

RECORDATION NO. 29282 FILED

MAY 13 '10 -9 00 AM

**SURFACE TRANSPORTATION BOARD**

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May 13, 2010

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

Contract 8-7953

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 May 11, 2010, 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	Saskatchewan Minerals Inc. #1 Railway Avenue, PO Box 120 Chaplin, Saskatchewan Canada S0H 0V0]

Section Chief  
May 13, 2010  
Page 2

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

20 railcars: SHPX 432556 - SHPX 432575.

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 long horizontal stroke extending to the right.

Robert W. Alvord

RWA/sem  
Encl.

MAY 13 '10 -9 00 AM

**MEMORANDUM OF LEASE****SURFACE TRANSPORTATION BOARD**

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, ARL Fifth LLC and Shippers Third LLC, all with respect to Saskatchewan Minerals Inc., a Saskatchewan, Canada Corporation ("Lessee").

**American Railcar Leasing LLC** (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain **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.



# Schedule A

## Equipment

Saskatchewan Minerals Inc.

Contract 8-7953

*add 8/7/08*

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	432556
	Hopper	SHPX	432557
	Hopper	SHPX	432558
	Hopper	SHPX	432559
	Hopper	SHPX	432560
	Hopper	SHPX	432561
	Hopper	SHPX	432562
	Hopper	SHPX	432563
	Hopper	SHPX	432564
	Hopper	SHPX	432565
	Hopper	SHPX	432566
	Hopper	SHPX	432567
	Hopper	SHPX	432568
	Hopper	SHPX	432569
	Hopper	SHPX	432570
	Hopper	SHPX	432571
	Hopper	SHPX	432572
	Hopper	SHPX	432573
	Hopper	SHPX	432574
	Hopper	SHPX	432575

20

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: 5/13/10



\_\_\_\_\_  
Robert W Alvord