RECORDATION NO. 26074B FILED

APR 0 [illegible] 11-5 [illegible]

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

April 3, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease of Equipment Schedule No. 3, dated as of March 31, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Assignment and Assumption Agreement previously filed with the Board under Recordation Number 26074.

The names and addresses of the parties to the enclosed document are:

Lessor: Key Equipment Finance Canada Ltd.
1122 International Boulevard
Suite 600
Burlington, Ontario L7L 6Z8
Canada

Lessee: NuRail Canada ULC
480 West Dussel Drive, Suite R
Maumee, Ohio 43537

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

161 covered hopper railcars within the series EEC 60463 - EEC 61998 as more particularly set forth in the equipment schedule attached to the document.

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

Memorandum of Lease of Equipment Schedule No. 3.

Also enclosed is a check in the amount of $33.00 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,

Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO. 26074-B FILED
APR 06 '06 11-54 AM
SURFACE TRANSPORTATION BOARD

(NURAIL/KEFC No. 3)
MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE OF EQUIPMENT SCHEDULE NO.3 dated as of March 31, 2006, between **NURAIL CANADA ULC,** a Nova Scotia unlimited liability company with an office at 480 W. Dussel Drive, Suite R, Maumee, OH 43537 (the **"Lessee"**), and **KEY EQUIPMENT FINANCE CANADA LTD.,** an Ontario corporation with an office at 1122 International Blvd. Suite 600, Burlington, ON L7L 6Z8 (the **"Lessor"**).

WITNESSES THAT:

WHEREAS, the Lessee and the Lessor have entered into, pursuant to and in accordance with that certain Master Lease dated as of September 30, 2005, a Lease Schedule No. 3 dated as of the date hereof (collectively, the **"Lease"**) covering One Hundred Sixty One (161) 4,650 – 4,750 cu. ft. gravity hoppers as per Equipment Schedule No.3 dated March 31, 2006) as per the attached Schedule A and all additions thereto, alterations thereof, replacements thereof and substitutions therefor (the **"Cars"**);

WHEREAS, the parties wish to show for the public record the existence of the Lease, and the respective interests therein of the parties;

AND WHEREAS, this Memorandum has been entered into for the purpose of satisfying the requirements for (i) recordation with the Surface Transportation Board of the United States of America under Section 11301 of Title 49 of the *United States Code* and (ii) deposit with the Registrar General of Canada under Section 105 of the *Canada Transportation Act.*

NOW, THEREFORE, by this instrument the Lessor leases and confirms the lease of the Cars to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms the ownership of the Cars by the Lessor and accepts the terms and conditions of the Lease which are incorporated by reference as if fully set forth herein.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first hereinabove written.

NURAIL CANADA ULC

By: Rashmi Agnihotri
Name: Rashmi Agnihotri
Title: Vice President

STATE OF OHIO)
) SS.:
COUNTY OF LUCAS)

On this 31st day of March, 2006, before me personally appeared Rashmi Agnihotri to me personally known, who, being by me duly sworn, says that he/she is Vice President of NURAIL CANADA ULC, that the instrument was signed on behalf of said company by authority of its board of directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

NOTARIAL SEAL STATE OF OHIO

Judy A. Baldwin
Notary Public

JUDY A. BALDWIN
Notary Public, State of Ohio
Commission Expires 02/01/2010

DOCSMTL: 1572017\1

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first hereinabove written:

KEY EQUIPMENT FINANCE CANADA LTD.

