

RECORDATION NO 30356 FILED
August 29, 2012 10:40 PM
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.

SUITE 301
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

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

OF COUNSEL
URBAN A. LESTER

August 29, 2012

Chief of the 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 Lease Agreement, dated as of August 28, 2012, 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:

Lessor: Flagship Rail Services, LLC
 300 South Riverside Plaza, Suite 1925
 Chicago, IL 60606

Lessee: Irving Oil MCC Limited
 10 Sydney Street
 Saint John, N.B.
 Canada E2L 4K1

Section Chief
August 29, 2012
Page 2

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

200 tank cars: TCBX 251000 – TCBX 251199

A short summary of the document to appear in the index is:

Memorandum of Lease 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

MEMORANDUM OF LEASE AGREEMENT

Memorandum of Lease Agreement (this "**Memorandum of Lease**") made and entered into on August 28, 2012 by and between Flagship Rail Services, LLC, a Delaware limited liability company (the "**Lessor**"), and Irving Oil MCC Limited (formerly known as Irving Oil West Limited), an Alberta, Canada corporation (the "**Lessee**").

WITNESSETH:

Lessor and Lessee are parties to that certain Master Railcar Lease Agreement (the "**Lease Agreement**"), dated as of May 2, 2012, whereby Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from Lessor certain railroad cars as listed on each Rider incorporated therein.

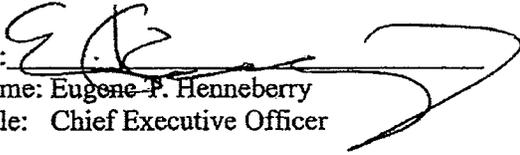
Lessor and Lessee have executed Rider No. 1 dated May 2, 2012 whereby Lessor has agreed to lease to Lessee and the Lessee has agreed to lease from Lessor, certain railroad cars bearing the car numbers and marks as listed on Exhibit A hereto.

RA

[Memorandum of Lease Agreement]

IN WITNESS WHEREOF, the undersigned have caused this Memorandum of Lease to be duly executed by its respective officers and is duly authorized as of the date hereof.

FLAGSHIP RAIL SERVICES, LLC

By: 
Name: Eugene P. Henneberry
Title: Chief Executive Officer

Executed on this 14th day of August, 2012

IRVING OIL MCC LIMITED

By: _____
Name:
Title:

Executed on this ___ day of August, 2012

[Memorandum of Lease Agreement]

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

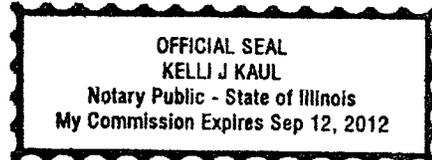
On this, the 14th day of August 2012, before a Notary Public in and for said County and State, personally appeared Eugene T. Henneberry, who being by me duly sworn, says that he is the Chief Executive Officer of Flagship Rail Services, LLC, and that this Memorandum of Lease was signed on August 14, 2012 on behalf of said limited liability company and he acknowledged that the execution of this Memorandum of Lease was the free act and deed of said limited liability company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Kelli J. Kaul

Name:
Notary Public

My Commission Expires: 9/12/12
Residing in STATE OF ILLINOIS



[Memorandum of Lease Agreement]

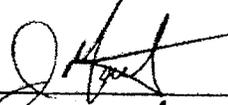
IN WITNESS WHEREOF, the undersigned have caused this Memorandum of Lease to be duly executed by its respective officers and is duly authorized as of the date hereof.

FLAGSHIP RAIL SERVICES, LLC

By: _____
Name: Eugene T. Henneberry
Title: Chief Executive Officer

Executed on this ____ day of August, 2012

IRVING OIL MCC LIMITED

By:  _____
Name: J. Matthews
Title: Vice President

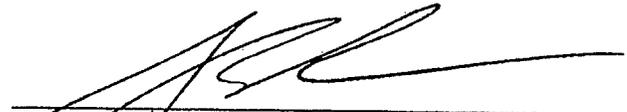
Executed on this 28th day of August, 2012

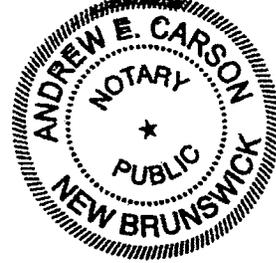
[Memorandum of Lease Agreement]

CANADA)
)
PROVINCE OF NEW BRUNSWICK)
)
TO WIT:)

I, Andrew Carson a Notary Public in and for the Province of New Brunswick, residing at the Town of Hampton, New Brunswick, DO CERTIFY that Jeff Matthews personally appeared, who being by me duly sworn, says that he/she is the Vice President of Irving Oil MCC Limited, and that this Memorandum of Lease was signed on August 28, 2012 on behalf of said corporation and he/she acknowledged that the execution of this Memorandum of Lease was the free act and deed of said corporation.

DATED at Saint John, New Brunswick, this 28th day of August, 2012.


Name: Andrew Carson
A Notary Public in and for the
Province of New Brunswick



[Memorandum of Lease Agreement]

EXHIBIT A

Equipment:	286,000 GRL, 25,500 Gallon, External Coiled and Insulated General Purpose Tank Cars
Quantity:	Two Hundred (200)
Car Numbers and Marks:	TCBX 251000 through TCBX 251199 (inclusive)

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: 8/29/12

Edward M Luria
Edward M. Luria