

RECORDATION NO. 27241-A FILED

NOV 28 '07 -8 00 AM

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SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A LESTER

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

November 28, 2007

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 Loan and Security Agreement and Security Agreement Supplement No. 1, dated October 29, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Railcar Lease and Schedule No. 1 being filed with the Board under Recordation Number 27241.

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

Debtor: CIT Financial (Alberta) ULC
700 Fourth Avenue SW, Suite 1070
Calgary, Alberta T2P 3J4
Canada

Lender: Export Development Canada
151 O'Connor Street
Ottawa, Ontario K1A 1K3
Canada

Mr. Vernon A. Williams
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A description of the railroad equipment covered by the enclosed document
is:

117 covered hopper railcars: CITX 151000 - CITX 151116.

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

Memorandum of Loan and Security Agreement and Security Agreement
Supplement No. 1.

Also enclosed is a check in the amount of \$35.00 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/sem
Enclosures

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SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF LOAN AND SECURITY AGREEMENT AND
SECURITY AGREEMENT SUPPLEMENT NO. 1
(Surface Transportation Board)**

THIS MEMORANDUM OF LOAN AND SECURITY AGREEMENT AND SECURITY AGREEMENT SUPPLEMENT NO. 1 ("Memorandum"), dated as of October 29, 2007, is between CIT FINANCIAL (ALBERTA) ULC ("Debtor") and EXPORT DEVELOPMENT CANADA ("Lender").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Debtor has granted to the Lender a security interest in all of Debtor's right, title and interest in those certain railcars identified on Schedule A attached hereto (the "Equipment"), as indicated pursuant to the terms of that certain Loan and Security Agreement (Canpotex), dated as of October 29, 2007, and that certain Security Agreement Supplement No. 1, dated as of October 29, 2007, between Debtor and Lender.

B. In addition, other than Excepted Property, Debtor has granted to the Lender a security interest in that certain Schedule No. 01 to Master Railcar Lease dated as of October 29, 2007, relating to the Equipment, between Debtor, as Lessor, and Canpotex Leasing Limited, as the Lessee.

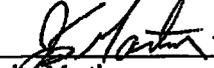
C. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

D. This Memorandum may be executed in counterparts, and each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[The remainder of this page is intentionally left blank.]

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Debtor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Debtor. I further declare under penalty of perjury that the foregoing is true and correct.

CIT FINANCIAL (ALBERTA) ULC

By: 
Name: John Martin
Title: Vice President - Leasing

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lender by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lender. I further declare under penalty of perjury that the foregoing is true and correct.

EXPORT DEVELOPMENT CANADA

By: _____
Name: _____
Title: _____

By: _____
Name: _____
Title: _____

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Debtor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Debtor. I further declare under penalty of perjury that the foregoing is true and correct.

CIT FINANCIAL (ALBERTA) ULC

By: _____
Name: _____
Title: _____

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lender by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lender. I further declare under penalty of perjury that the foregoing is true and correct.

EXPORT DEVELOPMENT CANADA

By:  _____
Name: **Chris Timbrell**
Title: **Financing Manager**

By:  _____
Name: **Catherine LeBlanc**
Title: **Financing Manager**

SCHEDULE A

DESCRIPTION OF EQUIPMENT

| <u>Quantity</u> | <u>Description</u> | <u>Car Marks/Numbers</u> | <u>Manufacturer</u> |
|------------------------|---|---------------------------------|----------------------------|
| 117 | 4,275 c.f. covered hopper car with gravity gates and trough hatches | CITX 151000 through 151116 | National Steel Car |

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: 11/28/07



Robert W. Alvord