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December 28, 2009

RECORDATION NO. 28162 FILED

DEC 28 '09 -9 00 AM

SURFACE TRANSPORTATION BOARD

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

Contract 8-7741 Rider 2

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: Chemtrade Logistics (US) Inc.  
3507 Leeds Rd  
Carlisle, SC 29031]

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

50 railcars: SHPX 202675 - SHPX 202724.

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 Chemtrade Logistics (US) Inc., 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.

RECORDATION NO. 28162 FILED

DEC 8 '09 -9 00 AM

MINNESOTA TRANSPORTATION BOARD

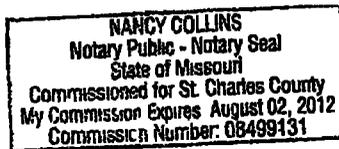
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease

AMERICAN RAILCAR LEASING LLC

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

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

On this 18<sup>th</sup> 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  
My commission expires on 8/2/2012

## Schedule A

### Equipment

#### Chemtrade Logistics (US) Inc.

Contract 8-7741 rider 2 dated 1/28/05

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	202675
	Tank	SHPX	202676
	Tank	SHPX	202677
	Tank	SHPX	202678
	Tank	SHPX	202679
	Tank	SHPX	202680
	Tank	SHPX	202681
	Tank	SHPX	202682
	Tank	SHPX	202683
	Tank	SHPX	202684
	Tank	SHPX	202685
	Tank	SHPX	202686
	Tank	SHPX	202687
	Tank	SHPX	202688
	Tank	SHPX	202689
	Tank	SHPX	202690
	Tank	SHPX	202691
	Tank	SHPX	202692
	Tank	SHPX	202693
	Tank	SHPX	202694
	Tank	SHPX	202695
	Tank	SHPX	202696
	Tank	SHPX	202697
	Tank	SHPX	202698
	Tank	SHPX	202699
	Tank	SHPX	202700
	Tank	SHPX	202701
	Tank	SHPX	202702
	Tank	SHPX	202703
	Tank	SHPX	202704
	Tank	SHPX	202705
	Tank	SHPX	202706
	Tank	SHPX	202707
	Tank	SHPX	202708

**Schedule A**

Equipment

**Chemtrade Logistics (US) Inc.**

Contract 8-7741 rider 2

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	202709
	Tank	SHPX	202710
	Tank	SHPX	202711
	Tank	SHPX	202712
	Tank	SHPX	202713
	Tank	SHPX	202714
	Tank	SHPX	202715
	Tank	SHPX	202716
	Tank	SHPX	202717
	Tank	SHPX	202718
	Tank	SHPX	202719
	Tank	SHPX	202720
	Tank	SHPX	202721
	Tank	SHPX	202722
	Tank	SHPX	202723
	Tank	SHPX	202724

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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 12/28/09



\_\_\_\_\_  
Robert W Alvord