

First Union Rail Corporation

One O'Hare Center
6250 River Road, Suite 5000
Rosemont, Illinois 60018-4214
847 318-7575

VIA FEDERAL EXPRESS



October 8, 1998

RECORDATION NO. 21703 FILED

OCT 9 '98

1-49 PM

Surface Transportation Board
Attn: Jan Fort
1925 K Street, N.W., Room 704
Washington, DC 20423-0001

Re: Memorandum of Lease Agreement

Dear Ms. Fort:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) is one (1) original and three (3) copies of a Memorandum of Lease Agreement, dated March 1, 1997, 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: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Canada Malting Co., Ltd.
555 W. Hastings St., Suite 1000
Vancouver, BC V6B4N4

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A, as attached to such Memorandum.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

A handwritten signature in cursive script that reads "Susan Grokulskey".

Susan Grokulskey
Manager - Documents Administration

Enclosures

(CONA017/CONA018)

REGISTRATION NO. 21703 FILED

ASSIGN: CONA 017/018

OCT 9 '98

1-49 PM

Memorandum of Lease

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of the 1st day of March, 1997, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Canada Malting Co., Ltd. ("Lessee").

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of March 1, 1997, whereby Lessor has agreed to lease to Lessee certain railcars being described in more particular on Exhibit A attached hereto, effective as of the date set forth above and subject to the terms, conditions and provisions of said Lease.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR
Vice President Sales & Marketing

Title: _____

By: K.A. Dombrowski

Name: K.A. DOMBROWSKI

Title: MANAGER - DOCUMENTATION

Executed on this 13th day of August, 1998.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, Susan Grokulsky, a Notary Public of the County and State aforesaid, certify that Richard F. Seymour personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 13th day of August, 1998.

Susan Grokulsky
Notary Public

My Commission Expires:

8/14/2000
(Notary Public)



LESSEE:

ATTEST:

By: [Signature]

Name: _____

By: Mary A. Williams Title: _____

Name: MARY A. WILLIAMS

Title: Logistics mgr Executed on this 16th day of September, 1998.

[CORPORATE SEAL]

STATE OF Washington

COUNTY OF Clark

I, CONSTANCE A. JONES, a Notary Public in and for said state and county, certify that BRENT ATTHILL personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease Agreement.

WITNESS my hand and official stamp or seal, this 16th day of September, 1998.

Constance A. Jones
Notary Public

My Commission Expires:

April 1, 2000
(Notary Public)

EXHIBIT A
To
Memorandum of Lease

Description: Thirty-five (35) 4750 cu. ft. covered hoppers

Car Numbers:

RUSX 800046	RUSX 005021
RUSX 800048	RUSX 005055
RUSX 800051	RUSX 005609
RUSX 800053	RUSX 005613
RUSX 800062	RUSX 005635
RUSX 800071	RUSX 005641
RUSX 800072	RUSX 005645
RUSX 800073	RUSX 005646
RUSX 800078	RUSX 005649
RUSX 800085	RUSX 005651
RUSX 800104	RUSX 005658
RUSX 800112	RUSX 005659
RUSX 800123	RUSX 005666
RUSX 800124	RUSX 005671
RUSX 800133	RUSX 005677
RUSX 800144	
RUSX 800151	
RUSX 800154	
RUSX 800189	
RUSX 800197	