

RECORDATION NO. 25006 FILED ^B

DEC 04 '09 -10 05 AM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

December 4, 2009

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 Notice of Termination of Lease, dated as of November 30, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memoranda of Lease Schedule No. 2 and Assignment previously filed under Recordation Numbers 25006 and 25006-A.

The name and address of the party to the enclosed document are:

Lessor: Wells Fargo Equipment Finance, Inc.
733 Marquette Avenue So., Suite 700,
Minneapolis MN 55402

[Lessee: Soo Line Railway Company
c/o Canadian Pacific Railway
Gulf Canada Square
401 - 9th Avenue SW
Calgary, Alberta T2P 4Z4 Canada]

Section Chief
December 4, 2009
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A description of the railroad equipment covered by the enclosed document is:

111 flatcars (and attached tri-level autotracks) within the series SOO 515936 - SOO 516099 as more particularly set forth in the equipment schedule attached to the document.

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

Notice of Termination of Lease.

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

DEC 04 '09 -10 05 AM

NOTICE OF TERMINATION OF LEASE SURFACE TRANSPORTATION BOARD

The undersigned, Wells Fargo Equipment Finance, Inc., a Minnesota corporation (and successor in interest through assignments from M&T Credit Services, LLC ("M&T") (the successor by merger of M&T Credit Corporation)) (the "Lessor") publishes this notice that the Master Railcar Lease Agreement made as of June 15, 2004 (the "Lease"), together with Schedule No. 1, made as of June 15, 2004, and Schedule No. 2 made as of June 15, 2004 related thereto (each, individually, a "Lease Schedule" and, collectively, the "Lease Schedules") between the Lessor and Son Line Railroad Company, a Minnesota corporation, as lessee (the "Lessee"), with respect to the 222 railcars identified on Exhibit A hereto (collectively the "Equipment") has been terminated.

The Lessor hereby acknowledges (a) that Lessee has purchased substantially all of the Equipment still subject to the Lease, (b) that all obligations of the Lessee under the Lease and other related documents have been duly performed and satisfied and that there remain no further obligations on the part of the Lessee under the Lease and other related documents except those terms of the Lease and the other related documents that by their express terms survive termination and (c) the release of all liens and security interests, if any, created by the below referenced filings with the United States Surface Transportation Board (the "STB") and the Register General of Canada ("RGC") pursuant to Section 105 of the Canada Transportation Act.

The Lease Schedules were duly filed with the STB and the RGC on the dates and under the recordation numbers or document keys as follows, covering the Equipment identified on Exhibit A attached hereto:

- i) Memorandum of Lease Schedule No. 1, made as of June 15, 2004, between Lessor and Lessee, filed with the STB on June 24, 2004 at 5:41 p.m. under Rec. No. 25005 and with the RGC under document key 15514, covering 111 flatcars (and attached tri-level autoracks) within the series SOO 515800 - SOO 515935;
- ii) Memorandum of Lease Schedule No. 2, made as of June 15, 2004, between Lessor and Lessee, filed with the STB on June 24, 2004 at 5:46 p.m. under Rec. No. 25006 and with the RGC under document key 15515, covering 111 flatcars (and attached tri-level autoracks) within the series SOO 515936 - SOO 516099;

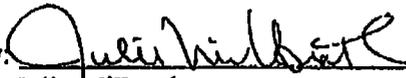
As described above, M&T assigned the Lease and the Lease Schedules to Lessor pursuant to those certain two (2) Assignments of Railcar Lease between M&T and Lessor dated July 15, 2005, duly filed on the dates under recordation numbers as follows:

- (i) Memorandum of Assignment of Railcar Lease by and between M&T and Lessor dated July 15, 2005, filed with the STB on July 21, 2005 at 10:07 a.m. under Rec. No. 25005-A and with the RGC under document key 16729, covering 110 flatcars (and attached tri-level autoracks) within the series SOO 515800 - SOO 515935.
- (ii) Memorandum of Assignment of Railcar Lease by and between M&T and Lessor dated July 15, 2005, filed with the STB on July 21, 2005 at 9:58 a.m. under Rec. No. 25006-A and with the RGC under document key 16728, covering 111 flatcars (and attached tri-level autoracks) within the series SOO 515936 - SOO 516099.

The Lessor does hereby authorize the filing and recording of this Notice with the STB and the RGC in order to give effect to the foregoing

IN WITNESS WHEREOF, Lessor has caused this instrument to be executed by its officer thereunto duly authorized this 30th day of November, 2009.

WELLS FARGO EQUIPMENT FINANCE, INC.

By: 

Julie Milbrath

Title: Assistant Vice President

EXHIBIT A NOTICE OF TERMINATION OF LEASE

| <u>Car Mark & Number</u> |
|------------------------------|------------------------------|------------------------------|------------------------------|
| SOO 515936 | SOO 516011 | SOO 516052 | SOO 516091 |
| SOO 515937 | SOO 516012 | SOO 516053 | SOO 516092 |
| SOO 515938 | SOO 516013 | SOO 516055 | SOO 516093 |
| SOO 515939 | SOO 516015 | SOO 516056 | SOO 516094 |
| SOO 515971 | SOO 516016 | SOO 516057 | SOO 516095 |
| SOO 515972 | SOO 516017 | SOO 516058 | SOO 516096 |
| SOO 515973 | SOO 516018 | SOO 516059 | SOO 516098 |
| SOO 515974 | SOO 516019 | SOO 516060 | SOO 516099 |
| SOO 515975 | SOO 516021 | SOO 516061 | |
| SOO 515977 | SOO 516022 | SOO 516062 | |
| SOO 515978 | SOO 516025 | SOO 516063 | |
| SOO 515981 | SOO 516026 | SOO 516064 | |
| SOO 515983 | SOO 516027 | SOO 516065 | |
| SOO 515984 | SOO 516028 | SOO 516066 | |
| SOO 515985 | SOO 516029 | SOO 516067 | |
| SOO 515986 | SOO 516031 | SOO 516068 | |
| SOO 515988 | SOO 516032 | SOO 516070 | |
| SOO 515989 | SOO 516033 | SOO 516071 | |
| SOO 515990 | SOO 516034 | SOO 516072 | |
| SOO 515992 | SOO 516035 | SOO 516074 | |
| SOO 515994 | SOO 516036 | SOO 516076 | |
| SOO 515995 | SOO 516037 | SOO 516077 | |
| SOO 515996 | SOO 516038 | SOO 516078 | |
| SOO 515997 | SOO 516039 | SOO 516079 | |
| SOO 515998 | SOO 516040 | SOO 516081 | |
| SOO 515999 | SOO 516041 | SOO 516082 | |
| SOO 516000 | SOO 516042 | SOO 516083 | |
| SOO 516001 | SOO 516044 | SOO 516084 | |
| SOO 516002 | SOO 516046 | SOO 516085 | |
| SOO 516004 | SOO 516047 | SOO 516086 | |
| SOO 516006 | SOO 516048 | SOO 516087 | |
| SOO 516008 | SOO 516049 | SOO 516088 | |
| SOO 516009 | SOO 516050 | SOO 516089 | |
| SOO 516010 | SOO 516051 | SOO 516090 | |
| | | | |

SOO 515970

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, 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

12/4/09



Robert W Alvord