

APR 30 '12 -3 33 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'hare Centre
6250 River Rd, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

VIA UPS 2nd DAY AIR

April 25, 2012

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Re: Documents for Rail Recordation

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are one (1) original and two (2) copies of a Memorandum of Lease Agreement dated March 28, 2012 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 N River Road, Suite 5000
Rosemont, IL 60018

Lessee: The International Group, Inc.
50 Salome Drive
Scarborough, ON
M1S 2A8 Canada

A description of the railroad equipment covered by the enclosed document is for twenty-one (21) tank cars having NATX marks to be remarked to FURX and NDYX (see Exhibit A for specific 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,



Marcia Dunne
Senior Documentation Specialist

Enclosure

(INGR006/A-B)

ASSGN. NO. INGR00 LA-B

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MEMORANDUM OF LEASE - RIDER NO. 1

Submitted TO THE BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum of Lease") is made and entered into as of March 28, 2012 by and between the Montreal branch of First Union Rail Corporation ("Lessor"), a North Carolina corporation, and The International Group, Inc. ("Lessee"), an Ontario corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement dated as of March 23, 2012 (the "Agreement"), and Rider No. 1 thereto dated as of March 28, 2012 (the "Rider"), whereby Lessor has agreed to lease to Lessee certain railcars as more particularly described in on Exhibit A attached 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

By: 
Name: Susan A. Barrie
Title: Regional Vice President, Sales

LESSEE:

THE INTERNATIONAL GROUP, INC.

By: 
Name: David Faoro
Title: Director, Supply Chain

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Twenty-one (21).

DESCRIPTION OF CARS: Tank railcars.
Cars are exterior coiled and insulated.

CAR NUMBERS: Cars to be remarked from NATX to FURX/NDYX per conversion list below:

NEW		OLD		
MARK/NUMBER		MARK/NUMBER		
FURX	123544	NATX	50608	Completed
FURX	123549	NATX	50626	Completed
FURX	123554	NATX	50662	Completed
FURX	123556	NATX	50664	Completed
NDYX	123535	NATX	50578	Pending
NDYX	123536	NATX	50579	Pending
NDYX	123537	NATX	50580	Completed
NDYX	123538	NATX	50581	Pending
NDYX	123539	NATX	50582	Pending
NDYX	123540	NATX	50583	Pending
NDYX	123541	NATX	50601	Pending
NDYX	123542	NATX	50604	Pending
NDYX	123543	NATX	50606	Pending
NDYX	123545	NATX	50620	Pending
NDYX	123546	NATX	50622	Pending
NDYX	123547	NATX	50623	Pending
NDYX	123548	NATX	50625	Pending
NDYX	123550	NATX	50627	Pending
NDYX	123552	NATX	50660	Pending
NDYX	123553	NATX	50661	Pending
NDYX	123555	NATX	50663	Pending
Count:	21			