

RECORDATION NO. 23008-W FILED

AUG 03 '10 -12 54 PM

**SURFACE TRANSPORTATION BOARD**

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N W  
SUITE 301  
WASHINGTON, D C

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

20036  
(202) 393-2266  
FAX (202) 393-2156  
E-MAIL alvordlaw@aol.com

OF COUNSEL  
URBAN A LESTER

August 3, 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 9), 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: Comerica Leasing Corporation  
29201 Telegraph Road  
Southfield, Michigan 48034

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

Section Chief  
August 3, 2010  
Page 2

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

166 boxcars within the series WC 28000 – WC 28169 as more particularly  
set forth in the attachment to the document.

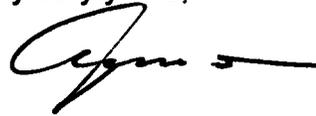
A short summary of the document to appear in the index is:

Memorandum of Termination of Lease and Evidence of Sale (Schedule 9).

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,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

AUG 03 '10 -12 54 PM

**MEMORANDUM OF TERMINATION OF LEASE AND EVIDENCE OF SALE**

**SURFACE TRANSPORTATION BOARD**

**(Schedule 9)**

**THIS MEMORANDUM** is made and entered into as of June 30, 2010 by and between **COMERICA LEASING CORPORATION** (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. 9 dated as of June 30, 2000 thereto, as amended or supplemented, (collectively, the "Lease") originally covering one-hundred sixty-six (166) 50' 70-ton Plate B cushioned boxcars built in 1969 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, 5, 6, 7, 8, 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 an Assignment of Equipment Lease Schedule Nos. 4 and 9 in respect of the Lease (and the lease of certain other units of railroad rolling stock under schedule no. 4 to such Master Lease Agreement) which was (i) filed at the STB on December 29, 2000 at 11:40 A.M. with secondary recordation number 23008-H and (ii) deposited at the RGC on December 29, 2000;
6. On December 29, 2000, Original Lessor executed a Bill of Sale for the Cars (and certain of such other units of railroad rolling stock) in favor of Lessor which was (i) filed at the STB on December 29, 2000 at 11:51 A.M. with secondary recordation number 23008-I and (ii) deposited at the RGC on December 29, 2000;
7. 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.

**COMERICA LEASING CORPORATION,**

Lessor

By:  \_\_\_\_\_  
Vice President

**WISCONSIN CENTRAL LTD.,**

Lessee

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

CALIFORNIA COUNTY OF ORANGE  
STATE OF MICHIGAN, CITY OF SOUTHFIELD, TO WIT:

On this 20<sup>th</sup> day of July, 2010 before me personally appeared, Elaine L. Wilcox, to me personally known, who being by me duly sworn, says that ~~he~~ she is a Vice President of COMERICA LEASING CORPORATION, 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.



Nancy Ebner  
Notary Public

[Notarial Seal]

My commission expires: April 17, 2011

PROVINCE OF QUEBEC, DISTRICT OF MONTREAL, TO WIT:

On this 28<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.

Cristiana Picelli  
Attorney

Bar Number: 183142-9

ATTACHMENT I

DESCRIPTION OF EQUIPMENT

One hundred sixty-six (166) 50 ft., 70-ton boxcars, Plate B, with cushioned underframes, originally built in 1969, rebuilt to Rule 88 standards in 1990, bearing the following road marks and numbers

WC 028000	WC 028051	WC 028103	WC 028154
WC 028001	WC 028052	WC 028104	WC 028155
WC 028002	WC 028053	WC 028105	WC 028156
WC 028003	WC 028054	WC 028106	WC 028157
WC 028004	WC 028055	WC 028107	WC 028158
WC 028005	WC 028056	WC 028108	WC 028159
WC 028006	WC 028057	WC 028109	WC 028160
WC 028007	WC 028058	WC 028110	WC 028161
WC 028008	WC 028059	WC 028111	WC 028162
WC 028009	WC 028060	WC 028112	WC 028163
WC 028010	WC 028061	WC 028113	WC 028164
WC 028011	WC 028062	WC 028114	WC 028165
WC 028012	WC 028063	WC 028115	WC 028166
WC 028013	WC 028064	WC 028116	WC 028167
WC 028014	WC 028065	WC 028117	WC 028168
WC 028015	WC 028066	WC 028118	WC 028169
WC 028016	WC 028067	WC 028119	
WC 028017	WC 028069	WC 028120	
WC 028018	WC 028070	WC 028121	
WC 028019	WC 028071	WC 028122	
WC 028020	WC 028072	WC 028123	
WC 028021	WC 028073	WC 028124	
WC 028022	WC 028074	WC 028126	
WC 028023	WC 028075	WC 028127	
WC 028024	WC 028077	WC 028128	
WC 028025	WC 028078	WC 028129	
WC 028026	WC 028079	WC 028130	
WC 028027	WC 028080	WC 028131	
WC 028028	WC 028081	WC 028132	
WC 028029	WC 028082	WC 028133	
WC 028030	WC 028083	WC 028134	
WC 028031	WC 028084	WC 028135	
WC 028032	WC 028085	WC 028136	
WC 028033	WC 028086	WC 028137	
WC 028034	WC 028087	WC 028138	
WC 028035	WC 028088	WC 028139	
WC 028036	WC 028089	WC 028140	
WC 028037	WC 028090	WC 028141	
WC 028038	WC 028091	WC 028142	
WC 028039	WC 028092	WC 028143	
WC 028040	WC 028093	WC 028144	
WC 028041	WC 028094	WC 028145	
WC 028042	WC 028095	WC 028146	
WC 028043	WC 028096	WC 028147	
WC 028044	WC 028097	WC 028148	
WC 028045	WC 028098	WC 028149	
WC 028046	WC 028099	WC 028150	
WC 028047	WC 028100	WC 028151	
WC 028048	WC 028101	WC 028152	
WC 028049	WC 028102	WC 028153	