

RECORDATION NO. 28190 FILED

DEC 29 '09 -12 0 0 PM

SURFACE TRANSPORTATION BOARD

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

December 29, 2009

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

Contract 3-8601 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 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: Koch Nitrogen Company, LLC
4111 East 37th Street
Wichita, KS 67220]

Section Chief
December 29, 2009
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A description of the railroad equipment covered by the enclosed document is:

40 railcars: SHPX 221938 - SHPX 221977.

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 "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 Koch Nitrogen Company, LLC, a Delaware Limited Liability Company ("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**.

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SURFACE TRANSPORTATION BOARD

Schedule A

Equipment

Koch Nitrogen Co.

Contract 3-8601 rider 3 dated 3/24/08

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	221938
	Tank	SHPX	221939
	Tank	SHPX	221940
	Tank	SHPX	221941
	Tank	SHPX	221942
	Tank	SHPX	221943
	Tank	SHPX	221944
	Tank	SHPX	221945
	Tank	SHPX	221946
	Tank	SHPX	221947
	Tank	SHPX	221948
	Tank	SHPX	221949
	Tank	SHPX	221950
	Tank	SHPX	221951
	Tank	SHPX	221952
	Tank	SHPX	221953
	Tank	SHPX	221954
	Tank	SHPX	221955
	Tank	SHPX	221956
	Tank	SHPX	221957
	Tank	SHPX	221958
	Tank	SHPX	221959
	Tank	SHPX	221960
	Tank	SHPX	221961
	Tank	SHPX	221962
	Tank	SHPX	221963
	Tank	SHPX	221964
	Tank	SHPX	221965
	Tank	SHPX	221966
	Tank	SHPX	221967
	Tank	SHPX	221968
	Tank	SHPX	221969
	Tank	SHPX	221970
	Tank	SHPX	221971

Schedule A

Equipment

Koch Nitrogen Co.

Contract 3-8601 rider 3

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	221972
	Tank	SHPX	221973
	Tank	SHPX	221974
	Tank	SHPX	221975
	Tank	SHPX	221976
	Tank	SHPX	221977
40			

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 12/29/09



Robert W Alvord