

RECORDATION NO. 28060 FILED

OCT 07 '09 -3 00 PM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

October 7, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Loan, Chattel Mortgage and Security Agreement (ARI 2nd Warehouse), dated as of October 7, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Secured Party: DVB Bank SE (f/k/a DVB Bank AG)
Platz der Republik 6
60325 Frankfurt am Main
Germany

Debtor ARI Second LLC
620 North Second Street
St. Charles, Missouri 63301

Anne K. Quinlan, Esquire
October 7, 2009
Page 2

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

591 railcars within the series SHPX 208000 – SHPX 222207 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 Loan, Chattel Mortgage and Security Agreement (ARI 2nd Warehouse).

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 long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

OCT 07 '09 -3 00 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM
DATED AS OF October 7, 2009
OF
LOAN, CHATTEL MORTGAGE
AND SECURITY AGREEMENT
(ARI 2ND WAREHOUSE)
DATED AS OF OCTOBER 7, 2009
BETWEEN
ARI SECOND LLC
("DEBTOR")
AND
DVB BANK SE ("SECURED PARTY")

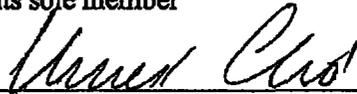
WHEREAS, Debtor and the Secured Party entered into a certain Loan, Chattel Mortgage and Security Agreement (ARI 2nd Warehouse) dated as of October 7, 2009 (the "Loan Agreement") pursuant to which the Secured Party agreed to lend certain sums to the Debtor (the "Loans"); and it is a condition precedent to the obligation of the Secured Party to make and maintain the Loans that a memorandum of the Loan Agreement (the "Memorandum") set forth herein is to be filed and recorded with the Surface Transportation Board and with the Registrar General of Canada.

1. Definitions. Except as otherwise defined in this Memorandum, terms defined in the Loan Agreement or by reference therein are used herein as defined therein.
2. Security Interest. Subject to the terms, conditions, covenants and agreements set forth in the Loan Agreement and pursuant to the Loan Agreement, the Debtor assigned, mortgaged, pledged, hypothecated, transferred and set over to the Secured Party and granted to the Secured Party a first priority lien on and security interest in all of the Debtor's right, title and interest in and to the Equipment and Leases (but only to the extent relating to the Equipment) more fully described on Schedule A hereto and to the Loan Agreement and agreed that such Equipment and Leases (but only to the extent relating to the Equipment) shall constitute Collateral subject to the grant of security by the Debtor set forth in Section 4 of the Loan Agreement.
3. Counterparts. This Memorandum may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument and any of the parties hereto may execute this Memorandum by signing any such counterpart.

[signature page follows]

IN WITNESS WHEREOF, the parties hereto have executed and delivered this Memorandum in one or more counterparts as of the date first set forth above.

ARI SECOND LLC,
By: AMERICAN RAILCAR LEASING,
its sole member

By: 
Name: Umesh Choksi
Title: Chief Financial Officer

DVB BANK SE

By: _____
Name: _____
Title: _____

By: _____
Name: _____
Title: _____

[Signature Page to Memorandum of Loan, Chattel Mortgage and Security Agreement]

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

On this 5th day of October, 2009, before me, personally appeared Umesh Choksi, to me known, who being by me duly sworn, says that he is Chief Financial Officer of AMERICAN RAILCAR LEASING LLC, the sole member of ARI SECOND LLC; that said instrument was signed on behalf of said company on the date hereof 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 - Notary Seal
State of Missouri
Commissioned for St. Charles County
My Commission Expires: August 02, 2012
Commission Number: 08489131

Nancy Collins

Notary Public

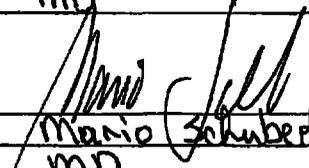
IN WITNESS WHEREOF, the parties hereto have executed and delivered this Memorandum in one or more counterparts as of the date first set forth above.

