf of said corporation 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 said corporation.

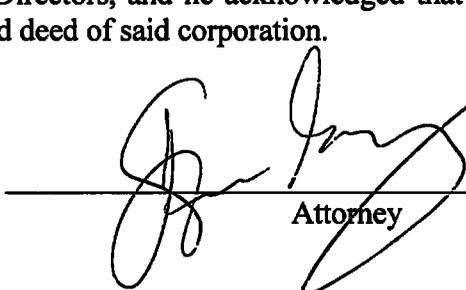


  
\_\_\_\_\_  
Notary Public

My commission expires: **ELAINE ELLIS**  
Notary Public, State of Ohio  
My Commission Expires Sept 14, 2012

PROVINCE OF QUEBEC, DISTRICT OF MONTREAL, TO WIT:

On this 12<sup>th</sup> day of July, 2010 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.

  
\_\_\_\_\_  
Attorney

Bar Number: 188726-2

ATTACHMENT 1

DESCRIPTION OF EQUIPMENT

Sixty-two (62) 50ft , 100-ton boxcars, Plate B, with cushioned underframes, originally built in 1977-1978, OT-37 Rebuild in 1990 bearing the following road marks and numbers:

WC 020300 WC 020342  
WC 020301 WC 020343  
WC 020302 WC 020344  
WC 020304 WC 020345  
WC 020305 WC 020347  
WC 020308 WC 020348  
WC 020309 WC 020350  
WC 020310 WC 020354  
WC 020311 WC 020355  
WC 020313 WC 020356  
WC 020315 WC 020357  
WC 020316 WC 020358  
WC 020317 WC 020359  
WC 020318 WC 020361  
WC 020319 WC 020362  
WC 020320 WC 020363  
WC 020321 WC 020364  
WC 020323 WC 020365  
WC 020324 WC 020366  
WC 020326 WC 020367  
WC 020327 WC 020368  
WC 020330 WC 020371  
WC 020331 WC 020373  
WC 020332 WC 020376  
WC 020333 WC 020405  
WC 020334 WC 020415  
WC 020335 WC 020427  
WC 020336 WC 020442  
WC 020337 WC 020465  
WC 020338 WC 020472  
WC 020339  
WC 020341