

JAN 19 '10

9-00 AM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

January 18, 2010

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

Contract 3-9675 Rider 545

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: The Proctor & Gamble Manufacturing Company
5299 Spring Grove
Ivorydale Technical Center
Cincinnati, OH 45217]

Section Chief
January 18, 2010
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A description of the railroad equipment covered by the enclosed document is:

44 railcars within the series ACFX 045153 - ACFX 051038 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 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

JAN 19 '10

9-00 AM

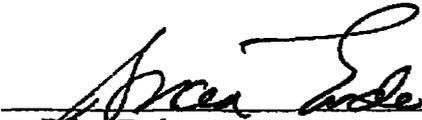
MEMORANDUM OF LEASE**SURFACE TRANSPORTATION BOARD**

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 The Procter and Gamble Manufacturing Company, a Ohio 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.

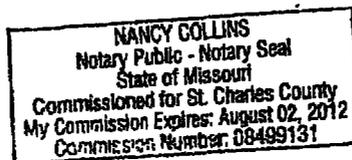
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.

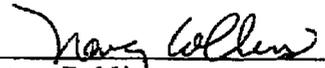
AMERICAN RAILCAR LEASING LLC

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

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

On this 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

Procter & Gamble Manufacturing Co.

Contract 3-9675 rider 545 *dtb 11/10/05*

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	ACFX	045153
	Hopper	ACFX	045154
	Hopper	ACFX	045159
	Hopper	ACFX	045160
	Hopper	ACFX	045161
	Hopper	ACFX	045162
	Hopper	ACFX	045164
	Hopper	ACFX	045168
	Hopper	ACFX	045169
	Hopper	ACFX	045171
	Hopper	ACFX	045173
	Hopper	ACFX	045174
	Hopper	ACFX	045175
	Hopper	ACFX	045176
	Hopper	ACFX	045202
	Hopper	ACFX	045206
	Hopper	ACFX	045207
	Hopper	ACFX	045208
	Hopper	ACFX	045209
	Hopper	ACFX	045211
	Hopper	ACFX	045212
	Hopper	ACFX	045215
	Hopper	ACFX	045217
	Hopper	ACFX	045219
	Hopper	ACFX	045225
	Hopper	ACFX	045228
	Hopper	ACFX	045229
	Hopper	ACFX	045231
	Hopper	ACFX	045236
	Hopper	ACFX	045238
	Hopper	ACFX	045240
	Hopper	ACFX	045241
	Hopper	ACFX	045242
	Hopper	ACFX	045243

Schedule A

Equipment

Procter & Gamble Manufacturing Co.

Contract 3-9675 rider 545

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	ACFX	045257
	Hopper	ACFX	051017
	Hopper	ACFX	051022
	Hopper	ACFX	051024
	Hopper	ACFX	051026
	Hopper	ACFX	051029
	Hopper	ACFX	051031
	Hopper	ACFX	051032
	Hopper	ACFX	051035
	Hopper	ACFX	051038

44

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:

11/19/2010



Robert W. Alvord