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OF COUNSEL
URBAN A. LESTER

SURFACE TRANSPORTATION BOARD

January 8, 2010

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

Contract 4-6663

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 16, 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: Amerigas Propane, L.P.
759 N Beverlye Rd
Dothan, AL]

Section Chief
January 8, 2010
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A description of the railroad equipment covered by the enclosed document is:

100 railcars: ACFX 220317 - ACFX 220416.

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 checkmark below the first letter 'R'.

Robert W. Alvord

RWA/sem
Enclosures

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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 Amerigas Propane, L.P., a New York Limited Liability Partnership ("Lessee").

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain 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 16th 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: 08499131

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

Schedule A

Equipment

Amerigas Propane, L. P.

Contract 4-6663 *dated 10/24/06*

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	ACFX	220317
	Tank	ACFX	220318
	Tank	ACFX	220319
	Tank	ACFX	220320
	Tank	ACFX	220321
	Tank	ACFX	220322
	Tank	ACFX	220323
	Tank	ACFX	220324
	Tank	ACFX	220325
	Tank	ACFX	220326
	Tank	ACFX	220327
	Tank	ACFX	220328
	Tank	ACFX	220329
	Tank	ACFX	220330
	Tank	ACFX	220331
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	Tank	ACFX	220338
	Tank	ACFX	220339
	Tank	ACFX	220340
	Tank	ACFX	220341
	Tank	ACFX	220342
	Tank	ACFX	220343
	Tank	ACFX	220344
	Tank	ACFX	220345
	Tank	ACFX	220346
	Tank	ACFX	220347
	Tank	ACFX	220348
	Tank	ACFX	220349
	Tank	ACFX	220350

Schedule A

Equipment

Amerigas Propane, L. P.

Contract 4-6663

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	ACFX	220351
	Tank	ACFX	220352
	Tank	ACFX	220353
	Tank	ACFX	220354
	Tank	ACFX	220355
	Tank	ACFX	220356
	Tank	ACFX	220357
	Tank	ACFX	220358
	Tank	ACFX	220359
	Tank	ACFX	220360
	Tank	ACFX	220361
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	Tank	ACFX	220370
	Tank	ACFX	220371
	Tank	ACFX	220372
	Tank	ACFX	220373
	Tank	ACFX	220374
	Tank	ACFX	220375
	Tank	ACFX	220376
	Tank	ACFX	220377
	Tank	ACFX	220378
	Tank	ACFX	220379
	Tank	ACFX	220380
	Tank	ACFX	220381
	Tank	ACFX	220382
	Tank	ACFX	220383
	Tank	ACFX	220384

Schedule A

Equipment

Amerigas Propane, L. P.

Contract 4-6663

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	ACFX	220385
	Tank	ACFX	220386
	Tank	ACFX	220387
	Tank	ACFX	220388
	Tank	ACFX	220389
	Tank	ACFX	220390
	Tank	ACFX	220391
	Tank	ACFX	220392
	Tank	ACFX	220393
	Tank	ACFX	220394
	Tank	ACFX	220395
	Tank	ACFX	220396
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	Tank	ACFX	220401
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	Tank	ACFX	220403
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	Tank	ACFX	220407
	Tank	ACFX	220408
	Tank	ACFX	220409
	Tank	ACFX	220410
	Tank	ACFX	220411
	Tank	ACFX	220412
	Tank	ACFX	220413
	Tank	ACFX	220414
	Tank	ACFX	220415
	Tank	ACFX	220416

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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: 1/6/2010



Robert W. Alvord