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SURFACE TRANSPORTATION BOARD

**FIRST UNION RAIL**

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

Tel 847.318.7575  
Fax 847.318.7588  
www.firstunionrail.com

VIA UPS 2<sup>nd</sup> DAY AIR

July 10, 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 June 5, 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:	Soto Industries Inc. 1681 Chestnut Street, Unit 400 Vancouver, BC V6J 4M6
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A description of the railroad equipment covered by the enclosed document is for one (1) tank car marked TGOX 1674.

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

Enclosure  
(SOTO001)

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ASSGN. NO.: SOTO001

**MEMORANDUM OF LEASE**

**SURFACE TRANSPORTATION BOARD**

5 THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 5 day of ~~May~~ <sup>June</sup>, 2012, by and between the Montreal branch of First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Soto Industries Inc. ("Lessee"), a British Columbia corporation.

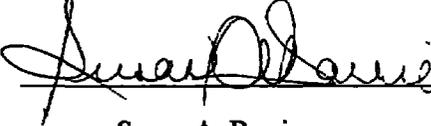
**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement dated as of May 7, 2012, (the "Lease") and Rider No. 1 thereto dated as of ~~May~~ <sup>June</sup>, 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

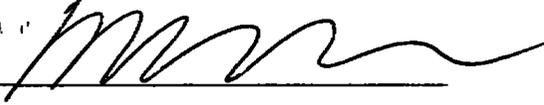
By: 

Name: Susan A. Barrie

Title: Regional Vice President, Sales

**LESSEE:**

SOTO INDUSTRIES INC.

By: 

Name: Martin Moore

Title: Chief Executive Office

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

**NUMBER OF CARS:** One (1)

**DESCRIPTION OF CARS:** Tank Car

**CAR NUMBER:** TGOX 1674