

RECORDED. 23269-14 FILED

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SURFACE TRANSPORTATION BOARD

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

January 21, 2011

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 13), dated as of December 22, 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 related documents which were previously filed with the Board under Recordation Numbers 23269.

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

Lessor:	Winmark Limited Funding, LLC (as successor to Allfirst Bank) 2 Hampshire Street, Ste 101 Foxboro, MA 02035
Lessee:	Wisconsin Central Ltd P O Box 5062 Rosemont IL 60017

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

125 railcars TERMINATED within the series SSAM 33250 - SSAM 33374 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 13).

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

(Schedule 13)

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM is made and entered into as of December 22, 2010 by and between **WINMARK LIMITED FUNDING, LLC** (the "Lessor") and **WISCONSIN CENTRAL LTD.** (the "Lessee").

WITNESSETH:

1. **Allfirst Bank** (the "Original Lessor") and Lessee entered into a Master Lease Agreement dated as of June 30, 2000, Equipment Lease Schedule No. 13 dated as of December 22, 2000 thereto and Amended and Restated Equipment Lease Schedule No. 13 dated as of December 22, 2000 thereto, as amended or supplemented, (collectively, the "Lease") originally covering one-hundred twenty-five (125) 100-ton 4000 cu. ft. steel open top triple hoppers built in 1976 as more particularly described in Attachment 1 hereto (the "Cars") and in the Memorandums described in section 2) below;
2. To evidence the Lease (and the lease of certain other units of railroad rolling stock under schedules nos. 11, 12 and 14 to such Master Lease Agreement), a Memorandum of Lease Agreement dated as of December 22, 2000 and an Amended and Restated Memorandum of Lease Agreement dated as of December 22, 2000 were, respectively, (i) filed at the Surface Transportation Board (the "STB") on December 21, 2000 at 3:00 P.M. and July 6, 2001 at 10:49 A.M. with recordation numbers 23269 and 23269-D and (ii) deposited at the Registrar General of Canada (the "RGC") on December 21, 2000 and July 6, 2001;
3. As of December 22, 2000, **WCL Railcars, Inc.** executed a Bill of Sale for the Cars and an Amended and Restated Bill of Sale for the Cars, (and certain of such other units of railroad rolling stock), in favor of Original Lessor which were, respectively, (i) filed at the STB on December 28, 2000 at 11:24 A.M. and July 6, 2001 at 10:28 A.M. with secondary recordation numbers 23269-B and 23269-C and (ii) deposited at the RGC on December 21, 2000 and July 6, 2001;
4. Original Lessor and **Citizens Leasing Corporation** (the "Second Lessor") entered into certain agreements dated as of July 31, 2002;
5. To evidence the assignment to Second Lessor of the Lease (and the lease of certain other units of railroad rolling stock under schedules nos. 11 and 12 to such Master Lease Agreement) pursuant to such agreements, a Memorandum of Assignment of Lease dated as of July 31, 2002 was (i) filed at the STB on August 2, 2002 at 11:51 A.M. with secondary recordation number 23269-E and (ii) deposited at the RGC on August 7, 2002;
6. Second Lessor and Lessor entered into an Assignment of Account dated July 11, 2004 (pursuant to a Purchase, Sale and Servicing Agreement of even date) in respect of the

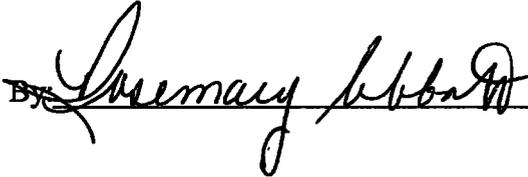
Lease (and the lease of certain other units of railroad rolling stock under schedule no. 13 to such Master Lease Agreement);

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.

