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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 NEXT DAY AIR

May 8, 2012

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

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 April 13, 2012, 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 26628.

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	Opta Minerals Inc. 407 Parkside Dr. Waterdown, ON L0R 2H0 Canada
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A description of the railroad equipment covered by the enclosed document is fifty-one (51) hopper cars; with FURX and NDYX 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

Best regards



Marcia Dunne
Senior Documentation Specialist

Enclosures

(OPM1008)

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ASSGN. NO. OPMI008

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 13th day of April, 2012, by and between FIRST UNION RAIL CORPORATION ("Lessor"), a North Carolina corporation, and OPTA MINERALS INC. ("Lessee"), a Canadian corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of November 1, 2005, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 8 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of January 1, 2012 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

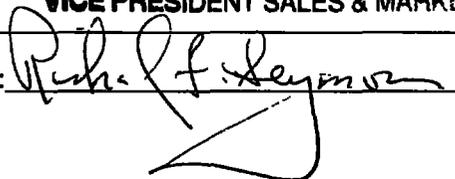
IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease to be duly executed by their respective officers duly authorized as of the date and year first above written (and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation).

LESSOR:

FIRST UNION RAIL CORPORATION

Name: RICHARD F. SEYMOUR

Title: VICE PRESIDENT SALES & MARKETING

Signature: 

LESSEE:

OPTA MINERALS INC.

Name: Peter Frykholm

Title: CFO

Signature: 

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Fifty-one (51).

DESCRIPTION OF CARS: Open top hopper rail cars.

CAR NUMBERS:

FURX 910000	FURX 910025
FURX 910001	FURX 910026
FURX 910002	FURX 911071
FURX 910003	NDYX 912040
FURX 910004	NDYX 912044
FURX 910005	NDYX 912045
FURX 910006	NDYX 912052
FURX 910007	NDYX 912053
FURX 910008	NDYX 912054
FURX 910009	NDYX 912056
FURX 910010	NDYX 912057
FURX 910011	NDYX 912068
FURX 910012	NDYX 912069
FURX 910013	NDYX 912071
FURX 910014	NDYX 912072
FURX 910015	NDYX 912073
FURX 910016	NDYX 912075
FURX 910017	NDYX 912077
FURX 910018	NDYX 912083
FURX 910019	NDYX 912088
FURX 910020	NDYX 912089
FURX 910021	NDYX 912093
FURX 910022	NDYX 912098
FURX 910023	NDYX 912105
FURX 910024	NDYX 912125