

RECORDATION NO 23008-X

FILED

January 14, 2013 09:00 AM

SURFACE TRANSPORTATION BOARD

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)

OF COUNSEL
URBAN A. LESTER

January 14, 2013

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 (Schedule 10), dated as of December 31, 2012, 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 previously filed with the Board under Recordation Numbers 23008.

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

Lessor: Fifth Third Bank, The
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
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A description of the railroad equipment covered by the enclosed document is:

16 GP-40 locomotives within the series WC 3000 - WC 3025 as set forth in the document TERMINATED.

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

Memorandum of Termination of Lease (Schedule 10).

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,

A handwritten signature in black ink, appearing to read 'E. M. Luria', written in a cursive style.

Edward M. Luria

EML/sem
Enclosures

SURFACE TRANSPORTATION BOARD
MEMORANDUM OF TERMINATION OF LEASE

(Schedule 10)

THIS MEMORANDUM is made and entered into as of December 31, 2012 by and between **THE FIFTH THIRD LEASING COMPANY** (the "Lessor") and **WISCONSIN CENTRAL LTD.** (the "Lessee").

WITNESSETH:

1. **Allfirst Bank** ("Allfirst") and Lessee entered into a Master Lease Agreement dated as of June 30, 2000, and Equipment Lease Schedule No. 10 dated as of June 30, 2000 thereto, as amended or supplemented, (collectively, the "Lease") originally covering sixteen (16) General Motors EMD locomotives marked WC 3000, WC 3002 to 3007, WC 3009, WC 3011 to 3012, WC 3014, WC 3017 and WC 3022 to 3025 (the "Locomotives") 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 9 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 Locomotives (and certain of such other units of railroad rolling stock) in favor of Allfirst 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. Allfirst and **ICX Corporation** ("ICX") entered into a Transfer Agreement dated as of August 30, 2000 (the "Transfer Agreement") in respect of the Lease (and the lease of certain other units of railroad rolling stock under schedules nos. 1, 2 and 8 to such Master Lease Agreement);
5. To evidence the Transfer Agreement, a Memorandum of Assignment of Schedule No. 1, Schedule No. 2, Schedule No. 8 and Schedule No. 10 to Master Lease Agreement dated as of August 30, 2000 was (i) filed at the STB on August 30, 2000 at 11:06 A.M. with secondary recordation number 23008-B and (ii) deposited at the RGC on August 30, 2000;
6. On August 30, 2000, Allfirst executed a Bill of Sale for the Locomotives (and certain of such other units of railroad rolling stock) in favor of ICX which was filed at the STB on August 30, 2000 at 11:07 A.M. with secondary recordation number 23008-C;

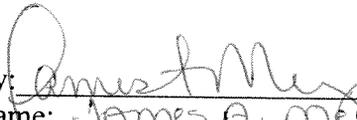
7. Allfirst and ICX entered into a Memorandum of Modification to a Memorandum of Assignment of Schedule No. 1, Schedule No. 2, Schedule No. 8 and Schedule No. 10 to Master Lease Agreement dated as of August 31, 2000 which was (i) filed at the STB on September 5, 2000 at 3:06 P.M. with secondary recordation number 23008-D and (ii) deposited at the RGC on September 5, 2000;
8. Allfirst and ICX entered into a Memorandum of Modification to Bill of Sale dated as of August 31, 2000 which was filed at the STB on September 5, 2000 at 3:06 P.M. with secondary recordation number 23008-E;
9. ICX and Lessor entered into a Master Sale Agreement dated as of March 28, 2005 (the "Master Sale Agreement") in respect of the Lease (and certain other leases);
10. To evidence the Master Sale Agreement as it pertained to the Lease, a Memorandum of Assignment of Schedule No. 10 to Master Lease Agreement (i) dated as of June 22, 2005 was filed at the STB on June 23, 2005 at 11:20 A.M. with secondary recordation number 23008-N and (ii) dated as of June 23, 2005 was deposited at the RGC on June 23, 2005;
11. As of the date hereof, Lessor and Lessee desire to terminate the Lease of the Locomotives.

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) and (ii) any security interest in the Locomotives is hereby released.

[Execution on next page.]

IN WITNESS WHEREOF, the parties the parties wish to show for the public record the termination of the Lease and, accordingly each of the parties hereto has caused this instrument to be executed as of the date first above written by its officers thereunto duly authorized, each such officer bearing the title set forth below, 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.

THE FIFTH THIRD LEASING COMPANY,
Lessor

By: 
Name: JAMES A. MEGE
Title: Vice President

WISCONSIN CENTRAL LTD.,
Lessee

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