

RECORDATION NO 30824-B FILED  
July 03, 2013 01:10 PM  
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)  
ROBERT W. ALVORD (2011)

July 3, 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 July 1, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 30824.

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

Lessor:	Manufacturers and Traders Trust Company 25 South Charles Street Baltimore, MD 21202
Lessee:	NuRail Canada ULC 480 West Dussel Drive Maumee, OH 43537

Section Chief  
July 3, 2013  
Page 2

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

126 covered hopper railcars within the series AEX 013852 – AEX 014971 as more particularly set forth in the attachment to the document.

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 \$42.00 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,

A handwritten signature in black ink, appearing to read 'E. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem  
Enclosures

MEMORANDUM OF LEASE AGREEMENT

dated as of July 1, 2013

between

MANUFACTURERS AND TRADERS TRUST COMPANY  
as Lessor

and

NURAIL CANADA ULC  
as Lessee

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## 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. 3 thereto and incorporating the terms thereof, dated as of July 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: *Christopher J. Oliver*  
Name: Christopher J. Oliver  
Title: Vice President

NURAIL CANADA ULC

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

STATE OF NEW YORK )  
                                          )  
COUNTY OF MONROE )

ss.

I HEREBY CERTIFY, that on this 2<sup>nd</sup> day of July, 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.

*Rosemarie Nucci*  
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.

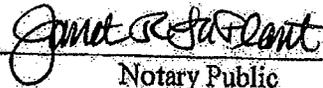
STATE OF  
COUNTY OF

)  
)  
)  
ss.

I HEREBY CERTIFY, that on this 2ND day of July, 2013, before me, the undersigned, a Notary Public of the State of OHIO, personally appeared Nicholas C. Conrad, who acknowledged himself to be the Vice President 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 Vice President of said corporation by signing the name of the corporation by himself as the Vice President.

AS WITNESS my hand and notarial seal.

My Commission Expires:

  
\_\_\_\_\_  
Notary Public

JANET R. LAPLANT  
Notary Public, Lucas Cty., State of Ohio  
My Commission Expires: 11/29/2014

EXHIBIT NO. 1  
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS

The following items bearing the reporting marks and numbers:

**Car List**

**126 4750c.f. 263-268 GWR covered hoppers**

1	AEX 013852	33	AEX 014882	65	AEX 014824	97	AEX 014788
2	AEX 014857	34	AEX 014883	66	AEX 014825	98	AEX 014789
3	AEX 014858	35	AEX 014885	67	AEX 014826	99	AEX 014790
4	AEX 014859	36	AEX 014886	68	AEX 014827	100	AEX 014791
5	AEX 014775	37	AEX 014887	69	AEX 014829	101	AEX 014792
6	AEX 014860	38	AEX 014949	70	AEX 014831	102	AEX 014793
7	AEX 014771	39	AEX 014950	71	AEX 014832	103	AEX 014794
8	AEX 014970	40	AEX 014763	72	AEX 014833	104	AEX 014795
9	AEX 014968	41	AEX 014764	73	AEX 014834	105	AEX 014796
10	AEX 014971	42	AEX 014766	74	AEX 014837	106	AEX 014797
11	AEX 014867	43	AEX 014767	75	AEX 014838	107	AEX 014798
12	AEX 014869	44	AEX 014768	76	AEX 014841	108	AEX 014799
13	AEX 014871	45	AEX 014884	77	AEX 014845	109	AEX 014805
14	AEX 014872	46	AEX 014889	78	AEX 014852	110	AEX 014808
15	AEX 014873	47	AEX 014960	79	AEX 014853	111	AEX 014820
16	AEX 014874	48	AEX 014961	80	AEX 014854	112	AEX 014821
17	AEX 014875	49	AEX 014962	81	AEX 014757	113	AEX 014932
18	AEX 014876	50	AEX 014904	82	AEX 014758	114	AEX 014933
19	AEX 014877	51	AEX 014907	83	AEX 014823	115	AEX 014941
20	AEX 014878	52	AEX 014917	84	AEX 014776	116	AEX 014938
21	AEX 014879	53	AEX 014920	85	AEX 014778	117	AEX 014809
22	AEX 014870	54	AEX 014963	86	AEX 014779	118	AEX 014811
23	AEX 014953	55	AEX 014964	87	AEX 014802	119	AEX 014813
24	AEX 014954	56	AEX 014965	88	AEX 014803	120	AEX 014815
25	AEX 014955	57	AEX 014966	89	AEX 014807	121	AEX 014816
26	AEX 014956	58	AEX 014921	90	AEX 014819	122	AEX 014817
27	AEX 014957	59	AEX 014910	91	AEX 014822	123	AEX 014944
28	AEX 014958	60	AEX 014911	92	AEX 014780	124	AEX 014945
29	AEX 014762	61	AEX 014913	93	AEX 014781	125	AEX 014946
30	AEX 014769	62	AEX 014915	94	AEX 014783	126	AEX 014948
31	AEX 014770	63	AEX 014916	95	AEX 014785		
32	AEX 014881	64	AEX 014959	96	AEX 014786		

Including all replacements, parts, substitutions, modifications, accessories, additions, attachments, accessions, and tools now affixed thereto, or used, or intended to be used in connection therewith or hereafter installed.

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: 7/3/13

Edward M Luria  
Edward M. Luria