

RECORDATION NO 30389

FILED

September 20, 2012 08:00 AM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD

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OF COUNSEL  
URBAN A. LESTER

September 20, 2012

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 eight (8) copies of a Memorandum of Lease of Railroad Equipment No. 1, dated as of September 20, 2012, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Lessor: JPMorgan Chase Bank, N.A.  
1111 Polaris Parkway, Suite 3A  
Columbus, Ohio 43240

Lessee: Wisconsin Central Ltd.  
c/o Canadian National Railway Company  
935 de la Gauchetiere Street West  
Montreal, Quebec  
Canada H3W 2N1

Chief  
Section of Administration  
September 22, 2012  
Page 2

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

232 70-ton 1,150 cu. ft. bottom dump ore railcars: DMIR 71204 – DMIR 71435.

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

Memorandum of Lease of Railroad Equipment No. 1.

Also enclosed is a check in the amount of \$42.00 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,



✓ Edward M. Luria

EML/sem  
Enclosures

September 20, 2012 08:00 AM

**MEMORANDUM OF SURFACE TRANSPORTATION BOARD  
EQUIPMENT NO. 1** dated as of September 20, 2012,  
between **Wisconsin Central Ltd.**, an Illinois  
corporation (hereinafter called the **Lessee**), and  
**JPMorgan Chase Bank, N.A.**, a United States national  
association (hereinafter called the **Owner**).

**WHEREAS**, the Lessee and the Owner have entered into that certain Lease of Railroad Equipment No. 1 dated as of September 20, 2012 (hereinafter called the **Lease**), covering the two-hundred thirty-two (232) 70-ton 1,150 cu. ft. bottom dump ore cars built by American Railcar Industries Inc. in 2012 marked and numbered **DMIR 71204 to DMIR 71435 inclusive**, and all additions and alterations thereto, replacements thereof and substitutions therefor;

**IN WITNESS WHEREOF**, the parties wish to show for the public record the leasing of said ore cars from the Owner to the Lessee, the ownership of said ore cars by the Owner, the leasehold interest therein of the Lessee, the rights of the Lessee from time to time to purchase said ore cars and, accordingly have caused this Memorandum to be executed by the Owner and the Lessee, as their free act and deed, by their officers thereunto duly authorized, each officer bearing the title set forth beneath his / her name below, as of the date first above written and each such officer declares pursuant to 28 U.S.C. §1746 under penalty of perjury that the foregoing is a true and correct document.

This Memorandum may be executed in any number of counterparts and by the different parties hereto on separate counterparts, all of which together shall constitute a single agreement.

**Wisconsin Central Ltd.**

By:   
Name: John Lamont  
Title: Sr. Manager Asset Finance

**JPMorgan Chase Bank, N.A.**

By: \_\_\_\_\_  
Name:  
Title:

**MEMORANDUM OF LEASE OF RAILROAD  
EQUIPMENT NO. 1** dated as of September 20, 2012,  
between **Wisconsin Central Ltd.**, an Illinois  
corporation (hereinafter called the **Lessee**), and  
**JPMorgan Chase Bank, N.A.**, a United States national  
association (hereinafter called the **Owner**).

**WHEREAS**, the Lessee and the Owner have entered into that certain Lease of Railroad Equipment No. 1 dated as of September 20, 2012 (hereinafter called the **Lease**), covering the two-hundred thirty-two (232) 70-ton 1,150 cu. ft. bottom dump ore cars built by American Railcar Industries Inc. in 2012 marked and numbered **DMIR 71204 to DMIR 71435 inclusive**, and all additions and alterations thereto, replacements thereof and substitutions therefor;

**IN WITNESS WHEREOF**, the parties wish to show for the public record the leasing of said ore cars from the Owner to the Lessee, the ownership of said ore cars by the Owner, the leasehold interest therein of the Lessee, the rights of the Lessee from time to time to purchase said ore cars and, accordingly have caused this Memorandum to be executed by the Owner and the Lessee, as their free act and deed, by their officers thereunto duly authorized, each officer bearing the title set forth beneath his / her name below, as of the date first above written and each such officer declares pursuant to 28 U.S.C. §1746 under penalty of perjury that the foregoing is a true and correct document.

This Memorandum may be executed in any number of counterparts and by the different parties hereto on separate counterparts, all of which together shall constitute a single agreement.

**Wisconsin Central Ltd.**

By: \_\_\_\_\_  
Name: John Lamont  
Title: Sr. Manager Asset Finance

**JPMorgan Chase Bank, N.A.**

By: Terri E. Sayers  
Name: Terri E. Sayers  
Title: Authorized Officer