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SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

January 13, 2010

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

Contract 3-7566

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 (on behalf of
ACF Industries Incorporated)
620 North Second Street
St. Charles, Missouri 63301

[Lessee: P4 Production, LLC
800 North Lindbergh Boulevard
St. Louis, MO 63167]

Section Chief
January 13, 2010
Page 2

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

52 railcars: SHPX 203821 - SHPX 203872.

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 long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

JAN 13 '10

12-00 PM

MEMORANDUM OF LEASE

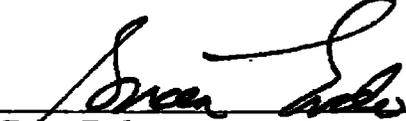
SURFACE TRANSPORTATION BOARD

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 P4 Production, LLC, a Delaware Limited Liability Company ("Lessee").

ACF Industries, Incorporated (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.

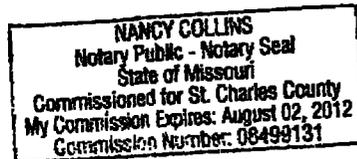
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.

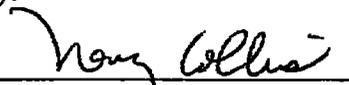
AMERICAN RAILCAR LEASING LLC

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

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

On this 21st 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

P 4 Production, LLC

Contract 3-7566 dated 8/23/00

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	203821
	Tank	SHPX	203822
	Tank	SHPX	203823
	Tank	SHPX	203824
	Tank	SHPX	203825
	Tank	SHPX	203826
	Tank	SHPX	203827
	Tank	SHPX	203828
	Tank	SHPX	203829
	Tank	SHPX	203830
	Tank	SHPX	203831
	Tank	SHPX	203832
	Tank	SHPX	203833
	Tank	SHPX	203834
	Tank	SHPX	203835
	Tank	SHPX	203836
	Tank	SHPX	203837
	Tank	SHPX	203838
	Tank	SHPX	203839
	Tank	SHPX	203840
	Tank	SHPX	203841
	Tank	SHPX	203842
	Tank	SHPX	203843
	Tank	SHPX	203844
	Tank	SHPX	203845
	Tank	SHPX	203846
	Tank	SHPX	203847
	Tank	SHPX	203848
	Tank	SHPX	203849
	Tank	SHPX	203850
	Tank	SHPX	203851
	Tank	SHPX	203852
	Tank	SHPX	203853
	Tank	SHPX	203854

Schedule A

Equipment

P 4 Production, LLC

Contract 3-7566

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	203855
	Tank	SHPX	203856
	Tank	SHPX	203857
	Tank	SHPX	203858
	Tank	SHPX	203859
	Tank	SHPX	203860
	Tank	SHPX	203861
	Tank	SHPX	203862
	Tank	SHPX	203863
	Tank	SHPX	203864
	Tank	SHPX	203865
	Tank	SHPX	203866
	Tank	SHPX	203867
	Tank	SHPX	203868
	Tank	SHPX	203869
	Tank	SHPX	203870
	Tank	SHPX	203871
	Tank	SHPX	203872

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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: 1/13/2010



Robert W. Alvord