

RECORDATION NO. 28582 FILED

JAN 15 '10 -12 00 PM

SURFACE TRANSPORTATION BOARD

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

January 15, 2010

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

Contract C-50008

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 21, 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 (on behalf of
ACF Acceptance VI LLC)
620 North Second Street
St. Charles, Missouri 63301

[Lessee: Innophos, Inc
259 Prospects Plains Road, Building N
Cranberry, NJ 08512]

Section Chief
January 15, 2010
Page 2

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

84 railcars within the series IPBX 017400 - IPBX 017485 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

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 Innophos, Inc., a Delaware corporation, ("Lessee").

ACF Acceptance VI LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Lease Agreement dated as of December 20, 2000 (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 RPBX and IPBX.

REGISTRATION NO. 28582 FILED
JAN 15 '10 -12 00 PM
STATE TRANSPORTATION BOARD

Schedule A

Equipment

Innophos, Inc.

Contract C-50008

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	IPBX	017400
	Tank	IPBX	017402
	Tank	IPBX	017403
	Tank	IPBX	017404
	Tank	IPBX	017405
	Tank	IPBX	017406
	Tank	IPBX	017407
	Tank	IPBX	017408
	Tank	IPBX	017409
	Tank	IPBX	017410
	Tank	IPBX	017411
	Tank	IPBX	017412
	Tank	IPBX	017413
	Tank	IPBX	017414
	Tank	IPBX	017415
	Tank	IPBX	017416
	Tank	IPBX	017417
	Tank	IPBX	017418
	Tank	IPBX	017419
	Tank	IPBX	017420
	Tank	IPBX	017421
	Tank	IPBX	017422
	Tank	IPBX	017423
	Tank	IPBX	017424
	Tank	IPBX	017425
	Tank	IPBX	017427
	Tank	IPBX	017428
	Tank	IPBX	017429
	Tank	IPBX	017430
	Tank	IPBX	017431
	Tank	IPBX	017432
	Tank	IPBX	017433
	Tank	IPBX	017434
	Tank	IPBX	017435

Schedule A

Equipment

Innophos, Inc.

Contract C-50008

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	IPBX	017436
	Tank	IPBX	017437
	Tank	IPBX	017438
	Tank	IPBX	017439
	Tank	IPBX	017440
	Tank	IPBX	017441
	Tank	IPBX	017442
	Tank	IPBX	017443
	Tank	IPBX	017444
	Tank	IPBX	017445
	Tank	IPBX	017446
	Tank	IPBX	017447
	Tank	IPBX	017448
	Tank	IPBX	017449
	Tank	IPBX	017450
	Tank	IPBX	017451
	Tank	IPBX	017452
	Tank	IPBX	017453
	Tank	IPBX	017454
	Tank	IPBX	017455
	Tank	IPBX	017456
	Tank	IPBX	017457
	Tank	IPBX	017458
	Tank	IPBX	017459
	Tank	IPBX	017460
	Tank	IPBX	017461
	Tank	IPBX	017462
	Tank	IPBX	017463
	Tank	IPBX	017464
	Tank	IPBX	017465
	Tank	IPBX	017466
	Tank	IPBX	017467
	Tank	IPBX	017468
	Tank	IPBX	017469

Schedule A

Equipment

Innophos, Inc.

Contract C-50008

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	IPBX	017470
	Tank	IPBX	017471
	Tank	IPBX	017472
	Tank	IPBX	017473
	Tank	IPBX	017474
	Tank	IPBX	017475
	Tank	IPBX	017476
	Tank	IPBX	017477
	Tank	IPBX	017478
	Tank	IPBX	017479
	Tank	IPBX	017480
	Tank	IPBX	017481
	Tank	IPBX	017482
	Tank	IPBX	017483
	Tank	IPBX	017484
	Tank	IPBX	017485

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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 1/15/2010



Robert W Alvord