



FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588

RECORDATION NO. 24760-A FILED

APR 27 '05

2-45 PM

SURFACE TRANSPORTATION BOARD

VIA UPS 2nd DAY AIR

April 22, 2005

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are one (1) original and three (3) copies of a Memorandum of Lease Agreement, dated March 3, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 24760. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Ontario Northland Transportation Corporation
555 Oak Street East
North Bay, Ontario P1B 8L3

A description of the railroad equipment covered by the enclosed document is one-hundred (100) 73' new riserless centerbeam flat cars, marked NOKL (see Exhibit A for car numbers).

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

Also enclosed is a check in the amount of \$32.00 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 along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5375. Thank you for your cooperation in this matter.

Very truly yours,

Theresa Catapano
Manager of Documentation

Enclosures
(ONTC009)

ASSIGN. NO.: ONTC009

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 3rd day of March, 2004, by and between FIRST UNION RAIL CORPORATION ("Lessor"), a North Carolina corporation, and ONTARIO NORTHLAND TRANSPORTATION COMMISSION ("Lessee"), a Canadian corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of June 9, 1998, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 9 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of July 31, 2004, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

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

By: Richard F. Seymour

Name: Richard F. Seymour

Title: Vice President, Sales & Marketing

Executed on this 3rd day of March, 2004.

[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 3rd day of March, 2004.

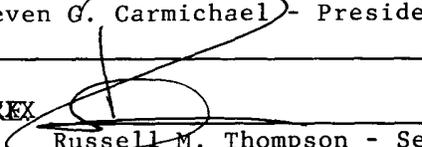
Susan Grokulskey
Notary Public

My Commission Expires:
8-14-2008



LESSEE:

ONTARIO NORTHLAND TRANSPORTATION
COMMISSION

per **NAME:** 
Steven G. Carmichael - President
TITLE: _____
SIGNATURE: 
Russell M. Thompson - Secretary

Executed on this 16th day of February 2005, ~~2007~~.

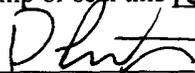
[Corporate Seal]

PROVINCE OF Ontario

DISTRICT OF Nipissing

I, Dale W. Proctor, a Commissioner of Oaths of the Province and District
aforesaid, certify that S. Carmichael & R. Thompson personally appeared before me this day
and acknowledged his/here due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal this 16th day February 2005, ~~2007~~.


Commissioner of Oaths

My Commission Expires:

Dale William Proctor
A Commissioner, etc. District of Nipissing
For Ontario Northland Transportation Commission
Expires February 2, 2007.

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: One hundred (100).

DESCRIPTION OF CARS: 73' riserless Centerbeam Flat Cars (F483), 110-ton, 286,000 GRL, to be built by National Steel Car.

CAR NUMBERS: NOKL 734500 - NOKL 734599, inclusive.