

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

VIA UPS 2nd DAY AIR

April 20, 2011

Chief, Section of Administration
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Termination of Lease, Lease Supplement and Security Interest

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 Termination, Lease Supplement and Security Interest dated April 1, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memorandum of Lease, Lease Supplement and Security Interest Agreement which was duly filed on April 1, 2004 at 1:20 p.m. with the Surface Transportation Board under Recordation Number 24886.

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

Lessor: Wells Fargo Bank, N.A.
c/o First Union Rail Corporation
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Westran USA Inc.
PO Box 412
Custer, WA 98240-0412

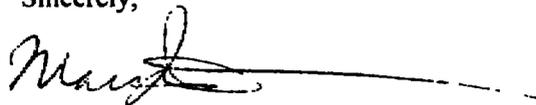
A description of the railroad equipment covered by the enclosed document is seventy one (71) centerbeam flatcars with WCTR marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: **Memorandum of Termination of Lease, Lease Supplement and Security Interest**

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

APR 25 '11 -11 34 AM

MEMORANDUM OF TERMINATION OF LEASE, LEASE SUPPLEMENT AND SECURITY INTEREST

COMMERCIAL TRANSPORTATION BOARD

THIS MEMORANDUM OF TERMINATION OF LEASE, LEASE SUPPLEMENT AND SECURITY INTEREST (the "Memorandum") is made and entered into as of April 1, 2011 by and between Wells Fargo Bank, N.A., as successor in interest to Wachovia Financial Services, Inc., formerly known as First Union Commercial Corporation ("Lessor"), a North Carolina corporation, and Westran USA Inc. ("Lessee"), a Nevada corporation.

WITNESSETH:

WHEREAS, Lessor and Lessee entered into that certain Equipment Lease Agreement dated as of March 31, 2004 (the "Lease Agreement") as supplemented by that Lease Supplement No. 1 dated as of March 31, 2004 (the "Lease Supplement"); the Lease Agreement as supplemented by the Lease Supplement, being referred to herein as the "Lease") between the Lessor and the Lessee, and placing under lease railcars bearing the car numbers as set forth on Schedule 1 attached hereto ("Railcars"), and all additions thereto, alterations thereof, replacements thereof and substitutions therefor;

WHEREAS, Lessor and Lessee entered into that certain Memorandum of Lease, Lease Supplement and Security Interest Agreement dated as of March 31, 2004 (the "Security Agreement"), evidencing the above described lease of such Railcars, which was recorded with the Surface Transportation Board on April 1, 2004 at 1:20 p.m. under Recordation Number 24886, pursuant to the provisions of 49 U.S.C. Section 11301(a) and 49 CFR 1177.3 (c) and filed with the Registrar General of Canada on April 1, 2004 at 4:04 p.m.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed, by their respective officers duly authorized as of the date and year first above written, to evidence upon the public record, the termination of such lease of such Railcars.

IN WITNESS WHEREOF, the parties wish to show for the public record the termination of the aforesaid Lease, Security Agreement and the security interest of the Lessor in the Railcars bearing the car numbers as set forth on Schedule 1 hereto, all replacements and substitutions therefore and all proceeds thereof and accordingly have cause this Memorandum of Termination of Lease, Lease Supplement and Security Interest to be executed by their officers thereunto duly authorized, as of the date first above written.

The Lessor hereby acknowledges that all obligations of the Lessee under the Lease and the Security Agreement have been duly performed and satisfied and that there remain no further obligations on the part of the Lessee under the Lease and the Security Agreement.

LESSOR:

WELLS FARGO BANK, N.A.

By: RICHARD F. LEYMON
VICE PRESIDENT SILENT

Name: _____

Designated Signer: Richard F. Leymon

LESSEE:

WESTRAN USA, INC.

By: Edward C. Little

Name: EDWARD C. LITTLE

Title: PRESIDENT

STATE OF ILLINOIS)

COUNTY OF COOK) ss:

I, GEORGIA FREIBURGER, a Notary Public of the State and County aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum.

WITNESS my hand and official stamp or seal, this 19th day of April, 2011.

[Signature]
Notary Public

My Commission Expires:
6-2012



PROVINCE OF BRITISH COLUMBIA)

CITY OF VANCOUVER) ss:

I, KENNETH H. VOLKENANT, a Commissioner of Oaths for the Province aforesaid, certify that EDWARD C. LITTLE personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum.

WITNESS my hand and official stamp or seal, this 19th day of April, 2011.

[Signature]
Notary Public

My Commission Expires:
for life

KENNETH H. VOLKENANT
Barrister & Solicitor
#5-15243-91 Avenue
Surrey, BC, V3R 8P8
Tel: 604-953-1500

