

RECORDATION NO. 26884-D FILED

NOV 01 '10 -1 27 PM

SURFACE TRANSPORTATION BOARD



FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

VIA UPS 2nd DAY AIR

October 28, 2010

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Section Chief:

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 October 6, 2010, 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

A description of the railroad equipment covered by the enclosed document is for seventy four (74) covered hopper cars with ACFX and 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". The signature is fluid and cursive.

Marcia Dunne
Senior Rail Documentation Specialist

Enclosures

(CMCL008/008A)

ASSGN. NO.: CMCL008-008A

NOV 31 '10 -1 27 PM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 6 day of Oct, 2010, 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. 7 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of June 1, 2010, 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 & MARKETING

Title: _____

ATTEST:

By: [Signature]

Name: R A DUMBROWSKI

Title: DIRECTOR OF DOCUMENTATION

Executed on this 13th day of October, 2010.

[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 October, 2010.

[Signature]
Notary Public

My Commission Expires:
6-2012
(Notary Public)



LESSEE:

CANADA MALTING CO. LIMITED

ATTEST:

By: [Signature]

Name: David H. [Signature]

By: _____

Title: President

Name: _____

Title: _____

Executed on this 6 day of Oct, 2010.

[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

NUMBER OF CARS: Seventy-four (74)

DESCRIPTION OF CARS: 5700 cu. ft., unlined covered hopper cars, 268,000 lb. capacity with gravity outlet gates and trough hatches and vibrator brackets.

CAR NUMBERS:

<u>CARINIT</u>	<u>CARNUM</u>	<u>NEW CARINIT</u>	<u>NEW CARNUM</u>	<u>CARINIT</u>	<u>CARNUM</u>	<u>NEW CARINIT</u>	<u>NEW CARNUM</u>
ACFX	036012	FURX	857150	ACFX	097297	FURX	857082
ACFX	036025	FURX	857151	ACFX	097322	FURX	857102
ACFX	036151	FURX	857160	ACFX	097326	FURX	857103
ACFX	036390	FURX	857165	ACFX	097394	FURX	857095
ACFX	036394	FURX	857166	ACFX	097396	FURX	857096
ACFX	036949	FURX	857171	ACFX	097463	FURX	857105
ACFX	036953	FURX	857172	ACFX	097679	FURX	857111
ACFX	037709	FURX	857173	ACFX	097685	FURX	857112
ACFX	037755	FURX	857175	ACFX	097698	FURX	857114
ACFX	037778	FURX	857176	ACFX	097700	FURX	857115
ACFX	037953	FURX	857177	ACFX	097804	FURX	857113
ACFX	038406	FURX	857180	ACFX	098099	FURX	857116
ACFX	038408	FURX	857181	ACFX	098170	FURX	857117
ACFX	038411	FURX	857182	ACFX	098171	FURX	857118
ACFX	096747	FURX	857020	ACFX	098177	FURX	857012
ACFX	096768	FURX	857024	ACFX	098419	FURX	857121
ACFX	096770	FURX	857025	ACFX	098465	FURX	857125
ACFX	096930	FURX	857041	ACFX	098527	FURX	857127
ACFX	096964	FURX	857042	ACFX	098727	FURX	857130
ACFX	096972	FURX	857043	ACFX	098764	FURX	857131
ACFX	096973	FURX	857044	ACFX	099347	FURX	857155
ACFX	096991	FURX	857047	ACFX	099348	FURX	857156
ACFX	097006	FURX	857048	ACFX	099349	FURX	857157
ACFX	097019	FURX	857049	ACFX	099354	FURX	857158
ACFX	097101	FURX	857055	ACFX	099431	FURX	857140
ACFX	097103	FURX	857056	ACFX	099434	FURX	857141
ACFX	097131	FURX	857060	ACFX	099444	FURX	857142
ACFX	097230	FURX	857057	ACFX	099462	FURX	857143
ACFX	097236	FURX	857065	ACFX	099473	FURX	857144
ACFX	097240	FURX	857066	ACFX	099475	FURX	857145
ACFX	097248	FURX	857067	ACFX	099554	FURX	857135
ACFX	097251	FURX	857068	FURX	857061	FURX	857061
ACFX	097253	FURX	857069	FURX	857089	FURX	857089
ACFX	097265	FURX	857073	FURX	857097	FURX	857097
ACFX	097275	FURX	857075	FURX	857101	FURX	857101
ACFX	097276	FURX	857076	FURX	857120	FURX	857120
ACFX	097288	FURX	857080	Count:	74		
ACFX	097289	FURX	857081				