

RECORDATION NO. 30097-A FILED

JUN 07 '12 -4 20 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

June 5, 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 two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated February 28, 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 primary Recordation Number 30097.

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: Methes Energies Canada Inc.
4170 Sladeview Cres. Unit 5
Mississauga, Ontario L5L 0A1
Canada

A description of the railroad equipment covered by the enclosed document is for one (1) tank car, marked FURX 123681.

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 Rail Documentation Specialist

Enclosures

(MEFC002)

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ASSGN. NO.: MEEC002

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of the 28th day of February, 2012, by and between the Montreal branch of First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Methes Energies Canada Inc. ("Lessee"), an Ontario corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement dated as of November 14, 2011, (the "Lease") and Rider No. 2 thereto dated as of 28 FEB 2012, 2012, (the "Rider"), whereby Lessor has agreed to lease to Lessee certain railcars as more particularly described on Exhibit A attached hereto and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider which are incorporated herein by reference.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum 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:**

METHES ENERGIES CANADA INC.

Name: Nicholas NgTitle: PresidentSignature: 

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: One (1).

DESCRIPTION OF CARS: Tank car.

CAR NUMBER: FURX 123681.