By: _____
Name: Mark Reichling
Title: Director

PROVINCE OF ONTARIO)
) SS.:
CITY OF BURLINGTON)

On this 3rd day of ~~March~~ April, 2006, before me personally appeared Mark Reichling, to me personally known, who, being by me duly sworn, says that he is Director of KEY EQUIPMENT FINANCE CANADA LTD., that the instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

_____
Notary Public

My commission does not expires

DOCSMTL: 1572017\1

Exhibit A - Schedule of Equipment

Unit Count	AAR Reporting Marks		AAR Car Code	Builder	Build Date
1	EEC	60463	C113	NACCO	4/1/1975
2	EEC	60641	C113	PULLMAN CO.	10/1/1974
3	EEC	60730	C113	PULLMAN CO.	10/1/1974
4	EEC	60731	C113	PULLMAN CO.	12/1/1974
5	EEC	61143	C113	PULLMAN CO.	8/1/1975
6	EEC	61144	C113	PULLMAN CO.	12/1/1978
7	EEC	61145	C113	PORTEX	3/1/1980
8	EEC	61146	C113	PORTEX	3/1/1980
9	EEC	61147	C113	INGALLS	1/1/1979
10	EEC	61148	C113	PULLMAN CO.	2/1/1980
11	EEC	61149	C113	PULLMAN CO.	2/1/1980
12	EEC	61150	C113	PULLMAN CO.	6/1/1975
13	EEC	61325	C113	INGALLS	1/1/1981
14	EEC	61328	C113	INGALLS	1/1/1982
15	EEC	61329	C113	INGALLS	7/1/1982
16	EEC	61330	C113	INGALLS	10/1/1981
17	EEC	61331	C113	INGALLS	10/1/1981
18	EEC	61333	C113		11/1/1980
19	EEC	61334	C113		11/1/1980
20	EEC	61335	C113	INGALLS	2/1/1980
21	EEC	61336	C113	INGALLS	2/1/1980
22	EEC	61337	C113	INGALLS	2/1/1980
23	EEC	61339	C113	PULLMAN CO.	5/1/1979
24	EEC	61340	C113	PULLMAN CO.	5/1/1979
25	EEC	61344	C113	TRINITY	5/1/1979
26	EEC	61345	C113	PULLMAN CO.	11/1/1979
27	EEC	61346	C113	PULLMAN CO.	11/1/1979
28	EEC	61347	C113	PORTEX	2/1/1980
29	EEC	61348	C113	PORTEX	2/1/1980
30	EEC	61349	C113	THRALL CAR MFG	6/1/1980
31	EEC	61350	C113	PORTEX	3/1/1980
32	EEC	61351	C113	PULLMAN CO.	5/1/1980
33	EEC	61352	C113	INGALLS	1/1/1979
34	EEC	61353	C113	INGALLS	9/1/1980
35	EEC	61354	C113	PORTEX	8/1/1980
36	EEC	61355	C113	INGALLS	9/1/1980
37	EEC	61356	C113	INGALLS	7/1/1981
38	EEC	61357	C113	INGALLS	7/1/1981
39	EEC	61358	C113	INGALLS	11/1/1981
40	EEC	61359	C113	BERWICK FORGE	5/1/1982
41	EEC	61360	C113	BERWICK FORGE	7/1/1982
42	EEC	61361	C113	TRINITY	7/1/1979
43	EEC	61362	C113	TRINITY	9/1/1979
44	EEC	61420	C113	PULLMAN CO.	11/1/1980
45	EEC	61537	C113	INGALLS	1/1/1980
46	EEC	61538	C113	PULLMAN CO.	1/1/1979
47	EEC	61539	C113	TRINITY	9/1/1979
48	EEC	61561	C113	TRINITY	4/1/1980
49	EEC	61571	C113	INGALLS	1/1/1981

