

RECORDATION NO. 28531 FILED

JAN 13 '10 -12 00 PM

SURFACE TRANSPORTATION BOARD

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

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

OF COUNSEL
URBAN A LESTER

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

January 13, 2010

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

Contract 8-8620 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 December 21, 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:	Husky Marketing and Supply Company 707-8th Avenue SW Box 6525, Station "D" Calgary, Alberta CANADA T2P 3G7]

Section Chief
January 13, 2010
Page 2

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

23 railcars: SHPX 220901 - SHPX 220924.

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 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

JAN 13 '10

12-00 PM

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 and Shippers Third LLC, all with respect to Husky Marketing and Supply Company, a Delaware 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.

Schedule A

Equipment

Husky Marketing And Supply Company

Contract 8-8620 rider 1 *dated 1/22/08*

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	220901
	Tank	SHPX	220902
	Tank	SHPX	220903
	Tank	SHPX	220904
	Tank	SHPX	220905
	Tank	SHPX	220906
	Tank	SHPX	220907
	Tank	SHPX	220908
	Tank	SHPX	220909
	Tank	SHPX	220910
	Tank	SHPX	220912
	Tank	SHPX	220913
	Tank	SHPX	220914
	Tank	SHPX	220915
	Tank	SHPX	220916
	Tank	SHPX	220917
	Tank	SHPX	220918
	Tank	SHPX	220919
	Tank	SHPX	220920
	Tank	SHPX	220921
	Tank	SHPX	220922
	Tank	SHPX	220923
	Tank	SHPX	220924

23

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: 1/13/2010



Robert W. Alvord