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RECORDATION NO **27241-B** FILED

DEC 20 '07 -3 00 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A LESTER

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

December 20, 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 an Amended and Restated Memorandum of Railcar Lease and Schedule No. 1, dated December 21, 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 previously filed with the Board under Recordation Number 27241.

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

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

Lessee: Canpotex Leasing Limited
PO Box 1600
400-111 2nd Avenue South
Saskatoon, S7K 3R7
Canada

Mr. Vernon A. Williams
December 20, 2007
Page 2

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

500 covered hopper railcars: CITX 151000 - CITX 151499.

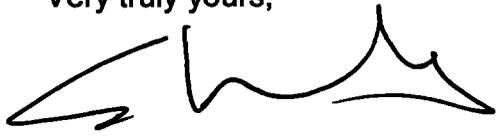
A short summary of the document to appear in the index is:

Amended and Restated Memorandum of Railcar Lease and Schedule 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

DEC 20 '07 -3 00 PM

**AMENDED AND RESTATED MEMORANDUM OF
RAILCAR LEASE AND SCHEDULE NO. 1
(Surface Transportation Board)**

SURFACE TRANSPORTATION BOARD

THIS AMENDED AND RESTATED MEMORANDUM OF RAILCAR LEASE AND SCHEDULE NO. 1 dated as of this 21st day of December, 2007, is made by CIT FINANCIAL (ALBERTA) ULC, an Alberta corporation, with an address at 700 – 4th Avenue SW, Suite 1070, Calgary, AB T2P 3J4 (the "Lessor"), and CANPOTEX LEASING LIMITED, a federal corporation incorporated under the Canada Business Corporations Act, with an address at P.O. Box 1600, 400-111-2nd Ave. South, Saskatoon, S7K 3R7 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Schedule No. 01 to that certain Master Railcar Lease (the "Lease"), each dated as of October 29, 2007.

WHEREAS, on November 28, 2007, a Memorandum of Railcar Lease and Schedule No. 1 was entered into and filed with the Surface Transportation Board at 8:00 a.m. and assigned recordation number 27241.

WHEREAS, the Parties wish to include all of the equipment subject to the aforesaid Schedule so that the aggregate equipment is now as listed on Schedule A hereto (the "Equipment").

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

[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 Lessor 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 Lessor. 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 Lessee 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 Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

CANPOTEX LEASING LIMITED

By: _____
Name: _____
Title: _____

By: _____
Name: _____
Title: _____

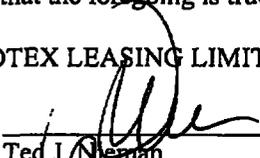
I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that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

CANPOTEX LEASING LIMITED

By: 
Name: Ted J. Neman
Title: Senior Vice President,
General Counsel and Secretary

By: 
Name: Scott B. Rudderham
Title: Vice President, Operations

SCHEDULE A

DESCRIPTION OF EQUIPMENT

<u>Quantity</u>	<u>Description</u>	<u>Car Marks/Numbers</u>	<u>Manufacturer</u>
500	4,275 c.f. covered hopper car with gravity gates and trough hatches	CITX 151000 through 151499	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: 12/20/07



Robert W. Alvord