

RECORDATION NO. 27928-C FILED

MAY 04 '09

11-30 AM VIA UPS 2<sup>ND</sup> DAY AIR

# FIRST UNION RAIL

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

Tel 847.318.7575  
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www.firstunionrail.com

SURFACE TRANSPORTATION BOARD



April 30, 2009

Ms. Anne K. Qumlan  
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. Qumlan:

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 March 31, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memorandum of Lease which was duly filed with the Surface Transportation Board on this date as Recordation Number \_\_\_\_\_.

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

Lessor:	First Union Rail Corporation One O'Hare Center 6250 River Road, Suite 5000 Rosemont, IL 60018	Lessee:	West Coast Reduction Ltd 105 N. Commercial Drive Vancouver, BC V5L 4V7 Canada
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A description of the railroad equipment covered by the enclosed document is four (4) 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 or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

Marcia Dunne  
St. Rail Documentation Specialist

Enclosures

(WLCR004)

ASSGN. NO.: WECR004

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**MEMORANDUM OF LEASE  
RIDER NO. 4**

SURFACE TRANSPORTATION BOARD

**THIS MEMORANDUM OF LEASE** (the "Memorandum of Lease") is made and entered into as of March 31, 2009, by and between the Montreal branch of First Union Rail Corporation ("Lessor"), a North Carolina corporation, and West Coast Reduction Ltd., a British Columbia limited liability company.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement dated as of March 24, 2009 (the "Lease") and Rider No. 4 thereto dated as of March 31, 2009 (the "Rider"), whereby Lessor has agreed to lease to Lessee certain railcars as more particularly described in Exhibit A attached hereto and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider which are incorporated herein by reference.

**IN WITNESS WHEREOF**, the parties hereto have each caused this Memorandum of Lease to be duly executed by their respective officers duly authorized as of the date and year first above written (and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation).

**LESSOR:**

FIRST UNION RAIL CORPORATION

Name: Susan A. Barrie

Title: Regional Vice President, Sales

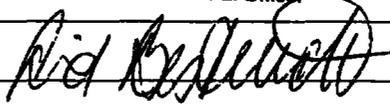
Signature: 

**LESSEE:**

WEST COAST REDUCTION LTD.

Name: T.R. BESTWICK  
Director of Finance

Title: & Chief Financial Officer

Signature: 

**ASSGN. NO.: WECR004**

**MEMORANDUM OF LEASE  
RIDER NO. 4**

**EXHIBIT A**

<b>NUMBER OF CARS:</b>	Four (4).
<b>DESCRIPTION OF CARS:</b>	Covered hopper cars loading to 263,000 lbs. or 268,000 lbs., 4750 cu. ft. capacity.
<b>CAR NUMBERS:</b>	NDYX 827656, NDYX 827852, NDYX 830130, and NDYX 832649.