

RECORDATION NO. 26642 FILED

OCT 30 '06 3-04 PM

SURFACE TRANSPORTATION BOARD



FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 500
Rosemont, IL 60018-4214

VIA UPS 2nd DAY AIR

October 26, 2006

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 one (1) copy of a Memorandum of Lease Agreement dated September 26, 2006, 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:

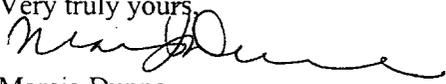
<p>Lessor: First Union Rail Corporation One O'Hare Center 6250 River Road, Suite 5000 Rosemont, IL 60018</p>	<p>Lessee: Ottawa Central Railway 3141 Albion Road, South Ottawa, ON K1V 8Y3 CANADA</p>
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A description of the railroad equipment covered by the enclosed document is twenty (20) 2244 cubic foot gondola railcars, with NOKL marks (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 \$34.00 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.

Very truly yours,

Marcia Dunne
Rail Documentation Specialist

Enclosures
(OTCR013)

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 26th day of September, 2006, by and between the Montreal branch of FIRST UNION RAIL CORPORATION ("Lessor"), a North Carolina corporation, and OTTAWA CENTRAL RAILWAY ("Lessee"), a Canadian corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of February 1, 2000, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 10 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of May 1, 2006, 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: *Susan A. Barrie*

Name: Susan A. Barrie

Title: Regional Vice President, Sales

Executed on this 26th day of September, 2006.

PROVINCE OF Quebec

DISTRICT OF Montreal

I, *Gordon Hopkins*, a Commissioner of the Province of the District aforesaid, certify that Susan A. Barrie personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 26th day of September, 2006.

G. Hopkins
Commissioner of Oaths

My Commission Expires:

July 21, 2009
(Commissioner of Oaths)



LESSEE:

OTTAWA CENTRAL RAILWAY

By: [Signature]

Name: James D. Allen

Title: CENTRAL MANAGER

Executed on this 21st day of SEPTEMBER, 2006.

[CORPORATE SEAL]

PROVINCE OF Ontario.

DISTRICT OF _____

I, Donald M. Greenfield, a Commissioner of Oaths of the Province and District aforesaid, certify that James Allen personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 21 day of September 2006

[Signature]
Commissioner of Oaths

My Commission Expires:

n/a.
(Commissioner of Oaths)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Twenty (20).

DESCRIPTION OF CARS: 2244 cu. ft. capacity, 100-ton, 263,000 GRL, 5'6" sides, gondola railcars.

CAR NUMBERS:

NOKL 310650
NOKL 310656
NOKL 310658
NOKL 310688
NOKL 310694
NOKL 323002
NOKL 323006
NOKL 323009
NOKL 323011
NOKL 323039
NOKL 323040
NOKL 323041
NOKL 323042
NOKL 323043
NOKL 323044
NOKL 323045
NOKL 323046
NOKL 323047
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