ARI SECOND LLC,
By: **AMERICAN RAILCAR LEASING,**
its sole member

By: _____
Name: Umesh Choksi
Title: Chief Financial Officer

DVB BANK SE

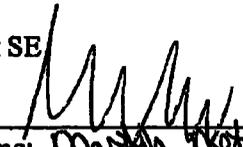
By: _____
Name: Martin Metz
Title: MD


By: _____
Name: Mario Schubert
Title: MD

[Signature Page to Memorandum of Loan, Chattel Mortgage and Security Agreement]

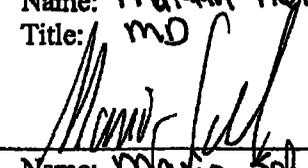
I certify that I hold the title set forth below, that this instrument was signed on behalf of DVB Bank SE (the "Secured Party") by authority of its managing board of directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Secured Party. I further declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

DVB Bank SE

By: 

Name: Martin Klotz

Title: MD

By: 

Name: Mario Schubert

Title: MD

SCHEDULE A

LESSEE CODE	CONTRACT	RPTG MARK	CAR NUMBER
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Stk-Lot	Stock Lot	SHPX	210004
Stk-Lot	Stock Lot	SHPX	210005
Stk-Lot	Stock Lot	SHPX	210006
Stk-Lot	Stock Lot	SHPX	210007
Stk-Lot	Stock Lot	SHPX	210008
Stk-Lot	Stock Lot	SHPX	210009
Stk-Lot	Stock Lot	SHPX	210010
Stk-Lot	Stock Lot	SHPX	210011
Stk-Lot	Stock Lot	SHPX	210012
Stk-Lot	Stock Lot	SHPX	210013
Stk-Lot	Stock Lot	SHPX	210014
Stk-Lot	Stock Lot	SHPX	210015
Stk-Lot	Stock Lot	SHPX	210016
Stk-Lot	Stock Lot	SHPX	210017
Stk-Lot	Stock Lot	SHPX	210018
Stk-Lot	Stock Lot	SHPX	210019
Stk-Lot	Stock Lot	SHPX	210020
Stk-Lot	Stock Lot	SHPX	210021
Stk-Lot	Stock Lot	SHPX	210022
Stk-Lot	Stock Lot	SHPX	210023
Stk-Lot	Stock Lot	SHPX	210024
Stk-Lot	Stock Lot	SHPX	210025
Stk-Lot	Stock Lot	SHPX	210026
Stk-Lot	Stock Lot	SHPX	210094
Stk-Lot	Stock Lot	SHPX	210095
Stk-Lot	Stock Lot	SHPX	210096
Stk-Lot	Stock Lot	SHPX	210097
Stk-Lot	Stock Lot	SHPX	210098
Stk-Lot	Stock Lot	SHPX	210099
Stk-Lot	Stock Lot	SHPX	210100
Stk-Lot	Stock Lot	SHPX	210135
1872	88400001	SHPX	210395
1872	88400001	SHPX	210396
1872	88400001	SHPX	210397
1872	88400001	SHPX	210398
1872	88400001	SHPX	210399
1872	88400001	SHPX	210400
1872	88400001	SHPX	210401
1872	88400001	SHPX	210402
1872	88400001	SHPX	210403
1872	88400001	SHPX	210404
1872	88400001	SHPX	210405
1872	88400001	SHPX	210406
1872	88400001	SHPX	210407
1872	88400001	SHPX	210408
1872	88400001	SHPX	210409
1872	88400001	SHPX	210415
1872	88400001	SHPX	210416
1859	87850002	SHPX	210443
1859	87850002	SHPX	210444

