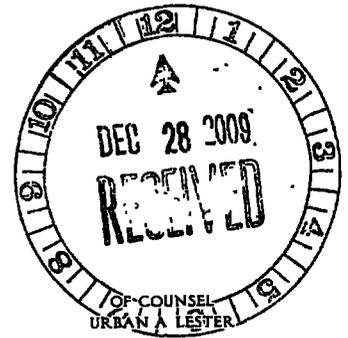


ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036

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

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com



RECORDATION NO. 28115 FILED

DEC 23 '09 -10 30 AM

SURFACE TRANSPORTATION BOARD

December 23, 2009

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

Contract C-7592

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:

191 railcars within the series SHPX 203907 - SHPX 204169 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 'R. Alvord', with a horizontal line extending to the right.

Robert W Alvord

RWA/sem
Enclosures

DEC 23 '09 -10 3 0 AM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

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").

ACF Industries, Incorporated (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain **Contract C-7592**, dated as of **8/10/00** (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**.

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 - Notary Seal
State of Missouri
Commissioned for St. Charles County
My Commission Expires: August 02, 2012
Commission Number: 03499131

Nancy Collins
Notary Public
My commission expires on 8/2/2012

Schedule A

Equipment

Omya, Inc.

Contract C-7592 rider 0

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
191	Tank	SHPX	203907
	Tank	SHPX	203908
	Tank	SHPX	203909
	Tank	SHPX	203910
	Tank	SHPX	203911
	Tank	SHPX	203912
	Tank	SHPX	203913
	Tank	SHPX	203914
	Tank	SHPX	203915
	Tank	SHPX	203916
	Tank	SHPX	203917
	Tank	SHPX	203918
	Tank	SHPX	203919
	Tank	SHPX	203920
	Tank	SHPX	203921
	Tank	SHPX	203922
	Tank	SHPX	203923
	Tank	SHPX	203924
	Tank	SHPX	203925
	Tank	SHPX	203926
	Tank	SHPX	203927
	Tank	SHPX	203928
	Tank	SHPX	203929
	Tank	SHPX	203930
	Tank	SHPX	203931
	Tank	SHPX	203932
	Tank	SHPX	203933
	Tank	SHPX	203934
	Tank	SHPX	203935
	Tank	SHPX	203936
	Tank	SHPX	203937
	Tank	SHPX	203938
	Tank	SHPX	203939

Schedule A

Equipment

Omya, Inc.

Contract C-7592 rider 0

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
191	Tank	SHPX	203940
	Tank	SHPX	203941
	Tank	SHPX	203942
	Tank	SHPX	203943
	Tank	SHPX	203944
	Tank	SHPX	203945
	Tank	SHPX	203946
	Tank	SHPX	203947
	Tank	SHPX	203948
	Tank	SHPX	203949
	Tank	SHPX	203950
	Tank	SHPX	203951
	Tank	SHPX	203952
	Tank	SHPX	203953
	Tank	SHPX	203954
	Tank	SHPX	203955
	Tank	SHPX	203956
	Tank	SHPX	203957
	Tank	SHPX	203958
	Tank	SHPX	203959
	Tank	SHPX	203960
	Tank	SHPX	203961
	Tank	SHPX	203962
	Tank	SHPX	203963
	Tank	SHPX	203964
	Tank	SHPX	203965
	Tank	SHPX	203966
	Tank	SHPX	203967
	Tank	SHPX	203968
	Tank	SHPX	203969
	Tank	SHPX	203970
	Tank	SHPX	203971
	Tank	SHPX	203972

Schedule A

Equipment

Omya, Inc.

