

JAN 06 10

9-00 AM

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

SURFACE TRANSPORTATION BOARD

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

20036

OF COUNSEL  
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

E-MAIL [alvordlaw@aol.com](mailto:alvordlaw@aol.com)

January 6, 2010

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

Contract 4-5857 Rider 42

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 21, 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: Total Petrochemicals USA, Inc.  
1201 Louisiana Street, Suite 1800  
Houston, Texas 77002]

Section Chief  
January 6, 2010  
Page 2

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

249 railcars within the series SHPX 462086 - SHPX 462335 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", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

JAN 06 '10

9-00 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, ARL II Funding LLC and Shippers Third LLC, all with respect to Total Petrochemicals USA, Inc., a Delaware Corporation ("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.

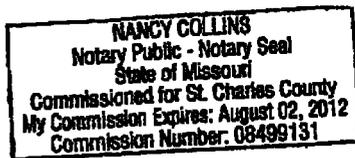
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.

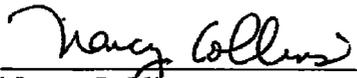
AMERICAN RAILCAR LEASING LLC

By:   
Name: Brian Evdo  
Title: VP – Business Development

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

On this 21<sup>st</sup> day of Dec., 2009, before me, personally appeared Brian Evdo, to me personally known, who being by me duly sworn, says that he resides at St. Charles, Missouri and is the VP – Business Development 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.



  
Notary Public  
My commission expires on 8/2/2012

**Schedule A**

**Equipment**

**Total Petrochemicals USA, Inc.**

Contract 4-5857 rider 42 dated 12/6/06

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	462086
	Hopper	SHPX	462087
	Hopper	SHPX	462088
	Hopper	SHPX	462089
	Hopper	SHPX	462090
	Hopper	SHPX	462091
	Hopper	SHPX	462092
	Hopper	SHPX	462093
	Hopper	SHPX	462094
	Hopper	SHPX	462095
	Hopper	SHPX	462096
	Hopper	SHPX	462097
	Hopper	SHPX	462098
	Hopper	SHPX	462099
	Hopper	SHPX	462100
	Hopper	SHPX	462101
	Hopper	SHPX	462102
	Hopper	SHPX	462103
	Hopper	SHPX	462104
	Hopper	SHPX	462105
	Hopper	SHPX	462106
	Hopper	SHPX	462107
	Hopper	SHPX	462108
	Hopper	SHPX	462109
	Hopper	SHPX	462110
	Hopper	SHPX	462111
	Hopper	SHPX	462112
	Hopper	SHPX	462113
	Hopper	SHPX	462114
	Hopper	SHPX	462115
	Hopper	SHPX	462116
	Hopper	SHPX	462117
	Hopper	SHPX	462118
	Hopper	SHPX	462119

# Schedule A

## Equipment

### Total Petrochemicals USA, Inc.

Contract 4-5857 rider 42

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	462120
	Hopper	SHPX	462121
	Hopper	SHPX	462122
	Hopper	SHPX	462123
	Hopper	SHPX	462124
	Hopper	SHPX	462125
	Hopper	SHPX	462126
	Hopper	SHPX	462127
	Hopper	SHPX	462128
	Hopper	SHPX	462129
	Hopper	SHPX	462130
	Hopper	SHPX	462131
	Hopper	SHPX	462132
	Hopper	SHPX	462133
	Hopper	SHPX	462134
	Hopper	SHPX	462135
	Hopper	SHPX	462136
	Hopper	SHPX	462137
	Hopper	SHPX	462138
	Hopper	SHPX	462139
	Hopper	SHPX	462140
	Hopper	SHPX	462141
	Hopper	SHPX	462142
	Hopper	SHPX	462143
	Hopper	SHPX	462144
	Hopper	SHPX	462145
	Hopper	SHPX	462146
	Hopper	SHPX	462147
	Hopper	SHPX	462148
	Hopper	SHPX	462149
	Hopper	SHPX	462150
	Hopper	SHPX	462151
	Hopper	SHPX	462152
	Hopper	SHPX	462153

## Schedule A

### Equipment

#### Total Petrochemicals USA, Inc.

Contract 4-5857 rider 42

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	462154
	Hopper	SHPX	462155
	Hopper	SHPX	462156
	Hopper	SHPX	462157
	Hopper	SHPX	462158
	Hopper	SHPX	462159
	Hopper	SHPX	462160
	Hopper	SHPX	462161
	Hopper	SHPX	462162
	Hopper	SHPX	462163
	Hopper	SHPX	462164
	Hopper	SHPX	462165
	Hopper	SHPX	462166
	Hopper	SHPX	462167
	Hopper	SHPX	462168
	Hopper	SHPX	462169
	Hopper	SHPX	462170
	Hopper	SHPX	462171
	Hopper	SHPX	462172
	Hopper	SHPX	462173
	Hopper	SHPX	462174
	Hopper	SHPX	462175
	Hopper	SHPX	462176
	Hopper	SHPX	462178
	Hopper	SHPX	462179
	Hopper	SHPX	462180
	Hopper	SHPX	462181
	Hopper	SHPX	462182
	Hopper	SHPX	462183
	Hopper	SHPX	462184
	Hopper	SHPX	462185
	Hopper	SHPX	462186
	Hopper	SHPX	462187
	Hopper	SHPX	462188

