

RECORDATION NO 28224 FILED

DEC 29 '09 2-30 PM

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

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

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A LESTER

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 4-7670

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:	Solvay Chemicals, Inc. 3333 Richmond Avenue Houston, Texas 77098]

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

40 railcars within the series ACFX 045064 - ACFX 059871 as more particularly set forth in the attachment 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 'Alvord', followed by a horizontal line extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

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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, ARL II Funding LLC and Shippers Third LLC, all with respect to Solvay Chemicals, Inc., a Delaware Corporation ("Lessee").

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain 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.

Schedule A

Equipment

Solvay Chemicals, Inc.

Contract 4-7670 dated 12/8/05

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	ACFX	045064
	Hopper	ACFX	045066
	Hopper	ACFX	045067
	Hopper	ACFX	045068
	Hopper	ACFX	045069
	Hopper	ACFX	045120
	Hopper	ACFX	045121
	Hopper	ACFX	045123
	Hopper	ACFX	045124
	Hopper	ACFX	051459
	Hopper	ACFX	051461
	Hopper	ACFX	051474
	Hopper	ACFX	051479
	Hopper	ACFX	051533
	Hopper	ACFX	051534
	Hopper	ACFX	051597
	Hopper	ACFX	051598
	Hopper	ACFX	051601
	Hopper	ACFX	051606
	Hopper	ACFX	051607
	Hopper	ACFX	051610
	Hopper	ACFX	051613
	Hopper	ACFX	051619
	Hopper	ACFX	051620
	Hopper	ACFX	051621
	Hopper	ACFX	051622
	Hopper	ACFX	051687
	Hopper	ACFX	051735
	Hopper	ACFX	051745
	Hopper	ACFX	051749
	Hopper	ACFX	051755
	Hopper	ACFX	051884
	Hopper	ACFX	051960
	Hopper	ACFX	051968

Schedule A

Equipment

Solvay Chemicals, Inc.

Contract 4-7670

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	ACFX	059810
	Hopper	ACFX	059818
	Hopper	ACFX	059830
	Hopper	ACFX	059844
	Hopper	ACFX	059860
	Hopper	ACFX	059871

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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