

RECORDATION NO. 28213 FILED

DEC 29 '09 -12 0 0 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A LESTER

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N W
SUITE 301
WASHINGTON, D C
20036

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

December 29, 2009

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

Contract 3-8559 Rider 5

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 Lease, dated as of December 18, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents

The name and address of the party to the enclosed document are:

Lessor. American Railcar Leasing LLC
620 North Second Street
St. Charles, Missouri 63301

[Lessee. Flint Hills Resources LP
4111 East 37th Street North
Wichita, KS 67220]

Section Chief
December 29, 2009
Page 2

A description of the railroad equipment covered by the enclosed document
is:

50 railcars: SHPX 464104 - SHPX 464153.

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

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 stamped copies of the enclosed document to the
undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a horizontal line extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

MEMORANDUM OF LEASE

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC, ARL II Funding LLC and Shippers Third LLC, all with respect to Flint Hills Resources LP, a Delaware Limited Partnership ("Lessee").

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Master Service Contract as identified on Schedule A (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks SHPX and/or ACFX.

RECORDATION NO. 28213 FILED

DEC 29 '09 -12 0 0 PM

SURFACE TRANSPORTATION BOARD

Schedule A

Equipment

Flint Hill Resources, LP

Contract 3-8559 rider 5 dated 8/30/07

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	464104
	Hopper	SHPX	464105
	Hopper	SHPX	464106
	Hopper	SHPX	464107
	Hopper	SHPX	464108
	Hopper	SHPX	464109
	Hopper	SHPX	464110
	Hopper	SHPX	464111
	Hopper	SHPX	464112
	Hopper	SHPX	464113
	Hopper	SHPX	464114
	Hopper	SHPX	464115
	Hopper	SHPX	464116
	Hopper	SHPX	464117
	Hopper	SHPX	464118
	Hopper	SHPX	464119
	Hopper	SHPX	464120
	Hopper	SHPX	464121
	Hopper	SHPX	464122
	Hopper	SHPX	464123
	Hopper	SHPX	464124
	Hopper	SHPX	464125
	Hopper	SHPX	464126
	Hopper	SHPX	464127
	Hopper	SHPX	464128
	Hopper	SHPX	464129
	Hopper	SHPX	464130
	Hopper	SHPX	464131
	Hopper	SHPX	464132
	Hopper	SHPX	464133
	Hopper	SHPX	464134
	Hopper	SHPX	464135
	Hopper	SHPX	464136
	Hopper	SHPX	464137

Schedule A

Equipment

Flint Hill Resources, LP

Contract 3-8559 rider 5

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	464138
	Hopper	SHPX	464139
	Hopper	SHPX	464140
	Hopper	SHPX	464141
	Hopper	SHPX	464142
	Hopper	SHPX	464143
	Hopper	SHPX	464144
	Hopper	SHPX	464145
	Hopper	SHPX	464146
	Hopper	SHPX	464147
	Hopper	SHPX	464148
	Hopper	SHPX	464149
	Hopper	SHPX	464150
	Hopper	SHPX	464151
	Hopper	SHPX	464152
	Hopper	SHPX	464153

50

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, 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: 12/29/09



Robert W Alvord