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

September 10, 2014

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 Agreement, dated as of September 9, 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:

Lessor:	Element Fleet Management Inc. 4 Robert Speck Parkway, Suite 900 Mississauga, Ontario L4Z 1S1 Canada
Lessee:	Cando Rail Services, Ltd. (formerly Cando Contracting Ltd.) 740 Rosser Avenue, 4th Floor Brandon, Manitoba. R7A 0K9

Chief, Section of Administration
September 10, 2014
Page 2

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

18 railcars: CCGX 4119 and CCGX 500001 – CCGX 500017 (previously marked and numbered CN 4119 and within the series ATW 415 – ATW 434 as set forth in the attachment to the document); and two Titan mobile railcar movers: 99343 and 99306.

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

Memorandum of Lease Agreement.

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,



Edward M. Luria

EML/bhs
Enclosures

MEMORANDUM OF LEASE AGREEMENT

dated as of September 9th, 2014

between

CANDO RAIL SERVICES LTD. (formerly CANDO CONTRACTING LTD.)
as Lessee

and

ELEMENT FLEET MANAGEMENT INC.
as Lessor

FILED WITH THE REGISTRAR GENERAL OF CANADA PURSUANT TO SECTION 105
OF THE CANADA TRANSPORTATION ACT

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of September 8th, 2014 by and between Cando Rail Services Ltd.(formerly Cando Contracting Ltd.) (“Lessee”) and Element Fleet Management Inc. (“Lessor”), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain rail stock described on Exhibit No. 1 attached hereto (the “Rail stock”).

All of such rail stock are more fully described in that certain Motor Vehicle Lease Agreement dated June 19, 2003 as amended (together with all of the riders, schedules and other attachments thereto, collectively, the “Lease”), each between Lessor and Lessee.

2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

ELEMENT FLEET MANAGEMENT NC.

Per: 

Name:

Louis Trudelle

Title:

Managing Director, Operations
& Chief Compliance Officer

Per: 

Name:

Ralph Parry

Title:

VP of Credit

RALPH PARRY

**CANDO RAIL SERVICES LTD. (former VICE PRESIDENT, CREDIT
CANDO CONTRACTING LTD.)**

Per: 

Name:

Terry Carlisle

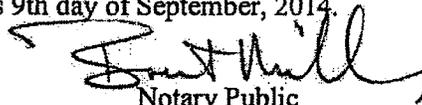
Title:

CFO

PROVINCE OF MANITOBA
CITY OF BRANDON

BEFORE ME, a Notary Public of the Province of *Manitoba* aforesaid, personally appeared *Terry Carlisle*, who upon oath, acknowledged himself to be the CFO of CANDO RAIL SERVICES LTD. (formerly CANDO CONTRACTING LTD.), a private corporation, and that he as such officer being authorized to do so, executed the foregoing Memorandum of Lease Agreement for the purposes therein contained by signing the name of *Terry Carlisle* by himself as such officer of CANDO RAIL SERVICES LTD. (formerly CANDO CONTRACTING LTD.)

WITNESS my hand and official seal this 9th day of September, 2014.


Notary Public

MY COMMISSION EXPIRES:

N/A

John Brent Mills, Q.C.
Manitoba Practicing Lawyers
and Notary Public
4th Floor - 740 Rosser Ave
Brandon, MB R7A 0K9

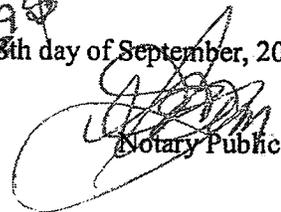
John Brent Mills, Q.C.
Manitoba Practicing Lawyers
and Notary Public
4th Floor - 740 Rosser Ave
Brandon, MB R7A 0K9

ACKNOWLEDGMENT

PROVINCE OF Ontario
CITY OF Mississauga

BEFORE ME, a Notary Public of the Province of Ontario aforesaid, personally appeared Ralph Parry, who upon oath, acknowledged himself to be the Vice President of Risk of ELEMENT FLEET MANAGEMENT, INC., a public corporation, and that he as such officer being authorized to do so, executed the foregoing Memorandum of Lease Agreement for the purposes therein contained by signing the name of Ralph Parry by himself as such officer of ELEMENT FLEET MANAGEMENT, INC.

WITNESS my hand and official seal this ^{9th} 8th day of September, 2014.



Notary Public

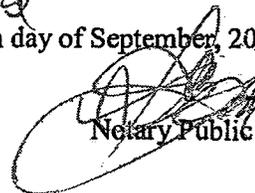
MY COMMISSION EXPIRES:

N/A

PROVINCE OF Ontario
CITY OF Mississauga

BEFORE ME, a Notary Public of the Province of Ontario aforesaid, personally appeared Louis Trudelle, who upon oath, acknowledged himself to be the Managing Director and Chief Compliance Officer of ELEMENT FLEET MANAGEMENT, INC., a public corporation, and that he as such officer being authorized to do so, executed the foregoing Memorandum of Lease Agreement for the purposes therein contained by signing the name of Louis Trudelle by himself as such officer of ELEMENT FLEET MANAGEMENT, INC.

WITNESS my hand and official seal this ^{9th} 8th day of September, 2014.



Notary Public

MY COMMISSION EXPIRES:

N/A

EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF RAIL STOCK

OLD

NEW

Qty	Initial	No.
1	ATW	415
2	ATW	416
3	ATW	417
4	ATW	418
5	ATW	419
6	ATW	420
7	ATW	422
8	ATW	423
9	ATW	424
10	ATW	425
11	ATW	427
12	ATW	428
13	ATW	429
14	ATW	430
15	ATW	431
16	ATW	432
17	ATW	434
18	CN	4119

Qty	Initial	No.
1	CCGX	500001
2	CCGX	500002
3	CCGX	500003
4	CCGX	500004
5	CCGX	500005
6	CCGX	500006
7	CCGX	500007
8	CCGX	500008
9	CCGX	500009
10	CCGX	500010
11	CCGX	500011
12	CCGX	500012
13	CCGX	500013
14	CCGX	500014
15	CCGX	500015
16	CCGX	500016
17	CCGX	500017
18	CCGX	4119

13	OTHER	TRACKMOBILE	TITAN	MOBILE RAILCAR MOVER	99343
13	OTHER	TRACKMOBILE	TITAN	MOBILE RAILCAR MOVER	99306

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: September 10, 2014 Edward M Luria
Edward M. Luria