LESSEE CODE	CONTRACT	RPTG MARK	CAR NUMBER
1859	87850002	SHPX	210445
1859	87850002	SHPX	210446
1859	87850002	SHPX	210447
1859	87850002	SHPX	210448
1859	87850002	SHPX	210449
1859	87850002	SHPX	210450
1859	87850002	SHPX	210451
1859	87850002	SHPX	210452
1859	87850002	SHPX	210453
1859	87850002	SHPX	210454
1859	87850002	SHPX	210455
1859	87850002	SHPX	210456
1859	87850002	SHPX	210457
1859	87850002	SHPX	210458
1859	87850002	SHPX	210459
1859	87850002	SHPX	210460
1859	87850002	SHPX	210461
1859	87850002	SHPX	210462
1859	87850002	SHPX	210463
1859	87850002	SHPX	210464
1859	87850002	SHPX	210465
1859	87850002	SHPX	210466
1859	87850002	SHPX	210467
1241	88570000	SHPX	210497
1241	88570000	SHPX	210498
1241	88570000	SHPX	210499
1241	88570000	SHPX	210500
1241	88570000	SHPX	210501
1241	88570000	SHPX	210502
1241	88570000	SHPX	210503
1241	88570000	SHPX	210504
1241	88570000	SHPX	210505
1241	88570000	SHPX	210506
1241	88570000	SHPX	210507
1241	88570000	SHPX	210508
1241	88570000	SHPX	210509
1241	88570000	SHPX	210510
1241	88570000	SHPX	210511
1241	88570000	SHPX	210512
1241	88570000	SHPX	210513
1241	88570000	SHPX	210514
1241	88570000	SHPX	210515
1241	88570000	SHPX	210516
1241	88570000	SHPX	210517
1241	88570000	SHPX	210518
1241	88570000	SHPX	210519
1241	88570000	SHPX	210520
1241	88570000	SHPX	210521
279	73870007	SHPX	222056
279	73870007	SHPX	222057
279	73870007	SHPX	222058
279	73870007	SHPX	222059
279	73870007	SHPX	222060

LESSEE CODE	CONTRACT	RPTG MARK	CAR NUMBER
279	73870007	SHPX	222061
279	73870007	SHPX	222062
279	73870007	SHPX	222063
279	73870007	SHPX	222064
279	73870007	SHPX	222065
279	73870007	SHPX	222066
279	73870007	SHPX	222067
279	73870007	SHPX	222068
279	73870007	SHPX	222069
279	73870007	SHPX	222070
279	73870007	SHPX	222071
279	73870007	SHPX	222072
279	73870007	SHPX	222073
279	73870007	SHPX	222074
279	73870007	SHPX	222075
279	73870007	SHPX	222076
279	73870007	SHPX	222077
Stk-Lot	Stock Lot	SHPX	222083
Stk-Lot	Stock Lot	SHPX	222090
Stk-Lot	Stock Lot	SHPX	222091
Stk-Lot	Stock Lot	SHPX	222092
Stk-Lot	Stock Lot	SHPX	222093
Stk-Lot	Stock Lot	SHPX	222094
Stk-Lot	Stock Lot	SHPX	222095
Stk-Lot	Stock Lot	SHPX	222097
Stk-Lot	Stock Lot	SHPX	222099
Stk-Lot	Stock Lot	SHPX	222100
Stk-Lot	Stock Lot	SHPX	222101
Stk-Lot	Stock Lot	SHPX	222102
Stk-Lot	Stock Lot	SHPX	222103
Stk-Lot	Stock Lot	SHPX	222104
Stk-Lot	Stock Lot	SHPX	222105
Stk-Lot	Stock Lot	SHPX	222107
Stk-Lot	Stock Lot	SHPX	222108
Stk-Lot	Stock Lot	SHPX	222109
Stk-Lot	Stock Lot	SHPX	222110
Stk-Lot	Stock Lot	SHPX	222111
Stk-Lot	Stock Lot	SHPX	222112
Stk-Lot	Stock Lot	SHPX	222113
279	73870007	SHPX	222118
279	73870007	SHPX	222119
279	73870007	SHPX	222120
Stk-Lot	Stock Lot	SHPX	222136
Stk-Lot	Stock Lot	SHPX	222137
Stk-Lot	Stock Lot	SHPX	222138
Stk-Lot	Stock Lot	SHPX	222139
Stk-Lot	Stock Lot	SHPX	222140
Stk-Lot	Stock Lot	SHPX	222141
Stk-Lot	Stock Lot	SHPX	222142
Stk-Lot	Stock Lot	SHPX	222143
Stk-Lot	Stock Lot	SHPX	222144
Stk-Lot	Stock Lot	SHPX	222145
Stk-Lot	Stock Lot	SHPX	222146