Contract C-7592 rider 0

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
191	Tank	SHPX	203973
	Tank	SHPX	203974
	Tank	SHPX	203975
	Tank	SHPX	203976
	Tank	SHPX	203977
	Tank	SHPX	203978
	Tank	SHPX	203979
	Tank	SHPX	203980
	Tank	SHPX	203981
	Tank	SHPX	203982
	Tank	SHPX	203983
	Tank	SHPX	203984
	Tank	SHPX	203985
	Tank	SHPX	203986
	Tank	SHPX	203987
	Tank	SHPX	203988
	Tank	SHPX	203989
	Tank	SHPX	203990
	Tank	SHPX	203991
	Tank	SHPX	203992
	Tank	SHPX	203993
	Tank	SHPX	203994
	Tank	SHPX	203995
	Tank	SHPX	203996
	Tank	SHPX	203997
	Tank	SHPX	203998
	Tank	SHPX	203999
	Tank	SHPX	204000
	Tank	SHPX	204001
	Tank	SHPX	204002
	Tank	SHPX	204003
	Tank	SHPX	204004
	Tank	SHPX	204005

Schedule A

Equipment

Omya, Inc.

Contract C-7592 nder 0

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
191	Tank	SHPX	204006
	Tank	SHPX	204007
	Tank	SHPX	204008
	Tank	SHPX	204009
	Tank	SHPX	204010
	Tank	SHPX	204011
	Tank	SHPX	204012
	Tank	SHPX	204013
	Tank	SHPX	204014
	Tank	SHPX	204015
	Tank	SHPX	204016
	Tank	SHPX	204017
	Tank	SHPX	204018
	Tank	SHPX	204019
	Tank	SHPX	204020
	Tank	SHPX	204021
	Tank	SHPX	204022
	Tank	SHPX	204024
	Tank	SHPX	204025
	Tank	SHPX	204026
	Tank	SHPX	204097
	Tank	SHPX	204098
	Tank	SHPX	204099
	Tank	SHPX	204100
	Tank	SHPX	204101
	Tank	SHPX	204102
	Tank	SHPX	204103
	Tank	SHPX	204104
	Tank	SHPX	204105
	Tank	SHPX	204106
	Tank	SHPX	204107
	Tank	SHPX	204108
	Tank	SHPX	204109

Schedule A

Equipment

Omya, Inc.

Contract C-7592 rider 0

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
191	Tank	SHPX	204110
	Tank	SHPX	204111
	Tank	SHPX	204112
	Tank	SHPX	204113
	Tank	SHPX	204114
	Tank	SHPX	204115
	Tank	SHPX	204116
	Tank	SHPX	204117
	Tank	SHPX	204118
	Tank	SHPX	204119
	Tank	SHPX	204120
	Tank	SHPX	204121
	Tank	SHPX	204122
	Tank	SHPX	204123
	Tank	SHPX	204124
	Tank	SHPX	204125
	Tank	SHPX	204126
	Tank	SHPX	204127
	Tank	SHPX	204129
	Tank	SHPX	204130
	Tank	SHPX	204131
	Tank	SHPX	204132
	Tank	SHPX	204133
	Tank	SHPX	204134
	Tank	SHPX	204135
	Tank	SHPX	204136
	Tank	SHPX	204137
	Tank	SHPX	204138
	Tank	SHPX	204139
	Tank	SHPX	204140
	Tank	SHPX	204141
	Tank	SHPX	204142
	Tank	SHPX	204143

Schedule A

Equipment

Omya, Inc.

Contract C-7592 rider 0

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
191	Tank	SHPX	204144
	Tank	SHPX	204145
	Tank	SHPX	204146
	Tank	SHPX	204147
	Tank	SHPX	204148
	Tank	SHPX	204149
	Tank	SHPX	204150
	Tank	SHPX	204151
	Tank	SHPX	204152
	Tank	SHPX	204153
	Tank	SHPX	204154
	Tank	SHPX	204155
	Tank	SHPX	204156
	Tank	SHPX	204157
	Tank	SHPX	204158
	Tank	SHPX	204159
	Tank	SHPX	204160
	Tank	SHPX	204161
	Tank	SHPX	204162
	Tank	SHPX	204163
	Tank	SHPX	204164
	Tank	SHPX	204165
	Tank	SHPX	204166
	Tank	SHPX	204167
	Tank	SHPX	204168
	Tank	SHPX	204169

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