

RECORDATION NO. 28189 FILED

DEC 29 '09 -12 0 0 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
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December 29, 2009

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

Contract 3-8601 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: Koch Nitrogen Company, LLC
4111 East 37th Street
Wichita, KS 67220]

Section Chief
December 29, 2009
Page 2

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

80 railcars: SHPX 221858 - SHPX 221937.

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 "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 Koch Nitrogen Company, LLC, a Delaware Limited Liability Company ("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.

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SURFACE TRANSPORTATION BOARD

Schedule A

Equipment

Koch Nitrogen Co.

Contract 3-8601 rder 2 dated 3/21/08

| <u>Quantity</u> | <u>Description</u> | <u>Reporting Marks</u> | <u>Road Numbers</u> |
|-----------------|--------------------|------------------------|---------------------|
| | Tank | SHPX | 221858 |
| | Tank | SHPX | 221859 |
| | Tank | SHPX | 221860 |
| | Tank | SHPX | 221861 |
| | Tank | SHPX | 221862 |
| | Tank | SHPX | 221863 |
| | Tank | SHPX | 221864 |
| | Tank | SHPX | 221865 |
| | Tank | SHPX | 221866 |
| | Tank | SHPX | 221867 |
| | Tank | SHPX | 221868 |
| | Tank | SHPX | 221869 |
| | Tank | SHPX | 221870 |
| | Tank | SHPX | 221871 |
| | Tank | SHPX | 221872 |
| | Tank | SHPX | 221873 |
| | Tank | SHPX | 221874 |
| | Tank | SHPX | 221875 |
| | Tank | SHPX | 221876 |
| | Tank | SHPX | 221877 |
| | Tank | SHPX | 221878 |
| | Tank | SHPX | 221879 |
| | Tank | SHPX | 221880 |
| | Tank | SHPX | 221881 |
| | Tank | SHPX | 221882 |
| | Tank | SHPX | 221883 |
| | Tank | SHPX | 221884 |
| | Tank | SHPX | 221885 |
| | Tank | SHPX | 221886 |
| | Tank | SHPX | 221887 |
| | Tank | SHPX | 221888 |
| | Tank | SHPX | 221889 |
| | Tank | SHPX | 221890 |
| | Tank | SHPX | 221891 |

Schedule A

Equipment

Koch Nitrogen Co.
Contract 3-8601 rider 2

| <u>Quantity</u> | <u>Description</u> | <u>Reporting Marks</u> | <u>Road Numbers</u> |
|-----------------|--------------------|------------------------|---------------------|
| | Tank | SHPX | 221892 |
| | Tank | SHPX | 221893 |
| | Tank | SHPX | 221894 |
| | Tank | SHPX | 221895 |
| | Tank | SHPX | 221896 |
| | Tank | SHPX | 221897 |
| | Tank | SHPX | 221898 |
| | Tank | SHPX | 221899 |
| | Tank | SHPX | 221900 |
| | Tank | SHPX | 221901 |
| | Tank | SHPX | 221902 |
| | Tank | SHPX | 221903 |
| | Tank | SHPX | 221904 |
| | Tank | SHPX | 221905 |
| | Tank | SHPX | 221906 |
| | Tank | SHPX | 221907 |
| | Tank | SHPX | 221908 |
| | Tank | SHPX | 221909 |
| | Tank | SHPX | 221910 |
| | Tank | SHPX | 221911 |
| | Tank | SHPX | 221912 |
| | Tank | SHPX | 221913 |
| | Tank | SHPX | 221914 |
| | Tank | SHPX | 221915 |
| | Tank | SHPX | 221916 |
| | Tank | SHPX | 221917 |
| | Tank | SHPX | 221918 |
| | Tank | SHPX | 221919 |
| | Tank | SHPX | 221920 |
| | Tank | SHPX | 221921 |
| | Tank | SHPX | 221922 |
| | Tank | SHPX | 221923 |
| | Tank | SHPX | 221924 |
| | Tank | SHPX | 221925 |

Schedule A

Equipment

Koch Nitrogen Co.

Contract 3-8601 rider 2

| <u>Quantity</u> | <u>Description</u> | <u>Reporting Marks</u> | <u>Road Numbers</u> |
|-----------------|--------------------|------------------------|---------------------|
| | Tank | SHPX | 221926 |
| | Tank | SHPX | 221927 |
| | Tank | SHPX | 221928 |
| | Tank | SHPX | 221929 |
| | Tank | SHPX | 221930 |
| | Tank | SHPX | 221931 |
| | Tank | SHPX | 221932 |
| | Tank | SHPX | 221933 |
| | Tank | SHPX | 221934 |
| | Tank | SHPX | 221935 |
| | Tank | SHPX | 221936 |
| | Tank | SHPX | 221937 |

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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: 12/29/09



Robert W Alvord