LESSEE CODE	CONTRACT	RPTG MARK	CAR NUMBER
Stk-Lot	Stock Lot	SHPX	222147
Stk-Lot	Stock Lot	SHPX	222148
Stk-Lot	Stock Lot	SHPX	222149
Stk-Lot	Stock Lot	SHPX	222150
Stk-Lot	Stock Lot	SHPX	222151
Stk-Lot	Stock Lot	SHPX	222152
Stk-Lot	Stock Lot	SHPX	222153
Stk-Lot	Stock Lot	SHPX	222154
Stk-Lot	Stock Lot	SHPX	222155
Stk-Lot	Stock Lot	SHPX	222156
Stk-Lot	Stock Lot	SHPX	222157
Stk-Lot	Stock Lot	SHPX	222158
Stk-Lot	Stock Lot	SHPX	222159
Stk-Lot	Stock Lot	SHPX	222160
Stk-Lot	Stock Lot	SHPX	222161
Stk-Lot	Stock Lot	SHPX	222162
Stk-Lot	Stock Lot	SHPX	222163
Stk-Lot	Stock Lot	SHPX	222164
Stk-Lot	Stock Lot	SHPX	222165
Stk-Lot	Stock Lot	SHPX	222166
Stk-Lot	Stock Lot	SHPX	222167
Stk-Lot	Stock Lot	SHPX	222168
Stk-Lot	Stock Lot	SHPX	222169
Stk-Lot	Stock Lot	SHPX	222170
Stk-Lot	Stock Lot	SHPX	222171
Stk-Lot	Stock Lot	SHPX	222172
Stk-Lot	Stock Lot	SHPX	222173
Stk-Lot	Stock Lot	SHPX	222174
Stk-Lot	Stock Lot	SHPX	222175
Stk-Lot	Stock Lot	SHPX	222176
Stk-Lot	Stock Lot	SHPX	222177
Stk-Lot	Stock Lot	SHPX	222178
Stk-Lot	Stock Lot	SHPX	222179
Stk-Lot	Stock Lot	SHPX	222180
Stk-Lot	Stock Lot	SHPX	222181
Stk-Lot	Stock Lot	SHPX	222182
Stk-Lot	Stock Lot	SHPX	222183
Stk-Lot	Stock Lot	SHPX	222184
Stk-Lot	Stock Lot	SHPX	222185
Stk-Lot	Stock Lot	SHPX	222186
Stk-Lot	Stock Lot	SHPX	222187
Stk-Lot	Stock Lot	SHPX	222188
Stk-Lot	Stock Lot	SHPX	222189
Stk-Lot	Stock Lot	SHPX	222190
Stk-Lot	Stock Lot	SHPX	222191
Stk-Lot	Stock Lot	SHPX	222192
Stk-Lot	Stock Lot	SHPX	222193
Stk-Lot	Stock Lot	SHPX	222194
Stk-Lot	Stock Lot	SHPX	222195
Stk-Lot	Stock Lot	SHPX	222196
Stk-Lot	Stock Lot	SHPX	222197
Stk-Lot	Stock Lot	SHPX	222198
Stk-Lot	Stock Lot	SHPX	222199

LESSEE CODE	CONTRACT	RPTG MARK	CAR NUMBER
Stk-Lot	Stock Lot	SHPX	222200
Stk-Lot	Stock Lot	SHPX	222201
Stk-Lot	Stock Lot	SHPX	222202
Stk-Lot	Stock Lot	SHPX	222203
Stk-Lot	Stock Lot	SHPX	222204
Stk-Lot	Stock Lot	SHPX	222205
Stk-Lot	Stock Lot	SHPX	222206
Stk-Lot	Stock Lot	SHPX	222207
Total Number of Cars			591

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 10/7/09



Robert W. Alvord