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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

December 20, 2016

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 two (2) copies of a Memorandum of Lease Rider No. 12, dated as of November 17, 2016, 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: Greenbrier Leasing Company LLC
One Centerpointe Drive, Suite 200
Lake Oswego, OR 97035

Lessee: Wisconsin Central Ltd.
935 de la Gauchetiere St. West
Montreal, Quebec H3B 2M9
Canada

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

48 Multi-Max bi-level auto racks: GTW 695766 – GTW 695813, inclusive.

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

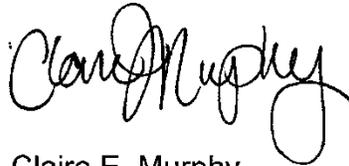
Memorandum of Lease Rider No. 12.

Section Chief
December 20, 2016
Page 2

Also enclosed is a check in the amount of \$45.00 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 "Claire E. Murphy". The signature is written in a cursive style with a large, looped "M" and "y".

Claire E. Murphy

CEM
Enclosures

MEMORANDUM OF LEASE

RIDER NO. 12

This is a Memorandum of Rider No. 12 dated effective November 17, 2016, to a Lease Agreement made and entered into as of October 1, 2003, by and between Greenbrier Leasing Company LLC, an Oregon limited liability company formerly known as Greenbrier Leasing Corporation ("Lessor") and Wisconsin Central Ltd., a Delaware corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor forty-eight (48) Multi-Max bi-level auto racks bearing marks and numbers as identified in the Rail Equipment List attached hereto as Exhibit A.
2. Rider No. 12 to the Lease Agreement will be effective as of the date first set forth hereinabove and will remain in effect through the lease term, as described in the Lease Agreement and Rider No. 12, as each may be amended from time to time.

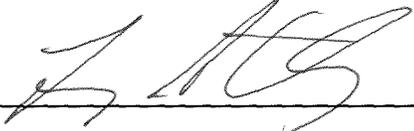
IN WITNESS WHEREOF, each party, pursuant to due authority, has caused this instrument to be signed by its authorized officer or other employee, and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below, that the execution of this instrument was the free act of the entity, that the foregoing is true and correct and that this instrument was executed effective on the date first above written.

LESSOR:

LESSEE:

GREENBRIER LEASING COMPANY LLC

WISCONSIN CENTRAL LTD.

BY:  _____

BY:  _____ TY

NAME: Larry Stanley

NAME: JEAN-FRANÇOIS GUY
Assistant Treasurer

TITLE: Senior Vice President

TITLE: _____

EXHIBIT A

RAIL EQUIPMENT LIST

GTW 695766 through GTW 695813, inclusive.

A handwritten signature or set of initials, possibly 'J.B.', located in the bottom right corner of the page.

CERTIFICATION

I, Claire E. Murphy, an attorney licensed to practice in the State of New York and the State of New Jersey, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: December 20, 2016



Claire E. Murphy