

RECORDATION NO 30763 FILED
June 12, 2013 03:20 PM
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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June 12, 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 June 13, 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 document are:

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

Chief
Section of Administration
June 12, 2013
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A description of the railroad equipment covered by the enclosed document is:

11 tank railcars within the series FGLX 087001 – FGLX 087033 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 Security Agreement.

Also enclosed is a check in the amount of \$42.00 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 'Edward M. Luria', with a stylized flourish at the end.

↓ Edward M. Luria

EML/sem
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF SECURITY AGREEMENT dated June 13,
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 June 13, 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.

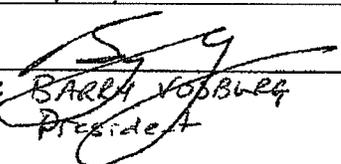
IN WITNESS WHEREOF, the parties wish to show for the public record the security interest therein of the Secured Party, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

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: KATHRYNS POOLLE
Title: CFO

By: 
Name: BARBRA VOBBEEG
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.

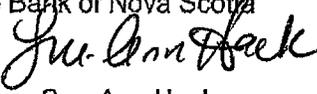
Factor Gas Liquids Inc.

By: 
Name: KATHRYN POOLE
Title: CFO

By: 
Name: BARRY NESBITT
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

Eleven (11) New 33,600 NC-Therm Pressure Tank Cars:

FGLX-087001
FGLX-087004
FGLX-087016
FGLX-087019
FGLX-087032
FGLX-087034
FGLX-087002
FGLX-087005
FGLX-087018
FGLX-087020
FGLX-087033

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: 6-12-13

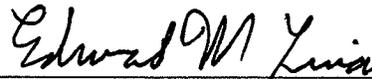
Edward M Luria

Edward M. Luria

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: _____



Edward M. Luria