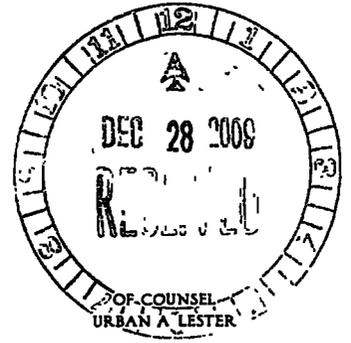


ALVORD AND ALVORD  
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ELIAS C ALVORD (1942)  
ELLSWORTH C ALVORD (1964)



December 23, 2009

RECORDATION NO. 28154 FILED

DEC 23 '09 -10 30 AM

**SURFACE TRANSPORTATION BOARD**

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

Master Service Contract 8-6304, Rider 35

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 620 North Second Street St. Charles, Missouri 63301
[Lessee.	Canexus Chemicals Canada LP 801 7 Ave. SW Calgary AB T2P 3P7 Canada]

Section Chief  
December 23, 2009  
Page 2

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

45 railcars: SHPX 432797 - SHPX 432841.

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 stroke 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 Canexus Chemicals Canada LP, an Alberta, Canada Limited Partnership, ("Lessee").

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain **Master Service Contract G-6304, rider 35**, dated as of **8/13/08** (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.

RECORDATION NO. 28154 FILED

DEC 23 '09 -10 30 AM

SURFACE TRANSPORTATION BOARD

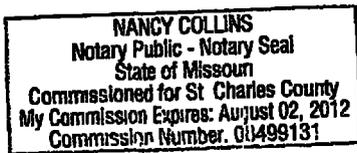
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.

AMERICAN RAILCAR LEASING LLC

By: *Brian Evdo*  
Name: Brian Evdo  
Title: VP – Business Development

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

On this 21<sup>st</sup> day of Dec., 2009, before me, personally appeared Brian Evdo, to me personally known, who being by me duly sworn, says that he resides at St. Charles, Missouri and is the VP – Business Development 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**

**Canexus Chemicals Canada LP**

**Contract 8-6304 rider 35**

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	432797
	Hopper	SHPX	432798
	Hopper	SHPX	432799
	Hopper	SHPX	432800
	Hopper	SHPX	432801
	Hopper	SHPX	432802
	Hopper	SHPX	432803
	Hopper	SHPX	432804
	Hopper	SHPX	432805
	Hopper	SHPX	432806
	Hopper	SHPX	432807
	Hopper	SHPX	432808
	Hopper	SHPX	432809
	Hopper	SHPX	432810
	Hopper	SHPX	432811
	Hopper	SHPX	432812
	Hopper	SHPX	432813
	Hopper	SHPX	432814
	Hopper	SHPX	432815
	Hopper	SHPX	432816
	Hopper	SHPX	432817
	Hopper	SHPX	432818
	Hopper	SHPX	432819
	Hopper	SHPX	432820
	Hopper	SHPX	432821
	Hopper	SHPX	432822
	Hopper	SHPX	432823
	Hopper	SHPX	432824
	Hopper	SHPX	432825
	Hopper	SHPX	432826
	Hopper	SHPX	432827
	Hopper	SHPX	432828
	Hopper	SHPX	432829

# Schedule A

## Equipment

### Canexus Chemicals Canada LP

Contract 8-6304 Order 35

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	432830
	Hopper	SHPX	432831
	Hopper	SHPX	432832
	Hopper	SHPX	432833
	Hopper	SHPX	432834
	Hopper	SHPX	432835
	Hopper	SHPX	432836
	Hopper	SHPX	432837
	Hopper	SHPX	432838
	Hopper	SHPX	432839
	Hopper	SHPX	432840
	Hopper	SHPX	432841

45

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