



ATEL
Leasing Corporation[®]

July 25, 2016

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, DC 20423

**Re: Document for Recordation:
1. Memorandum of Lease and Amendment**

Dear Section Chief:

Attached please find for recordation one (1) copy of Memorandum of Lease and Amendment, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses to the Memorandum of Lease and Amendment executed as of July 18, 2016, are:

Lessor: ATEL Leasing Corporation, as Owner-Trustee of
CARGY001 Trust
600 Montgomery Street, 9th Floor
San Francisco, CA 94111

Co-Lessee: O&T Farms Ltd.
9th Avenue N. & Pinkie Road
Regina, SK S4R 8R7 CANADA

Co-Lessee: Oleet Processing Ltd.
9th Avenue N. & Pinkie Road
Regina, SK S4R 8R7 CANADA

A description of the railroad equipment covered by the Memorandum of Lease and Amendment is:

Fifteen (15) used 263,000 GRL capacity covered hopper cars bearing car mark numbers LCGX 316, 317, 322, 352, 356, 363, 377, 398, 400, 450, 713, 736, 748, 803, and 818.

A short summary of the document to appear in the index as follows:

Memorandum of Lease and Amendment

The fee of \$43.00 can be charged to our account.

Kindly return a stamped copy of the attached document to the undersigned at your earliest convenience.

Should you have any questions, please do not hesitate to contact me at 415.616.3406 or at [sstetson@atel.com](mailto:ssstetson@atel.com).

Sincerely,

Sheila A. Stetson
Senior Contract Administrator

/sas

Attachment

MEMORANDUM OF LEASE AND AMENDMENT

THIS MEMORANDUM OF LEASE AND AMENDMENT (this "Memorandum") is made and entered into as of July 18th, 2016, among ATEL LEASING CORPORATION as Owner-Trustee of the CARG001 Trust, a California statutory trust ("Lessor"), located at 600 Montgomery Street, 9th Floor, San Francisco, CA 94111, and O&T FARMS LTD., a Saskatchewan corporation, and OLEET PROCESSING LTD. ("O&T and OLEET"), an Ontario corporation, as co-lessees with joint and several liability (hereinafter referred to collectively as "Lessee" or "Co-Lessees" and individually, as "Co-Lessee"), each located at P.O. Box 26011, 9th Avenue N. & Pinkie Road, Regina SK Canada S4R 8R7.

WITNESSETH

Lessor and O&T and Oleet (collectively) as Lessee, entered into a Master Lease Agreement (the "Lease Agreement") dated as of June 9, 2016, and a Lease Schedule No. 1 thereto dated as of July 7, 2016, which incorporates the terms and conditions of the Lease Agreement and together with the Lease Agreement is the ("Lease"). The Lease covers fifteen (15) ACF-manufactured, used 4650 cubic-foot-capacity covered hopper rail cars, with trough hatches, 3-pocket gravity gates, interior unlined, bearing car mark numbers as more specifically described as follows, as shall be amended from time to time ("Cars").

LCGX 316, LCGX 317, LCGX 322, LCGX 352, LCGX 356, LCGX 363, LCGX 377, LCGX 398, LCGX 400, LCGX 450, LCGX 713, LCGX 736, LCGX 748, LCGX 803, LCGX 818

The base term with respect to all Cars shall be the period commencing on August 1, 2016, and continues for twenty-four (24) months thereafter, but in any event ending not later than September 30, 2018, unless terminated in accordance with the terms of the Lease. Upon expiration of the base term, Lessee shall have the option to renew this Lease for a twelve-month term at a rental value determined by Lessor.

This Memorandum has been executed and delivered by the parties for the purpose of recording and giving notice of the Lease and Amendment.

IN WITNESS WHEREOF, ATEL Leasing Corporation, O&T Farms Ltd., and Oleet Processing Ltd. have each executed this instrument as of the day and year first above written. Each of the undersigned certifies that he/she holds the title set forth below, that this instrument was signed on behalf of his/her corporation by authority of its Board of Directors and that the execution of this instrument was the free act and deed of his/her corporation. The undersigned further declares under penalty of perjury that the foregoing is true and correct.

Lessor:
ATEL LEASING CORPORATION
as Owner-Trustee of CARGY001 Trust

By: 

Name: Vasco H. Morais
Executive Vice President

Title: _____

Co-lessee:
O&T FARMS LTD.

By: 

Name: Scott Morrow

Title: Chief Operating Officer

STANDARD FORM APPROVED AS TO FORM



Co-lessee:

OLEET PROCESSING LTD.

By: 

Name: Scott Morrow

Title: Chief Operating Officer