## Schedule A

### Equipment

#### Total Petrochemicals USA, Inc.

Contract 4-5857 rider 42

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	462189
	Hopper	SHPX	462190
	Hopper	SHPX	462191
	Hopper	SHPX	462192
	Hopper	SHPX	462193
	Hopper	SHPX	462194
	Hopper	SHPX	462195
	Hopper	SHPX	462196
	Hopper	SHPX	462197
	Hopper	SHPX	462198
	Hopper	SHPX	462199
	Hopper	SHPX	462200
	Hopper	SHPX	462201
	Hopper	SHPX	462202
	Hopper	SHPX	462203
	Hopper	SHPX	462204
	Hopper	SHPX	462205
	Hopper	SHPX	462206
	Hopper	SHPX	462207
	Hopper	SHPX	462208
	Hopper	SHPX	462209
	Hopper	SHPX	462210
	Hopper	SHPX	462211
	Hopper	SHPX	462212
	Hopper	SHPX	462213
	Hopper	SHPX	462214
	Hopper	SHPX	462215
	Hopper	SHPX	462216
	Hopper	SHPX	462217
	Hopper	SHPX	462218
	Hopper	SHPX	462219
	Hopper	SHPX	462220
	Hopper	SHPX	462221
	Hopper	SHPX	462222

## Schedule A

### Equipment

#### Total Petrochemicals USA, Inc.

Contract 4-5857 rider 42

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	462223
	Hopper	SHPX	462224
	Hopper	SHPX	462225
	Hopper	SHPX	462226
	Hopper	SHPX	462227
	Hopper	SHPX	462228
	Hopper	SHPX	462229
	Hopper	SHPX	462230
	Hopper	SHPX	462231
	Hopper	SHPX	462232
	Hopper	SHPX	462233
	Hopper	SHPX	462234
	Hopper	SHPX	462235
	Hopper	SHPX	462236
	Hopper	SHPX	462237
	Hopper	SHPX	462238
	Hopper	SHPX	462239
	Hopper	SHPX	462240
	Hopper	SHPX	462241
	Hopper	SHPX	462242
	Hopper	SHPX	462243
	Hopper	SHPX	462244
	Hopper	SHPX	462245
	Hopper	SHPX	462246
	Hopper	SHPX	462247
	Hopper	SHPX	462248
	Hopper	SHPX	462249
	Hopper	SHPX	462250
	Hopper	SHPX	462251
	Hopper	SHPX	462252
	Hopper	SHPX	462253
	Hopper	SHPX	462254
	Hopper	SHPX	462255
	Hopper	SHPX	462256

# Schedule A

## Equipment

### Total Petrochemicals USA, Inc.

Contract 4-5857 rider 42

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	462257
	Hopper	SHPX	462258
	Hopper	SHPX	462259
	Hopper	SHPX	462260
	Hopper	SHPX	462261
	Hopper	SHPX	462262
	Hopper	SHPX	462263
	Hopper	SHPX	462264
	Hopper	SHPX	462265
	Hopper	SHPX	462266
	Hopper	SHPX	462267
	Hopper	SHPX	462268
	Hopper	SHPX	462269
	Hopper	SHPX	462270
	Hopper	SHPX	462271
	Hopper	SHPX	462272
	Hopper	SHPX	462273
	Hopper	SHPX	462274
	Hopper	SHPX	462275
	Hopper	SHPX	462276
	Hopper	SHPX	462277
	Hopper	SHPX	462278
	Hopper	SHPX	462279
	Hopper	SHPX	462280
	Hopper	SHPX	462281
	Hopper	SHPX	462282
	Hopper	SHPX	462283
	Hopper	SHPX	462284
	Hopper	SHPX	462285
	Hopper	SHPX	462286
	Hopper	SHPX	462287
	Hopper	SHPX	462288
	Hopper	SHPX	462289
	Hopper	SHPX	462290

# Schedule A

## Equipment

### Total Petrochemicals USA, Inc.

Contract 4-5857 rider 42

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	462291
	Hopper	SHPX	462292
	Hopper	SHPX	462293
	Hopper	SHPX	462294
	Hopper	SHPX	462295
	Hopper	SHPX	462296
	Hopper	SHPX	462297
	Hopper	SHPX	462298
	Hopper	SHPX	462299
	Hopper	SHPX	462300
	Hopper	SHPX	462301
	Hopper	SHPX	462302
	Hopper	SHPX	462303
	Hopper	SHPX	462304
	Hopper	SHPX	462305
	Hopper	SHPX	462306
	Hopper	SHPX	462307
	Hopper	SHPX	462308
	Hopper	SHPX	462309
	Hopper	SHPX	462310
	Hopper	SHPX	462311
	Hopper	SHPX	462312
	Hopper	SHPX	462313
	Hopper	SHPX	462314
	Hopper	SHPX	462315
	Hopper	SHPX	462316
	Hopper	SHPX	462317
	Hopper	SHPX	462318
	Hopper	SHPX	462319
	Hopper	SHPX	462320
	Hopper	SHPX	462321
	Hopper	SHPX	462322
	Hopper	SHPX	462323
	Hopper	SHPX	462324

# Schedule A

## Equipment

### Total Petrochemicals USA, Inc.

Contract 4-5857 rider 42

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	462325
	Hopper	SHPX	462326
	Hopper	SHPX	462327
	Hopper	SHPX	462328
	Hopper	SHPX	462329
	Hopper	SHPX	462330
	Hopper	SHPX	462331
	Hopper	SHPX	462332
	Hopper	SHPX	462333
	Hopper	SHPX	462334
	Hopper	SHPX	462335

249

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: 11/6/2010



\_\_\_\_\_  
Robert W. Alvord