

MEMORANDUM NO. 29662 FEB

FEB 23 '11 -11 37 AM

SURFACE TRANSPORTATION BOARD



FIRST UNION RAIL

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

February 18, 2011

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) certified copies of a Memorandum of Lease Agreement dated July 28, 2010, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document, since a Master Lease has not been filed with the Surface Transportation Board. 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 USA

Lessee: CGC Inc.
350 Burnhamthorpe Road, West
Suite 500
Mississauga, ON L5B 3J1 Canada

A description of the railroad equipment covered by the enclosed document is for three (3) hopper cars; having NAHX marks to be remarked with FURX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: 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 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".

Marcia Dunne
Senior Rail Documentation Specialist

Enclosure

(CGIN004/A)

RIDER NO. 1

ASSGN. NO. CGIN004

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MEMORANDUM OF LEASE

QUINCY TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum of Lease") is made and entered into as of July 28, 2010 by and between the Montreal branch of First Union Rail Corporation ("Lessor"), a North Carolina corporation, and CGC Inc. ("Lessee"), an ~~Ontario~~ New Brunswick corporation. 18

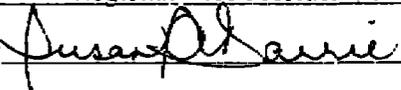
WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement dated as of July 28 2010 (the "Agreement"), and Rider No. 1 thereto dated as of July 28, 2010 (the "Rider"), whereby Lessor has agreed to lease to Lessee certain railcars named hereto and subject to the terms, conditions and provisions of the above-mentioned Agreement 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).

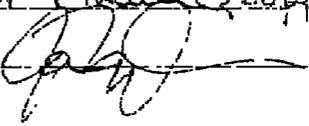
LESSOR:

FIRST UNION RAIL CORPORATION

Name: Susan A. BarrieTitle: Regional Vice President, SalesSignature: 

LESSEE:

CGC, INC.

Name: James McEwenTitle: VP Finance & Supply ChainSignature: 

RIDER NO. 1

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Three (3).

DESCRIPTION OF CARS: 5165 cubic foot capacity, 263,000 lb.GRL pressure differential covered hopper cars with a load limit of 98 tons.
AAR Car Type C614.

CAR NUMBERS. NAHX marks to be remarked to FURX marks per conversion below:

NAHX 550449	FURX 893803
NAHX 550455	FURX 893805
NAHX 551600	FURX 894221

