

April 8, 2016 01:00 PM

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

April 8, 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, dated as of March 31, 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 re:

Lessor: PNC Equipment Finance
The Exchange Tower
130 King Street West, Suite 2140
Toronto, ON M5X 1E4

Lessee: American Iron & Metal LP
American Iron and Metal Company Inc.
AIM (U.S.A.) Holdings Inc.
AIM Metals & Alloys Inc.
9100 Henri-Bourassa Blvd. East
Montreal, QC H1E 2S4

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

31 gondola railcars within the series AIMX 15252 – AIMX 15300 as more particularly set forth on the attachment to the document.

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

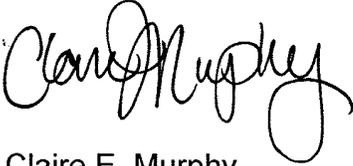
Memorandum of Lease.

Section Chief
April 8, 2016
Page 2

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,

A handwritten signature in black ink, appearing to read "Claire E. Murphy". The signature is written in a cursive style with a large, looping "M" and "y".

Claire E. Murphy

CEM
Enclosures

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE is intended to evidence that certain Schedule No. 196868000 dated March 31st, 2016 to that Amended and Restated Rail Equipment Net Leasing Agreement dated March 8th, 2016 between PNC Equipment Finance a division of PNC Bank Canada Branch, as lessor and American Iron & Metal LP, American Iron and Metal Company Inc., AIM (U.S.A.) Holdings Inc. and AIM Metals & Alloys Inc. as lessee, for the railroad equipment as more particularly described on Exhibit "A".

This Memorandum of Lease is entered into for the purpose of satisfying the requirements of recordation with the United States Department of Transportation Surface Transportation Board ("STB") under 49 U.S.C. Section 11301 and with the Registrar General of Canada pursuant to Section 105 of the Canada Transportation Act.

This Memorandum of Lease may be executed in any number of counterparts, each of which shall be deemed an original and all of which together shall constitute a single instrument.

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

(remainder of page left blank)

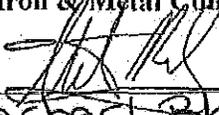
**PNC EQUIPMENT FINANCE,
a division of PNC BANK CANADA
BRANCH**

By: 
Name: Elaine Curwin
Title: Vice President

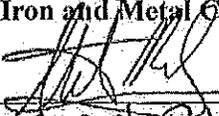
**American Iron & Metal Company Inc.,
in its capacity as General Partner of
American Iron & Metal LP
for which it has unlimited liability**

By: 
Name: Herbert Black
Title: President

**AIM Holdings LP,
in its capacity as General Partner of
American Iron & Metal LP
by its General Partner
American Iron & Metal Company Inc.**

By: 
Name: Herbert Black
Title: President

American Iron and Metal Company Inc.

By: 
Name: Herbert Black
Title: President

AIM (U.S.A.) Holdings Inc.

By: 
Name: Herbert Black
Title: President

AIM Metals & Alloys Inc.

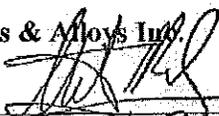
By: 
Name: Herbert Black
Title: Vice-President

Exhibit A to the Memorandum of Lease

Number of Units

Unit Type

Thirty One (31)

106.5-TON – 6400 CU.FT. GONDOLA CARS

AAR CODE	AAR CODE	AAR CODE
AIMX15252	AIMX15283	AIMX15298
AIMX15253	AIMX15287	AIMX15280
AIMX15259	AIMX15288	AIMX15281
AIMX15271	AIMX15290	AIMX15286
AIMX15275	AIMX15291	AIMX15295
AIMX15277	AIMX15289	AIMX15300
AIMX15278	AIMX15292	AIMX15299
AIMX15279	AIMX15293	AIMX15285
AIMX15269	AIMX15294	AIMX15284
AIMX15270	AIMX15296	
AIMX15282	AIMX15297	

CERTIFICATION

I, Claire E. Murphy, an attorney licensed to practice in 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: April 8, 2016



Claire E. Murphy