

RECORDATION NO 30753 FILED
June 6, 2013 11:50 AM
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
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June 6, 2013

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of June 1, 2013, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Lessor:	Manufacturers and Traders Trust Company One Fountain Plaza Buffalo, NY 14303
Lessee:	NuRail Canada ULC 480 West Dussel Drive Maumee, OH 43537

Chief
Section of Administration
June 6, 2013
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A description of the railroad equipment covered by the enclosed document is:

One hundred (100) covered hopper railcars bearing AEX marks numbered 019561 - 019660, inclusive.

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

Memorandum of Lease Agreement.

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 stamped copies of the enclosed document to the undersigned.

Very truly yours,



Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF LEASE AGREEMENT

dated as of June 1, 2013

between

MANUFACTURERS AND TRADERS TRUST COMPANY
as Lessor

and

NURAIL CANADA ULC
as Lessee

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of June 1, 2013, by and between MANUFACTURERS AND TRADERS TRUST COMPANY (the "Lessor") and NURAIL CANADA ULC (the "Lessee"), with reference to the following:

1. The Lessor has agreed to lease to the Lessee, and the Lessee has agreed to lease from the Lessor, that certain Railcars described on Exhibit No. 1 attached hereto.

Such Railcars are more fully described in that certain Railcar Master Lease Agreement No. 2 dated as of June 1, 2013, and that certain Supplement No. 1 thereto and incorporating the terms thereof, dated as of June 1, 2013 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between the Lessor, as lessor, and the Lessee, as lessee.

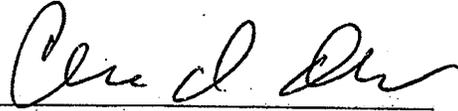
2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

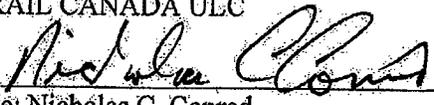
[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

MANUFACTURERS AND TRADERS TRUST COMPANY

By: 
Name: Christopher J. Oliver
Title: Vice President

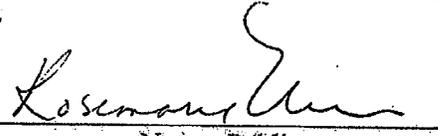
NURAIL CANADA ULC

By: 
Name: Nicholas C. Conrad
Title: Vice President

STATE OF NEW YORK)
)
COUNTY OF MONROE) ss.

I HEREBY CERTIFY, that on this 5 day of June, 2013, before me, the undersigned, a Notary Public of the State of New York, personally appeared Christopher J. Oliver, who acknowledged himself to be the Vice President of MANUFACTURERS AND TRADERS TRUST COMPANY, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Vice President of said company by signing the name of the company by himself as the Vice President.

AS WITNESS my hand and notarial seal.


Notary Public

My Commission Expires: ROSEMARIE NUCCI
NOTARY PUBLIC, STATE OF NEW YORK
No. 01NU6031718
Qualified in Monroe County
My Commission Expires October 12, 2013.

STATE OF
COUNTY OF

)
) ss.
)

I HEREBY CERTIFY, that on this 5th day of June, 2013, before me, the undersigned, a Notary Public of the State of Ohio, personally appeared Nicholas C. Conroy who acknowledged himself to be the VP of NURAIL CANADA ULC, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized VP of said corporation by signing the name of the corporation by himself as the VP.

AS WITNESS my hand and notarial seal.

Rachell D. Fox
Notary Public

My Commission Expires:



RACHELL D. FOX
NOTARY PUBLIC - OHIO
MY COMMISSION EXPIRES 02-28-2018

EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS

The following items bearing the reporting marks and numbers:

Car List
One Hundred (100) Covered Hoppers

1	AEX 019561	26	AEX 019586	51	AEX 019611	76	AEX 019636
2	AEX 019562	27	AEX 019587	52	AEX 019612	77	AEX 019637
3	AEX 019563	28	AEX 019588	53	AEX 019613	78	AEX 019638
4	AEX 019564	29	AEX 019589	54	AEX 019614	79	AEX 019639
5	AEX 019565	30	AEX 019590	55	AEX 019615	80	AEX 019640
6	AEX 019566	31	AEX 019591	56	AEX 019616	81	AEX 019641
7	AEX 019567	32	AEX 019592	57	AEX 019617	82	AEX 019642
8	AEX 019568	33	AEX 019593	58	AEX 019618	83	AEX 019643
9	AEX 019569	34	AEX 019594	59	AEX 019619	84	AEX 019644
10	AEX 019570	35	AEX 019595	60	AEX 019620	85	AEX 019645
11	AEX 019571	36	AEX 019596	61	AEX 019621	86	AEX 019646
12	AEX 019572	37	AEX 019597	62	AEX 019622	87	AEX 019647
13	AEX 019573	38	AEX 019598	63	AEX 019623	88	AEX 019648
14	AEX 019574	39	AEX 019599	64	AEX 019624	89	AEX 019649
15	AEX 019575	40	AEX 019600	65	AEX 019625	90	AEX 019650
16	AEX 019576	41	AEX 019601	66	AEX 019626	91	AEX 019651
17	AEX 019577	42	AEX 019602	67	AEX 019627	92	AEX 019652
18	AEX 019578	43	AEX 019603	68	AEX 019628	93	AEX 019653
19	AEX 019579	44	AEX 019604	69	AEX 019629	94	AEX 019654
20	AEX 019580	45	AEX 019605	70	AEX 019630	95	AEX 019655
21	AEX 019581	46	AEX 019606	71	AEX 019631	96	AEX 019656
22	AEX 019582	47	AEX 019607	72	AEX 019632	97	AEX 019657
23	AEX 019583	48	AEX 019608	73	AEX 019633	98	AEX 019658
24	AEX 019584	49	AEX 019609	74	AEX 019634	99	AEX 019659
25	AEX 019585	50	AEX 019610	75	AEX 019635	100	AEX 019660

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: 6/6/13

Edward M Luria
Edward M. Luria