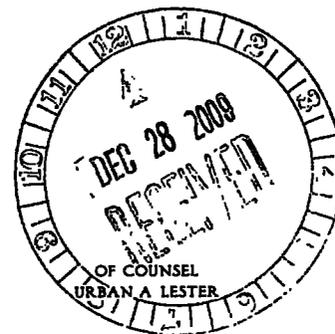


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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)



December 28, 2009

RECORDATION NO. 28170 FILED

DEC 28 '09 -9 00 AM

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

**SURFACE TRANSPORTATION BOARD**

Contract 3-7908 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 18, 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 ICL Performance Products, LP  
622 Emerson Road, Suite 500  
St. Louis, Missouri 63141]

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

53 railcars within the series SHPX 205541 - SHPX 205595 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 long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

**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 and Shippers Third LLC, all with respect to ICL Performance Products LP, a Delaware Limited Partnership ("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.

RECORDATION NO. 28170 FILED

DEC 28 '09 9 00 AM

SURFACE TRANSPORTATION BOARD



# Schedule A

## Equipment

### ICL Performance Products LP

Contract 3-7908 rider 1 dated 9/6/07

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	205541
	Tank	SHPX	205542
	Tank	SHPX	205543
	Tank	SHPX	205544
	Tank	SHPX	205545
	Tank	SHPX	205546
	Tank	SHPX	205547
	Tank	SHPX	205548
	Tank	SHPX	205549
	Tank	SHPX	205550
	Tank	SHPX	205551
	Tank	SHPX	205552
	Tank	SHPX	205553
	Tank	SHPX	205554
	Tank	SHPX	205555
	Tank	SHPX	205556
	Tank	SHPX	205558
	Tank	SHPX	205559
	Tank	SHPX	205560
	Tank	SHPX	205561
	Tank	SHPX	205562
	Tank	SHPX	205563
	Tank	SHPX	205564
	Tank	SHPX	205565
	Tank	SHPX	205566
	Tank	SHPX	205567
	Tank	SHPX	205568
	Tank	SHPX	205569
	Tank	SHPX	205570
	Tank	SHPX	205571
	Tank	SHPX	205572
	Tank	SHPX	205573
	Tank	SHPX	205574
	Tank	SHPX	205576

# Schedule A

## Equipment

### ICL Performance Products LP

Contract 3-7908 rider 1

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	205577
	Tank	SHPX	205578
	Tank	SHPX	205579
	Tank	SHPX	205580
	Tank	SHPX	205581
	Tank	SHPX	205582
	Tank	SHPX	205583
	Tank	SHPX	205584
	Tank	SHPX	205585
	Tank	SHPX	205586
	Tank	SHPX	205587
	Tank	SHPX	205588
	Tank	SHPX	205589
	Tank	SHPX	205590
	Tank	SHPX	205591
	Tank	SHPX	205592
	Tank	SHPX	205593
	Tank	SHPX	205594
	Tank	SHPX	205595

53