50	EEC	61573	C113	PULLMAN CO.	5/1/1979
51	EEC	61626	C113	PULLMAN CO.	12/1/1978
52	EEC	61628	C113	THRALL CAR MFG	4/1/1979
53	EEC	61633	C113	INGALLS	7/1/1981
54	EEC	61637	C113	INGALLS	11/1/1981
55	EEC	61639	C113	BERWICK FORGE	5/1/1982
56	EEC	61692	C113	NATIONAL STEEL CAR	6/1/1979
57	EEC	61693	C113	NATIONAL STEEL CAR	6/1/1979
58	EEC	61694	C113	TRINITY	5/1/1979
59	EEC	61695	C113	NATIONAL STEEL CAR	11/1/1978
60	EEC	61697	C113	NATIONAL STEEL CAR	6/1/1979
61	EEC	61699	C113	NATIONAL STEEL CAR	5/1/1980
62	EEC	61700	C113	NATIONAL STEEL CAR	5/1/1980
63	EEC	61701	C113	NATIONAL STEEL CAR	7/1/1980
64	EEC	61702	C113	NATIONAL STEEL CAR	6/1/1980
65	EEC	61704	C113	NATIONAL STEEL CAR	6/1/1980
66	EEC	61705	C113	NATIONAL STEEL CAR	6/1/1980
67	EEC	61708	C113	NATIONAL STEEL CAR	7/1/1980
68	EEC	61709	C113	NATIONAL STEEL CAR	7/1/1980
69	EEC	61711	C113	NATIONAL STEEL CAR	5/1/1980
70	EEC	61712	C113	NATIONAL STEEL CAR	5/1/1980
71	EEC	61714	C113	NATIONAL STEEL CAR	5/1/1980
72	EEC	61715	C113	NATIONAL STEEL CAR	5/1/1980
73	EEC	61716	C113	NATIONAL STEEL CAR	6/1/1980
74	EEC	61717	C113	NATIONAL STEEL CAR	6/1/1980
75	EEC	61718	C113	NATIONAL STEEL CAR	6/1/1980
76	EEC	61719	C113	NATIONAL STEEL CAR	6/1/1980
77	EEC	61720	C113	NATIONAL STEEL CAR	6/1/1980
78	EEC	61721	C113	NATIONAL STEEL CAR	6/1/1980
79	EEC	61722	C113	NATIONAL STEEL CAR	5/1/1980
80	EEC	61724	C113	NATIONAL STEEL CAR	5/1/1980

81	EEC	61725	C113	NATIONAL STEEL CAR	6/1/1980
82	EEC	61726	C113	NATIONAL STEEL CAR	9/1/1980
83	EEC	61727	C113	NATIONAL STEEL CAR	6/1/1979
84	EEC	61728	C113	NATIONAL STEEL CAR	4/1/1979
85	EEC	61730	C113	NATIONAL STEEL CAR	4/1/1979
86	EEC	61731	C113	NATIONAL STEEL CAR	6/1/1979
87	EEC	61732	C113	NATIONAL STEEL CAR	1/1/1980
88	EEC	61733	C113	NATIONAL STEEL CAR	1/1/1980
89	EEC	61735	C113	NATIONAL STEEL CAR	5/1/1980
90	EEC	61739	C113	NACCO	7/1/1974
91	EEC	61740	C113	PULLMAN CO.	1/1/1975
92	EEC	61741	C113	TRINITY	4/1/1979
93	EEC	61743	C113	PULLMAN CO.	11/1/1975
94	EEC	61752	C113	TRINITY	7/1/1979
95	EEC	61753	C113	TRINITY	9/1/1979
96	EEC	61754	C113	TRINITY	8/1/1979
97	EEC	61755	C113	TRINITY	4/1/1980
98	EEC	61756	C113	TRINITY	4/1/1980
99	EEC	61757	C113	TRINITY	4/1/1980
100	EEC	61758	C113	TRINITY	4/1/1980
101	EEC	61759	C113	TRINITY	4/1/1980
102	EEC	61760	C113	TRINITY	4/1/1980
103	EEC	61763	C113	EVANS	9/1/1978
104	EEC	61786	C113	BERWICK FORGE	3/1/1981
105	EEC	61788	C113	PULLMAN CO.	11/1/1975
106	EEC	61796	C113	PULLMAN CO.	5/1/1975
107	EEC	61797	C113	PULLMAN CO.	8/1/1975
108	EEC	61798	C113	PULLMAN CO.	5/1/1978
109	EEC	61807	C113	PULLMAN CO.	4/1/1979
110	EEC	61808	C113	PULLMAN CO.	4/1/1979
111	EEC	61844	C113	BERWICK FORGE	9/1/1982
112	EEC	61845	C113	INGALLS	9/1/1981
113	EEC	61849	C113		9/1/1980
114	EEC	61851	C113	TRINITY	4/1/1979
115	EEC	61865	C113	NATIONAL STEEL CAR	2/1/1979
116	EEC	61866	C113	NATIONAL STEEL CAR	7/1/1980
117	EEC	61867	C113	NATIONAL STEEL CAR	6/1/1980
118	EEC	61868	C113	NATIONAL STEEL CAR	5/1/1980
119	EEC	61869	C113	NATIONAL STEEL CAR	6/1/1980
120	EEC	61870	C113	NATIONAL STEEL CAR	6/1/1980

