

DEC 30 '09

9-00 AM

ALVORD AND ALVORD
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WASHINGTON, D.C.

SURFACE TRANSPORTATION BOARD

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

December 30, 2009

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

Contract C-7730 Rider 79

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: BASF Catalysts LLC
25 Middlesex/Essex Turnpike
Iselin, NJ 08830-0770]

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

40 railcars within the series ACFX 036075 - ACFX 040836, ACFX 064896 - ACFX 068379 and ACFX 098126 - ACFX 099713 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

DEC 30 '09

9-00 AM

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 BASF Catalysts 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.

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: *Umesh Choksi*
Name: Umesh Choksi
Title: CFO & Treasurer

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

On this 18th day of Dec, 2009, before me, personally appeared Umesh Choksi, to me personally known, who being by me duly sworn, says that he resides at St. Louis County, Missouri and is the CFO & Treasurer 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.

NANCY COLLINS
Notary Public - Notary Seal
State of Missouri
Commissioned for St. Charles County
My Commission Expires: August 02, 2012
Commission Number: 00498131

Nancy Collins
Notary Public
My commission expires on 8/2/2012

Schedule A

Equipment

BASF Catalysts LLC

Contract C-7730 rider 79 dated 11/27/06

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	ACFX	036075
	Hopper	ACFX	036627
	Hopper	ACFX	037024
	Hopper	ACFX	037216
	Hopper	ACFX	037313
	Hopper	ACFX	038627
	Hopper	ACFX	038899
	Hopper	ACFX	038906
	Hopper	ACFX	039388
	Hopper	ACFX	039446
	Hopper	ACFX	040308
	Hopper	ACFX	040398
	Hopper	ACFX	040797
	Hopper	ACFX	040804
	Hopper	ACFX	040834
	Hopper	ACFX	040836
	Hopper	ACFX	064896
	Hopper	ACFX	065075
	Hopper	ACFX	065084
	Hopper	ACFX	065290
	Hopper	ACFX	067159
	Hopper	ACFX	068379
	Hopper	ACFX	098126
	Hopper	ACFX	098128
	Hopper	ACFX	098130
	Hopper	ACFX	098133
	Hopper	ACFX	098137
	Hopper	ACFX	098138
	Hopper	ACFX	098140
	Hopper	ACFX	098148
	Hopper	ACFX	098149
	Hopper	ACFX	098154
	Hopper	ACFX	098156
	Hopper	ACFX	098159

Schedule A

Equipment

BASF Catalysts LLC

Contract C-7730 rider 79

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	ACFX	098573
	Hopper	ACFX	099069
	Hopper	ACFX	099073
	Hopper	ACFX	099091
	Hopper	ACFX	099461
	Hopper	ACFX	099713
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: 12/30/09



Robert W. Alvord