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SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

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 3

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:

39 railcars within the series SHPX 221216 - SHPX 221259 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 'R. Alvord', with a horizontal line extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

JAN 13 '10

12-00 PM

MEMORANDUM OF LEASE

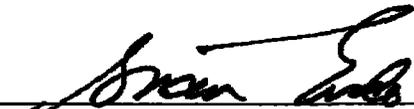
SURFACE TRANSPORTATION BOARD

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.

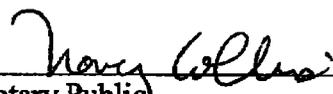
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.

AMERICAN RAILCAR LEASING LLC

By: 
Name: Brian Evdo
Title: VP – Business Development

STATE OF MISSOURI)
) ss.:
COUNTY OF ST. CHARLES)

On this 21st day of Dec., 2009, before me, personally appeared Brian Evdo, to me personally known, who being by me duly sworn, says that he resides at St. Charles, Missouri and is the VP – Business Development of American Railcar Leasing LLC, that said instrument was signed on the date hereof on behalf of said company by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.


Notary Public
My commission expires on 8/2/2012

NANCY COLLINS Notary Public - Notary Seal State of Missouri Commissioned for St. Charles County My Commission Expires: August 02, 2012 Commission Number: 08499131

Schedule A

Equipment

Husky Marketing And Supply Company

Contract 8-8620 rider 3 dated 2/19/08

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	221216
	Tank	SHPX	221218
	Tank	SHPX	221219
	Tank	SHPX	221220
	Tank	SHPX	221221
	Tank	SHPX	221222
	Tank	SHPX	221223
	Tank	SHPX	221224
	Tank	SHPX	221225
	Tank	SHPX	221226
	Tank	SHPX	221227
	Tank	SHPX	221228
	Tank	SHPX	221230
	Tank	SHPX	221231
	Tank	SHPX	221232
	Tank	SHPX	221233
	Tank	SHPX	221234
	Tank	SHPX	221235
	Tank	SHPX	221236
	Tank	SHPX	221237
	Tank	SHPX	221238
	Tank	SHPX	221239
	Tank	SHPX	221240
	Tank	SHPX	221241
	Tank	SHPX	221243
	Tank	SHPX	221244
	Tank	SHPX	221245
	Tank	SHPX	221246
	Tank	SHPX	221249
	Tank	SHPX	221250
	Tank	SHPX	221251
	Tank	SHPX	221252
	Tank	SHPX	221253
	Tank	SHPX	221254

Schedule A

Equipment

Husky Marketing And Supply Company

Contract 8-8620 rider 3

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	221255
	Tank	SHPX	221256
	Tank	SHPX	221257
	Tank	SHPX	221258
	Tank	SHPX	221259

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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