

RECORDATION NO. 26628-A FILED

FEB 17 '09

10-21 AM

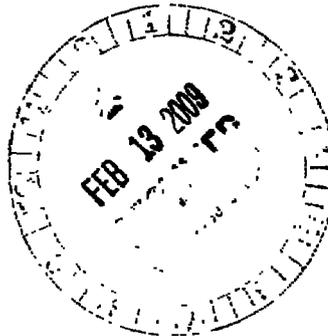
SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

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

VIA UPS 2nd DAY AIR

February 11, 2009



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 Agreement

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 January 20, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 26628.

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: Opta Minerals Inc.
407 Parkside Dr.
Waterdown, ON L0R 2H0
Canada

A description of the railroad equipment covered by the enclosed document is five (5) 5125 cu. ft. covered hopper cars, with NDYX 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 \$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.

Best regards,

A handwritten signature in black ink, appearing to read "Marcia Dunne".

Marcia Dunne
Senior Documentation Specialist

Enclosures

(CPM006)

ASSGN. NO. OPMI006

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 20th day of January 2008, by and between FIRST UNION RAIL CORPORATION ("Lessor"), a North Carolina corporation, and OPTA MINERALS INC. ("Lessee"), a Canadian corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of November 1, 2005, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 6 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of April 26, 2008 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: Richard F. Seymour

NAME: RICHARD F. SEYMOUR
VICE PRESIDENT SALES & LOGISTICS

TITLE _____

ATTEST:

BY: Susan Grokulska
NAME: SUSAN GROKULSKY
TITLE: ASSISTANT DIRECTOR OF DOCUMENTATION

Executed on this 20th day of January, 2008.

[CORPORATE SEAL]

STATE OF ILLINOIS
COUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F SEYMOUR 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 20th day of January, 2008.

Georgia Freiburger
Notary Public

My Commission Expires:
6 2012
(Notary Public)



LESSEE:

OPTA MINERALS

BY: [Signature]

NAME: James Wilson

TITLE: CFO

ATTEST:

BY: _____

NAME: _____

TITLE: _____

Executed on this _____ day of _____, 2008.

[CORPORATE SEAL]

PROVINCE OF Ontario

DISTRICT OF Hamilton Wentworth

I, Allan Lonn, a Commissioner of Oaths of the Province and District aforesaid, certify that James Wilson 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 8th day of January, 2008.

[Signature]

Commissioner of Oaths

My Commission Expires:

no expiry

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Five (5).

DESCRIPTION OF CARS: 5125 cubic foot, 286,000 GRL, pressure differential covered hopper railcars.

CAR NUMBERS: NDYX 893336, NDYX 893344, NDYX 893347, NDYX 893354, and NDYX 893356.