

RECORDATION NO. 28192 FILED

DEC 29 '09 -12 0 0 PM

SURFACE TRANSPORTATION BOARD

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

December 29, 2009

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

Contract C-4699 Rider 22

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:	Pioneer Americas LLC (d/b/a Olin Chlor Alkali Products) 700 Louisiana St., Suite 4300 Houston, TX 77002]

Section Chief
December 29, 2009
Page 2

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

40 railcars ACFX 200453 - ACFX 200492.

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 Pioneer Americas LLC, dba Olin Chlor Alkali Products, 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

Pioneer Americas LLC

Contract C-4699 rider 22 dated 3/1/06

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	ACFX	200453
	Tank	ACFX	200454
	Tank	ACFX	200455
	Tank	ACFX	200456
	Tank	ACFX	200457
	Tank	ACFX	200458
	Tank	ACFX	200459
	Tank	ACFX	200460
	Tank	ACFX	200461
	Tank	ACFX	200462
	Tank	ACFX	200463
	Tank	ACFX	200464
	Tank	ACFX	200465
	Tank	ACFX	200466
	Tank	ACFX	200467
	Tank	ACFX	200468
	Tank	ACFX	200469
	Tank	ACFX	200470
	Tank	ACFX	200471
	Tank	ACFX	200472
	Tank	ACFX	200473
	Tank	ACFX	200474
	Tank	ACFX	200475
	Tank	ACFX	200476
	Tank	ACFX	200477
	Tank	ACFX	200478
	Tank	ACFX	200479
	Tank	ACFX	200480
	Tank	ACFX	200481
	Tank	ACFX	200482
	Tank	ACFX	200483
	Tank	ACFX	200484
	Tank	ACFX	200485
	Tank	ACFX	200486

Schedule A

Equipment

Pioneer Americas LLC

Contract C-4699 rider 22

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	ACFX	200487
	Tank	ACFX	200488
	Tank	ACFX	200489
	Tank	ACFX	200490
	Tank	ACFX	200491
	Tank	ACFX	200492

40

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