121	EEC	61871	C113	NATIONAL STEEL CAR	6/1/1980
122	EEC	61872	C113	INGALLS	3/1/1980
123	EEC	61874	C113		12/1/1980
124	EEC	61875	C113	NATIONAL STEEL CAR	5/1/1980
125	EEC	61876	C113		12/1/1980
126	EEC	61878	C113		12/1/1980
127	EEC	61879	C113		12/1/1980
128	EEC	61881	C113	PULLMAN CO.	4/1/1980
129	EEC	61882	C113	PULLMAN CO.	3/1/1979
130	EEC	61883	C113	PULLMAN CO.	3/1/1979
131	EEC	61884	C113	INGALLS	4/1/1980
132	EEC	61885	C113	PULLMAN CO.	5/1/1979
133	EEC	61886	C113	PULLMAN CO.	8/1/1975
134	EEC	61887	C113	PULLMAN CO.	3/1/1980
135	EEC	61888	C113	PULLMAN CO.	1/1/1979
136	EEC	61893	C113	PULLMAN CO.	1/1/1980
137	EEC	61894	C113	PULLMAN CO.	7/1/1974
138	EEC	61895	C113	TRINITY	4/1/1980
139	EEC	61896	C113	TRINITY	5/1/1980
140	EEC	61897	C113	PULLMAN CO.	5/1/1979
141	EEC	61898	C113	TRINITY	4/1/1980
142	EEC	61899	C113	PULLMAN CO.	12/1/1979
143	EEC	61932	C113	MARINE IND. LTD.	5/1/1979
144	EEC	61935	C113	MARINE IND. LTD.	5/1/1979
145	EEC	61936	C113	MARINE IND. LTD.	5/1/1979
146	EEC	61937	C113	MARINE IND. LTD.	5/1/1979
147	EEC	61944	C113	MARINE IND. LTD.	5/1/1979
148	EEC	61969	C113	MARINE IND. LTD.	5/1/1979
149	EEC	61970	C113	MARINE IND. LTD.	5/1/1979
150	EEC	61971	C113	MARINE IND. LTD.	5/1/1979
151	EEC	61972	C113	MARINE IND. LTD.	5/1/1979
152	EEC	61973	C113	MARINE IND. LTD.	5/1/1979
153	EEC	61974	C113	MARINE IND. LTD.	5/1/1979
154	EEC	61975	C113	MARINE IND. LTD.	5/1/1979
155	EEC	61985	C113	PULLMAN CO.	5/1/1979
156	EEC	61991	C113	UNION TANK CAR CORP.	2/1/1981
157	EEC	61993	C113	INGALLS	3/1/1981
158	EEC	61994	C113	INGALLS	3/1/1981
159	EEC	61995	C113	PULLMAN CO.	11/1/1978
160	EEC	61996	C113	EVANS	8/1/1978
161	EEC	61998	C113	INGALLS	3/1/1981

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, 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: 4/5/06

Robert W. Alvord