

RECORDATION NO 30942 FILD  
October 17, 2013 07:00 AM  
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)  
ROBERT W. ALVORD (2011)

October 4, 2013

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Security Agreement, dated as of October 3, 2013, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed documents are:

Secured Party:	The Bank of Nova Scotia 44 King Street West Toronto, Ontario Canada M5H 1H1
Borrower:	Factor Gas Liquids Inc. 840 7 <sup>th</sup> Ave. SW, Suite 1260 Calgary, Alberta Canada T2P 3G2

Section Chief  
October 4, 2013  
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A description of the railroad equipment covered by the enclosed document is:

20 tank railcars within the series FGLX 087066 - FGLX 87115 as set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Security Agreement.

Also enclosed is a check in the amount of \$44.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'E. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem  
Enclosures

RECORDATION NO 30942 FILE  
October 17, 2013 07:00 AM  
SURFACE TRANSPORTATION BOARD

MEMORANDUM OF SECURITY AGREEMENT dated October 3, 2013, between The Bank of Nova Scotia (the "Secured Party"), and Factor Gas Liquids Inc. (the "Borrower").

WHEREAS, the Secured Party and the Borrower have entered into that certain Security Agreement dated as of October 3, 2013 (the "Agreement") (the terms of which are incorporated herein by reference), covering the railcars identified in Schedule A attached hereto, bearing the equipment numbers of the Borrower shown in said Schedule A including all additions and alterations thereof, replacements thereof and substitutions therefor;

WHEREAS, this memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such memorandum.

IN WITNESS WHEREOF, the parties wish to show for the public record the security interest therein of the Secured Party, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

THE BANK OF NOVA SCOTIA  
as Secured Party

By:   
Name: Sue-Ann Hack  
Title: Assistant Manager, Sales & Product Support

FACTOR GAS LIQUIDS INC.  
as Borrower

By:   
Name: KATHRYN POOLE  
Title: C.F.O.

By: \_\_\_\_\_  
Name: BARRY JOSBURG  
Title: PRESIDENT

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Borrower by authority of its manager[s] and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Borrower. I further declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

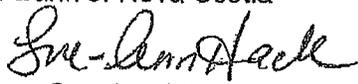
Factor Gas Liquids Inc.

By:   
Name: KATHRYN POOLE  
Title: C.F.O.

By:  
Name: BARRY JOSBURG  
Title: PRESIDENT

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Security Trustee by authority of its board of directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Security Trustee. I further declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

The Bank of Nova Scotia

By:   
Name: Sue-Ann Hack  
Title: Assistant Manager, Sales & Product Support

Schedule A to  
Memorandum of Security Agreement

DESCRIPTION OF UNITS

Twenty (20) T12074 33690WG, 117-1/8 OD, NC&I 340# DOT112A340W RAILROAD  
TANKCAR(S)

FGLX-087067  
FGLX-087098  
FGLX-087100  
FGLX-087111  
FGLX-087112  
FGLX-087113  
FGLX-087066  
FGLX-087068  
FGLX-087069  
FGLX-087070  
FGLX-087081  
FGLX-087082  
FGLX-087084  
FGLX-087085  
FGLX-087096  
FGLX-087083  
FGLX-087097  
FGLX-087099  
FGLX-087114  
FGLX-087115

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 10/4/13

Edward M Luria  
Edward M. Luria