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



December 23, 2009

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

RECORDATION NO. 28106 FILED
DEC 23 '09 -10 30 AM
SURFACE TRANSPORTATION BOARD

Master Service Contract C-7339, Rider 4

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:	Omya, Incorporated 39 Main Street Proctor, VT 05765

Section Chief
December 23, 2009
Page 2

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

74 railcars within the series SHPX 201856 - SHPX 202126 as more particularly set forth in the equipment schedule attached 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 "Robert W. 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 and Shippers Third LLC, all with respect to Omya, Incorporated, a Vermont Corporation, ("Lessee").

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Master Service Contract C-7339, rider 4 dated as of 6/10/2008 (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.

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SURFACE TRANSPORTATION BOARD

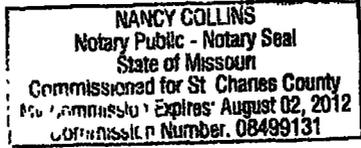
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.

AMERICAN RAILCAR LEASING LLC

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

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

On this 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
My commission expires on 8/2/2012

Schedule A

Equipment

Omya, Inc.

Contract C-7339 rider 4

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
74	Tank	SHPX	201856
	Tank	SHPX	201864
	Tank	SHPX	201867
	Tank	SHPX	201868
	Tank	SHPX	201961
	Tank	SHPX	201971
	Tank	SHPX	201976
	Tank	SHPX	201994
	Tank	SHPX	201995
	Tank	SHPX	202000
	Tank	SHPX	202001
	Tank	SHPX	202007
	Tank	SHPX	202011
	Tank	SHPX	202014
	Tank	SHPX	202015
	Tank	SHPX	202017
	Tank	SHPX	202020
	Tank	SHPX	202021
	Tank	SHPX	202023
	Tank	SHPX	202025
	Tank	SHPX	202026
	Tank	SHPX	202027
	Tank	SHPX	202028
	Tank	SHPX	202030
	Tank	SHPX	202031
	Tank	SHPX	202033
	Tank	SHPX	202035
	Tank	SHPX	202036
	Tank	SHPX	202037
	Tank	SHPX	202038
	Tank	SHPX	202039
	Tank	SHPX	202040
	Tank	SHPX	202042

Schedule A

Equipment

Omya, Inc.

Contract C-7339 rider 4

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
74	Tank	SHPX	202043
	Tank	SHPX	202044
	Tank	SHPX	202045
	Tank	SHPX	202046
	Tank	SHPX	202048
	Tank	SHPX	202055
	Tank	SHPX	202056
	Tank	SHPX	202058
	Tank	SHPX	202059
	Tank	SHPX	202060
	Tank	SHPX	202064
	Tank	SHPX	202069
	Tank	SHPX	202072
	Tank	SHPX	202073
	Tank	SHPX	202074
	Tank	SHPX	202075
	Tank	SHPX	202076
	Tank	SHPX	202077
	Tank	SHPX	202078
	Tank	SHPX	202079
	Tank	SHPX	202080
	Tank	SHPX	202082
	Tank	SHPX	202083
	Tank	SHPX	202084
	Tank	SHPX	202085
	Tank	SHPX	202086
	Tank	SHPX	202087
	Tank	SHPX	202090
	Tank	SHPX	202094
	Tank	SHPX	202099
	Tank	SHPX	202101
	Tank	SHPX	202105
	Tank	SHPX	202106

Schedule A

Equipment

Omya, Inc.

Contract C-7339 rder 4

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
74	Tank	SHPX	202107
	Tank	SHPX	202108
	Tank	SHPX	202109
	Tank	SHPX	202110
	Tank	SHPX	202112
	Tank	SHPX	202113
	Tank	SHPX	202118
	Tank	SHPX	202126

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: 12/23/09



Robert W Alvord