



RECORDATION NO. 31483 FILED

November 14, 2014 03:41 PM

SURFACE TRANSPORTATION BOARD

Mitsui Rail Capital, LLC
100 South Wacker Drive
Suite 1800
Chicago, Illinois 60606

Main (312) 803-8880

Fax (312) 803-8890

November 14, 2014

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Section Chief:

Please find attached one (1) copy of a Memorandum of Lease Agreement dated August 15, 2014 between the following parties:

Lessor: Mitsui Rail Capital, LLC
71 S. Wacker Drive, Suite 1800
Chicago, IL 60606

Lessee: Cape Breton & Central Nova Scotia Railway Limited
121 King Street
Stellarton, Nova Scotia B0K 1S0
Canada

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

(49) 50'6" Plate F Box Cars as more particularly set forth in the exhibit attached to the document within the series AOK 473253 - AOK 473399, non-inclusive.

This filing is to appear in the index as follows: Memorandum of Lease Agreement.

Please file this as a primary document as defined in the Board's Rules for the Recordation of Documents. The filing fee in the amount of \$43.00 can be charged to our account.

Should you have any questions or need further information, please do not hesitate to contact me at (312) 803-8836.

Sincerely,

/S/ Christine Peterson

Christine Peterson
Manager, Contract Administration

Enclosure

**MEMORANDUM OF LEASE AGREEMENT
BETWEEN
MITSUI RAIL CAPITAL, LLC
("LESSOR")**

**AND
CAPE BRETON & CENTRAL NOVA SCOTIA RAILWAY LIMITED
("LESSEE")**

AUGUST 15, 2014



This Memorandum of Lease Agreement made and entered into as of August 15, 2014 by and between Mitsui Rail Capital, LLC, a Delaware limited liability company, ("**Lessor**") and Cape Breton & Central Nova Scotia Railway Limited, a Canada corporation ("**Lessee**").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor forty-nine (49) 2005 Trinity built, 50'6" Plate F Box Car, 108-Ton with 10' Plug Door Railcars bearing marks and numbers as follows:

See attached Exhibit 1

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

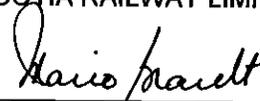
LESSOR:

MITSUI RAIL CAPITAL, LLC

By: 
Print Name: Daniel P. Renovich
Title: President

LESSEE:

CAPE BRETON & CENTRAL
NOVA SCOTIA RAILWAY LIMITED

By: 
Print Name: MARIO BRAULT
Title: PRESIDENT

STATE OF ILLINOIS

COUNTY OF COOK

On this 21st day of August, 2014, before me personally appeared Daniel P. Penovich, to me personally known, who being by me duly sworn, says that he is the President of Mitsui Rail Capital, LLC that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Christine C Peterson
NOTARY PUBLIC

My commission expires: 7/26/16



PROVINCE
STATE OF QUEBEC

COUNTY OF _____

On this 19 day of AUGUST, 2014, before me personally appeared MARIO BEAULT, to me personally known, who being by me duly sworn, says that he is the PRESIDENT of Cape Breton & Central Nova Scotia Railway Limited that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

[Signature]
NOTARY PUBLIC

My commission expires:

JUNE 18, 2016



EXHIBIT 1
CAR MARKS AND NUMBERS

<u>Count</u>	<u>Mark</u>	<u>Number</u>	<u>Count</u>	<u>Mark</u>	<u>Number</u>
1	AOK	473253	26	AOK	473343
2	AOK	473258	27	AOK	473345
3	AOK	473260	28	AOK	473347
4	AOK	473261	29	AOK	473348
5	AOK	473264	30	AOK	473350
6	AOK	473266	31	AOK	473352
7	AOK	473270	32	AOK	473356
8	AOK	473279	33	AOK	473364
9	AOK	473280	34	AOK	473368
10	AOK	473281	35	AOK	473371
11	AOK	473283	36	AOK	473372
12	AOK	473284	37	AOK	473373
13	AOK	473287	38	AOK	473375
14	AOK	473295	39	AOK	473377
15	AOK	473296	40	AOK	473381
16	AOK	473299	41	AOK	473383
17	AOK	473306	42	AOK	473384
18	AOK	473312	43	AOK	473386
19	AOK	473318	44	AOK	473392
20	AOK	473319	45	AOK	473393
21	AOK	473322	46	AOK	473394
22	AOK	473324	47	AOK	473397
23	AOK	473325	48	AOK	473398
24	AOK	473333	49	AOK	473399
25	AOK	473342			