

RECORDATION NO 26884-B FILED

MAY 28 '09

12-58 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

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



May 26, 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 two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated April 13, 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 26884.

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:	Canada Malting Co. Limited 3316 Bonnybrook Calgary, AB T2P 2J3 CANADA
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A description of the railroad equipment covered by the enclosed document is for twenty eight (28) 4750 cu. ft. covered hopper cars with FURX 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.

Sincerely,

A handwritten signature in black ink, appearing to read 'Marcia Dunne', written over a horizontal line.

Marcia Dunne
Senior Rail Documentation Specialist

Enclosures

ASSGN. NO.: CMCL006

MAY 28 '09

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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 13th day of April, 2009, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Canada Malting Co. Limited, a Canadian Corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of March 15, 2007, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 5 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of September 1, 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: _____

Title: _____

ATTEST:

By: Susan Grokulsky
SUSAN GROKULSKY

Name: _____

Title: ASSISTANT DIRECTOR
OF DOCUMENTATION

Executed on this 13th day of April, 2009.

[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 13th day of April, 2009.

Georgia Freiburger
Notary Public

My Commission Expires:

6-2012
(Notary Public)



LESSEE:

CANADA MALTING CO. LIMITED

ATTEST:

By: *[Signature]*

Name: STEVEN GUNST

Title: PRESIDENT

By: _____

Name: _____

Title: _____

Executed on this 3 day of APRIL, 09.

[CORPORATE SEAL]

STATE OF _____

COUNTY OF _____

I, _____, a Notary Public of the County and State aforesaid, certify that _____ 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 _____ day of _____, _____.

Notary Public

Commission Expires:

(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

- I. NUMBER OF CARS: Twenty-eight (28)
- II. DESCRIPTION OF CARS: 4750 cu. ft., food grade lined covered hopper cars, 268,000 lb. capacity with gravity/pneumatic outlet gates and trough hatches.
- III. CAR NUMBERS:
- FURX 823462
 - FURX 823463
 - FURX 823471
 - FURX 823473
 - FURX 823474
 - FURX 823488
 - FURX 823495
 - FURX 823498
 - FURX 823501
 - FURX 823514
 - FURX 823516
 - FURX 823517
 - FURX 823519
 - FURX 823529
 - FURX 823540
 - FURX 838000
 - FURX 838002
 - FURX 838014
 - FURX 838017
 - FURX 838018
 - FURX 838032
 - FURX 838039
 - FURX 838041
 - FURX 838044
 - FURX 838051
 - FURX 838056
 - FURX 838059
 - FURX 838068