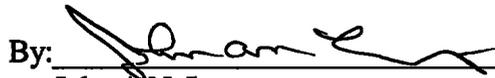
NOW THEREFORE, for good and valuable consideration, Lessor and Lessee hereby agree and acknowledge for the public record that (i) the Lease is terminated (except for such terms thereof which expressly survive termination), (ii) Lessee is now the owner of the Cars and (iii) any security interest in the 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.

WINMARK LIMITED FUNDING, LLC,
Lessor

By:  _____
Rosemary Abbott
Vice President

WISCONSIN CENTRAL LTD.,
Lessee

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

STATE OF Massachusetts, COUNTY of Norfolk, TO WIT:

On this 22 day of December, 2010 before me personally appeared, Rosemary Abbott, to me personally known, who being by me duly sworn, says that he / she is a Vice President of WINMARK LIMITED FUNDING, LLC, 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.



[Notarial Seal]

Alison C. Olden

Notary Public

My commission expires:

11/7/2014

PROVINCE OF QUEBEC, DISTRICT OF MONTREAL, TO WIT:

On this 11th day of ^{*January 2011*} ~~December, 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.

[Handwritten Signature]

Attorney

Bar Number: *168726-2*

DESCRIPTION OF EQUIPMENT

One hundred and twenty-five (125) 100-ton, 4000 cubic foot capacity, steel open top triple hopper cars, with three hoppers and six gates per car and equipped with rotary couplers, originally manufactured in 1976 by Pullman Standard, bearing the following road marks and numbers.

SSAM 33250	SSAM 33275	SSAM 33300	SSAM 33325	SSAM 33350
SSAM 33251	SSAM 33276	SSAM 33301	SSAM 33326	SSAM 33351
SSAM 33252	SSAM 33277	SSAM 33302	SSAM 33327	SSAM 33352
SSAM 33253	SSAM 33278	SSAM 33303	SSAM 33328	SSAM 33353
SSAM 33254	SSAM 33279	SSAM 33304	SSAM 33329	SSAM 33354
SSAM 33255	SSAM 33280	SSAM 33305	SSAM 33330	SSAM 33355
SSAM 33256	SSAM 33281	SSAM 33306	SSAM 33331	SSAM 33356
SSAM 33257	SSAM 33282	SSAM 33307	SSAM 33332	SSAM 33357
SSAM 33258	SSAM 33283	SSAM 33308	SSAM 33333	SSAM 33358
SSAM 33259	SSAM 33284	SSAM 33309	SSAM 33334	SSAM 33359
SSAM 33260	SSAM 33285	SSAM 33310	SSAM 33335	SSAM 33360
SSAM 33261	SSAM 33286	SSAM 33311	SSAM 33336	SSAM 33361
SSAM 33262	SSAM 33287	SSAM 33312	SSAM 33337	SSAM 33362
SSAM 33263	SSAM 33288	SSAM 33313	SSAM 33338	SSAM 33363
SSAM 33264	SSAM 33289	SSAM 33314	SSAM 33339	SSAM 33364
SSAM 33265	SSAM 33290	SSAM 33315	SSAM 33340	SSAM 33365
SSAM 33266	SSAM 33291	SSAM 33316	SSAM 33341	SSAM 33366
SSAM 33267	SSAM 33292	SSAM 33317	SSAM 33342	SSAM 33367
SSAM 33268	SSAM 33293	SSAM 33318	SSAM 33343	SSAM 33368
SSAM 33269	SSAM 33294	SSAM 33319	SSAM 33344	SSAM 33369
SSAM 33270	SSAM 33295	SSAM 33320	SSAM 33345	SSAM 33370
SSAM 33271	SSAM 33296	SSAM 33321	SSAM 33346	SSAM 33371
SSAM 33272	SSAM 33297	SSAM 33322	SSAM 33347	SSAM 33372
SSAM 33273	SSAM 33298	SSAM 33323	SSAM 33348	SSAM 33373
SSAM 33274	SSAM 33299	SSAM 33324	SSAM 33349	SSAM 33374