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

January 7, 2015

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 and Assignment and Assumption of Lease, dated as of December 23, 2014, 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:

Transferor: GATX Rail Canada Corporation  
222 West Adams Street, Suite 500  
Chicago, IL 60606

Transferee: Rio Grande Chemical, Ltd.  
901 Lindberg Avenue  
McAllen, TX 78501

[Lessee: ENX Inc.  
9429 148 Street  
Edmonton, Alberta T5R 1A7]

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

50 covered hopper railcars: CGLX 5640 CGLX 5689, inclusive

Section Chief  
January 7, 2015  
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A short summary of the document to appear in the index is:

Memorandum of Lease and Assignment and Assumption of Lease.

Also enclosed is a check in the amount of \$43.00 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,

  
for

Edward M. Luria

EML/cem  
Enclosures

**MEMORANDUM OF LEASE AND  
ASSIGNMENT AND ASSUMPTION OF LEASE**

THIS MEMORANDUM OF LEASE AND ASSIGNMENT AND ASSUMPTION OF LEASE dated as of December 23, 2014, is made by GATX Rail Canada Corporation, a corporation having its registered office in Montreal, Quebec with an address at 222 West Adams Street, Suite 500, Chicago, Illinois 60606 ("*Transferor*"), Rio Grande Chemical, Ltd., a Texas limited partnership, with an address at 901 Lindberg Avenue, McAllen, Texas 78501 ("*Transferee*"), ENX Inc., a corporation having its principal office at Edmonton, Alberta with an address at 9429 148 Street, Edmonton, Alberta T5R 1A7 ("*Lessee*" and, together with Transferor and Transferee, the "*Parties*").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, Transferor and Transferee have entered into that certain Purchase Agreement (the "*Purchase Agreement*") dated as of December 23, 2014 relating to the sale by Transferor to Transferee of fifty (50) railcars identified in Exhibit A hereto (the "*Cars*"), and the assignment by Transferor and assumption by Transferee of Transferor's right, title and interest in, and obligations under that certain Rider No. 05 dated as of June 16, 2006 (the "*Rider*"), to the Master Railcar Lease Agreement 7189 dated as of August 11, 2004, by and between Transferor as lessor and ENX Inc. as lessee (the "*Lease Agreement*"), as it relates to the Cars, with respect to periods on and after the Closing Date (as defined in the Purchase Agreement) (the "*Assigned Interests*");

WHEREAS, pursuant to the Purchase Agreement and an Assignment and Assumption Agreement of even date therewith (the "*Assignment Agreement*"), Assignee has acquired the Assigned Interests as of the Closing Date;

WHEREAS, the Cars are currently subject to the Rider and the Lease Agreement; and

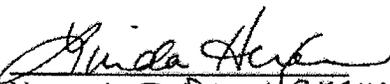
WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Rider, the Lease Agreement and the assignment by Transferor of its right, title and interest in the Cars and in the Assigned Interests, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration the receipt and sufficiency of which is hereby acknowledged by each of the Parties hereto, by this instrument (i) Lessee and Transferor hereby confirm the Rider and the Lease Agreement in respect of the Cars, and (ii) Transferor and Transferee hereby confirm Transferor's sale of the Cars to Transferee and the assignment to Transferee of Transferor's right, title and interest in, and obligations under, the Rider and the Lease Agreement as each relates to the Cars, with respect to periods on and after the Closing Date.

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum of Assignment and Assumption of Lease to be executed by a duly authorized officer as of the day and year first above written.

*I certify that I hold the title set forth below, that this instrument was signed on behalf of Transferor by authority of its Authorized Person and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Transferor. I further declare under penalty of perjury that the foregoing is true and correct.*

GATX RAIL CANADA CORPORATION

By:   
Name: LINDA HEXEM  
Title: VICE PRESIDENT

*I certify that I hold the title set forth below, that this instrument was signed on behalf of Transferee by authority of its Authorized Person and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Transferee. I further declare under penalty of perjury that the foregoing is true and correct.*

RIO GRANDE CHEMICAL, LTD.

By: Rio Grande Transportation (GP), LLC

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

*I certify that I hold the title set forth below, that this instrument was signed on behalf of Lessee by authority of its Authorized Person and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Lessee. I further declare under penalty of perjury that the foregoing is true and correct.*

ENX INC.

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

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum of Assignment and Assumption of Lease to be executed by a duly authorized officer as of the day and year first above written.

*I certify that I hold the title set forth below, that this instrument was signed on behalf of Transferor by authority of its Authorized Person and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Transferor. I further declare under penalty of perjury that the foregoing is true and correct.*

GATX RAIL CANADA CORPORATION

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

*I certify that I hold the title set forth below, that this instrument was signed on behalf of Transferee by authority of its Authorized Person and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Transferee. I further declare under penalty of perjury that the foregoing is true and correct.*

RIO GRANDE CHEMICAL, LTD.

By: Rio Grande Transportation (GP), LLC

By:   
Name: MICHAEL DOCKMAN  
Title: P.E.O.

*I certify that I hold the title set forth below, that this instrument was signed on behalf of Lessee by authority of its Authorized Person and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Lessee. I further declare under penalty of perjury that the foregoing is true and correct.*

ENX INC.

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

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum of Assignment and Assumption of Lease to be executed by a duly authorized officer as of the day and year first above written.

*I certify that I hold the title set forth below, that this instrument was signed on behalf of Transferor by authority of its Authorized Person and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Transferor. I further declare under penalty of perjury that the foregoing is true and correct.*

GATX RAIL CANADA CORPORATION

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

*I certify that I hold the title set forth below, that this instrument was signed on behalf of Transferee by authority of its Authorized Person and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Transferee. I further declare under penalty of perjury that the foregoing is true and correct.*

RIO GRANDE CHEMICAL, LTD.

By: Rio Grande Transportation (GP), LLC

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

*I certify that I hold the title set forth below, that this instrument was signed on behalf of Lessee by authority of its Authorized Person and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Lessee. I further declare under penalty of perjury that the foregoing is true and correct.*

ENX INC.

By:   
Name:  
Title: President

**EXHIBIT A**

<b>LESSEE / LEASE</b>	<b>CAR DESCRIPTION</b>	<b>REPORTING MARKS &amp; NUMBERS</b>
ENX Inc. Rider No. 05 dated as of June 16, 2006 to Master Lease Agreement 7189 dated as of August 11, 2004 between GATX Rail Canada Corporation and ENX Inc.	Fifty (50) 3220 cf. covered hopper railcars, 286,000 lbs. GRL	CGLX 5640-5689, inclusive

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: 1/2/15

Edward M Luria  
Edward M. Luria