

RECORDATION NO. 29408 FILED

AUG 11 '10 -12 00 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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August 11, 2010

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

Contract 8-8879 Rider 1

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: Suncor Energy Inc
3275 Rebecca Street
Oakville, Ontario L6L 6N5]

Section Chief
August 11, 2010
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A description of the railroad equipment covered by the enclosed document
is:

27 tank railcars within the series SHPX 208427 – SHPX 208685, as more
particularly set forth in the attachment to the document.

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 flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

AUG 11 '10 -12 00 PM

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, Shippers Third LLC, and ARL Fifth LLC, all with respect to Suncor Energy Inc. a Alberta Canada Corporation ("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.

The Lease, among other things, has the following provision:

In order to more fully protect the rights, title and ownership of the Lessor (including its assignees) in the cars hereunder however, the Lessee is granting to the Lessor the lien on and security interest in the cars as set forth as follows. Without prejudice to the Lessor's full and complete ownership, rights, title and interest in and to the cars, in order to secure any and all current and future obligations of the Lessee under this lease, for good and valuable consideration, the Lessee hereby irrevocably grants to the Lessor a continuing lien on and a security interest in (i) the cars together with any proceeds thereof and/or therefrom, including, without limitation, any proceeds and receivables generated from the sale or lease of the cars, and (ii) any insurance claims related to the cars and any proceeds from such claims. The cars include, without limitation, (a) any and all improvements, additions, replacements, substitutions and modifications thereon and/or thereof, (b) the railcars specifically set forth in this lease, (c) any other railcars leased or to be leased under this lease to the Lessee and (d) any railcars in possession of the Lessee bearing reporting marks ACFX, SHPX and any other reporting marks owned by Lessor as of this date or at any date in the future. The Lessor may from time to time include an affiliate of the Lessor, becoming the Lessor through an assignment of this lease or any schedule thereof and/or the cars.

Schedule A

Equipment

Suncor Energy Inc.

Contract 8-8879 rider 1 d.t.d 1/22/10

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	208427
	Tank	SHPX	208429
	Tank	SHPX	208457
	Tank	SHPX	208481
	Tank	SHPX	208496
	Tank	SHPX	208544
	Tank	SHPX	208549
	Tank	SHPX	208563
	Tank	SHPX	208574
	Tank	SHPX	208593
	Tank	SHPX	208629
	Tank	SHPX	208630
	Tank	SHPX	208632
	Tank	SHPX	208635
	Tank	SHPX	208641
	Tank	SHPX	208642
	Tank	SHPX	208643
	Tank	SHPX	208644
	Tank	SHPX	208648
	Tank	SHPX	208654
	Tank	SHPX	208656
	Tank	SHPX	208660
	Tank	SHPX	208661
	Tank	SHPX	208662
	Tank	SHPX	208673
	Tank	SHPX	208678
	Tank	SHPX	208685

27

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: 8 / 11 / 10



Robert W. Alvord