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9-00 AM

SURFACE TRANSPORTATION BOARD

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January 6, 2010

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

Contract C-7114 Rider 75

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: BASF Corporation Chemicals Division
100 Cherry Hill Road
Parsippany, NJ 07054]

Section Chief
January 6, 2010
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A description of the railroad equipment covered by the enclosed document is:

21 railcars: SHPX 450476 - SHPX 450496.

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 horizontal line extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

JAN 0 9 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, ARI II Funding LLC and Shippers Third LLC, all with respect to BASF Corporation Chemicals Division, 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.

Schedule A

Equipment

BASF Corporation Chemicals Division

Contract C-7114 rider 75 *dated 8/21/07*

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	450476
	Hopper	SHPX	450477
	Hopper	SHPX	450478
	Hopper	SHPX	450479
	Hopper	SHPX	450480
	Hopper	SHPX	450481
	Hopper	SHPX	450482
	Hopper	SHPX	450483
	Hopper	SHPX	450484
	Hopper	SHPX	450485
	Hopper	SHPX	450486
	Hopper	SHPX	450487
	Hopper	SHPX	450488
	Hopper	SHPX	450489
	Hopper	SHPX	450490
	Hopper	SHPX	450491
	Hopper	SHPX	450492
	Hopper	SHPX	450493
	Hopper	SHPX	450494
	Hopper	SHPX	450495
	Hopper	SHPX	450496

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