

RECORDATION NO. 28546 FILED

JAN 14 '10 -8 00 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER.

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

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1984)

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

January 14, 2010

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

Contract 4-7734 Rider 2

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: Eagle-Picher Minerals, Inc.
1755 E. Plumb Lane
Reno, NV 89502]

Section Chief
January 14, 2010
Page 2

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

34 railcars within the series ACFX 036334 - ACFX 039855 and ACFX 098875 - ACFX 098878 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

MEMORANDUM OF LEASE

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 Eagle-Picher Minerals, Inc., a Delaware Corporation ("Lessee").

ACF Industries, Incorporated (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.

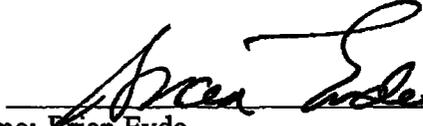
REGISTRATION NO. 28546 FILED

JAN 14 '10 -8 00 AM

U.S. DEPARTMENT OF TRANSPORTATION BOARD

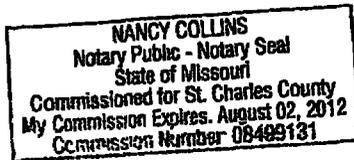
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.

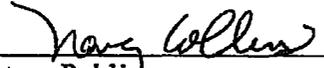
AMERICAN RAILCAR LEASING LLC

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

Eagle Picher Minerals, Inc.

Contract 4-7734 rider 2 dated 8/10/01

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	ACFX	036334
	Hopper	ACFX	039699
	Hopper	ACFX	039700
	Hopper	ACFX	039701
	Hopper	ACFX	039702
	Hopper	ACFX	039703
	Hopper	ACFX	039704
	Hopper	ACFX	039705
	Hopper	ACFX	039706
	Hopper	ACFX	039707
	Hopper	ACFX	039708
	Hopper	ACFX	039709
	Hopper	ACFX	039710
	Hopper	ACFX	039711
	Hopper	ACFX	039712
	Hopper	ACFX	039713
	Hopper	ACFX	039714
	Hopper	ACFX	039715
	Hopper	ACFX	039716
	Hopper	ACFX	039717
	Hopper	ACFX	039844
	Hopper	ACFX	039845
	Hopper	ACFX	039846
	Hopper	ACFX	039847
	Hopper	ACFX	039848
	Hopper	ACFX	039851
	Hopper	ACFX	039852
	Hopper	ACFX	039853
	Hopper	ACFX	039854
	Hopper	ACFX	039855
	Hopper	ACFX	098875
	Hopper	ACFX	098876
	Hopper	ACFX	098877

Schedule A

Equipment

Eagle Picher Minerals, Inc.

Contract 4-7734 rider 2

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
34	Hopper	ACFX	098878

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 1/14/2010



Robert W Alvord