

RECORDATION NO 28004 FILED

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SURFACE TRANSPORTATION BOARD



July 24, 2009

FIRST UNION RAIL

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

Ms. Anne K. Quinlan
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20024
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are one (1) original and two (2) copies of a Memorandum of Lease Agreement dated May 8, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. 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: C.B. Constantini Ltd. 730 1508 W. Broadway Ave Vancouver, BC V6J 1W8 Canada
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A description of the railroad equipment covered by the enclosed document is for two (2) 5700 cu. ft. capacity covered hopper cars, marked NIDYX 878009 and NIDYX 878051.

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

Also enclosed is a check in the amount of \$41.00 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) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

A handwritten signature in cursive script, appearing to read 'Marcia Dunne'.

Marcia Dunne
Senior Documentation Specialist

Enclosure
(1 of 0001)

ASSGN. NO.: CBCO001

**MEMORANDUM OF LEASE
RIDER NO. 1**

THIS MEMORANDUM OF LEASE (the "Memorandum of Lease") is made and entered into as of May 8, 2009 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and C.B. Constantini Ltd. ("Lessee"), a British Columbia limited liability company.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement dated as of May 8, 2009 (the "Lease") and Rider No.1 thereto dated as of May 8, 2009 (the "Rider"), whereby Lessor has agreed to lease to Lessee certain railcars as more particularly described in Exhibit A attached hereto and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider which are incorporated herein by reference.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease to be duly executed by their respective officers duly authorized as of the date and year first above written (and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation).

LESSOR:

FIRST UNION RAIL CORPORATION

Name: RICHARD F SEYMOUR
VICE PRESIDENT SALES & MARKETING

Title: _____

Signature: Richard F. Seymour

LESSEE:

C.B. CONSTANTINI LTD.

Name: A.L. Constantini
President

Title: _____

Signature: [Handwritten Signature]

ASSGN. NO.: CBCO001

**MEMORANDUM OF LEASE
RIDER NO. 1**

EXHIBIT A

NUMBER OF CARS: Two (2).

DESCRIPTION OF CARS: 5700 cu. ft. capacity covered hopper cars capable of a gross rail load of 268,000 lbs. Cars equipped with trough hatches, gravity outlet gates and vibrator brackets.

CAR NUMBERS: NDYX 878009 and NDYX 878051.