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WASHINGTON, D.C.

SURFACE TRANSPORTATION BOARD

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

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OF COUNSEL
URBAN A. LESTER

January 8, 2010

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

Contract C-8224 Rider 1

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: Invista S.a.r.l.
4501 Charlotte Park Drive
Chalotte, NC 2821710]

Section Chief
January 8, 2010
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A description of the railroad equipment covered by the enclosed document is:

84 railcars within the series SHPX 207318 - SHPX 207402 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 'Robert W. Alvord', with a stylized flourish at the end.

(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 Invista S.a.r.l., a Delaware Limited Liability Company ("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**.

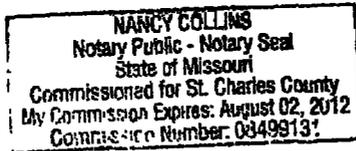
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.

AMERICAN RAILCAR LEASING LLC

By: 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
My commission expires on 8/2/2012

Schedule A

Equipment

Invista S.a.r.l.

Contract C-8224 rider 1 *dated 5/17/05*

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	207318
	Tank	SHPX	207319
	Tank	SHPX	207320
	Tank	SHPX	207321
	Tank	SHPX	207322
	Tank	SHPX	207323
	Tank	SHPX	207324
	Tank	SHPX	207325
	Tank	SHPX	207326
	Tank	SHPX	207327
	Tank	SHPX	207328
	Tank	SHPX	207329
	Tank	SHPX	207330
	Tank	SHPX	207331
	Tank	SHPX	207332
	Tank	SHPX	207333
	Tank	SHPX	207334
	Tank	SHPX	207335
	Tank	SHPX	207336
	Tank	SHPX	207337
	Tank	SHPX	207338
	Tank	SHPX	207339
	Tank	SHPX	207340
	Tank	SHPX	207341
	Tank	SHPX	207342
	Tank	SHPX	207343
	Tank	SHPX	207344
	Tank	SHPX	207345
	Tank	SHPX	207346
	Tank	SHPX	207347
	Tank	SHPX	207348
	Tank	SHPX	207349
	Tank	SHPX	207350
	Tank	SHPX	207351

Schedule A

Equipment

Invista S.a.r.l.

Contract C-8224 rider 1

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	207352
	Tank	SHPX	207353
	Tank	SHPX	207354
	Tank	SHPX	207355
	Tank	SHPX	207356
	Tank	SHPX	207357
	Tank	SHPX	207358
	Tank	SHPX	207359
	Tank	SHPX	207360
	Tank	SHPX	207361
	Tank	SHPX	207362
	Tank	SHPX	207363
	Tank	SHPX	207364
	Tank	SHPX	207365
	Tank	SHPX	207366
	Tank	SHPX	207367
	Tank	SHPX	207368
	Tank	SHPX	207369
	Tank	SHPX	207370
	Tank	SHPX	207371
	Tank	SHPX	207372
	Tank	SHPX	207373
	Tank	SHPX	207374
	Tank	SHPX	207375
	Tank	SHPX	207376
	Tank	SHPX	207377
	Tank	SHPX	207378
	Tank	SHPX	207379
	Tank	SHPX	207380
	Tank	SHPX	207381
	Tank	SHPX	207382
	Tank	SHPX	207384
	Tank	SHPX	207385
	Tank	SHPX	207386

Schedule A

Equipment

Invista S.a.r.l.

Contract C-8224 rider 1

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	207387
	Tank	SHPX	207388
	Tank	SHPX	207389
	Tank	SHPX	207390
	Tank	SHPX	207391
	Tank	SHPX	207392
	Tank	SHPX	207393
	Tank	SHPX	207394
	Tank	SHPX	207395
	Tank	SHPX	207396
	Tank	SHPX	207397
	Tank	SHPX	207398
	Tank	SHPX	207399
	Tank	SHPX	207400
	Tank	SHPX	207401
	Tank	SHPX	207402

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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: 1/6/2010



Robert W. Alvord