

JAN 19 '10 -3 00 PM

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**SURFACE TRANSPORTATION BOARD**

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OF COUNSEL  
URBAN A LESTER

January 19, 2010

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

Contract 4-7950

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:	Cooper Natural Resources, Inc 2407 E. Skelly Drive Tulsa, OK 74105]

Section Chief  
January 19, 2010  
Page 2

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

39 railcars within the series SHPX 432576 - SHPX 432615 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 -3 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 Cooper Natural Resources, Inc., a Texas Corporation ("Lessee").

American Railcar Leasing LLC (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.



# Schedule A

## Equipment

### Cooper Natural Resources Inc.

Contract 4-7950 dtd 4/1/08

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	432576
	Hopper	SHPX	432577
	Hopper	SHPX	432578
	Hopper	SHPX	432579
	Hopper	SHPX	432580
	Hopper	SHPX	432581
	Hopper	SHPX	432582
	Hopper	SHPX	432583
	Hopper	SHPX	432584
	Hopper	SHPX	432585
	Hopper	SHPX	432586
	Hopper	SHPX	432587
	Hopper	SHPX	432588
	Hopper	SHPX	432589
	Hopper	SHPX	432590
	Hopper	SHPX	432591
	Hopper	SHPX	432592
	Hopper	SHPX	432593
	Hopper	SHPX	432594
	Hopper	SHPX	432595
	Hopper	SHPX	432596
	Hopper	SHPX	432597
	Hopper	SHPX	432598
	Hopper	SHPX	432599
	Hopper	SHPX	432600
	Hopper	SHPX	432601
	Hopper	SHPX	432602
	Hopper	SHPX	432603
	Hopper	SHPX	432604
	Hopper	SHPX	432605
	Hopper	SHPX	432606
	Hopper	SHPX	432607
	Hopper	SHPX	432608
	Hopper	SHPX	432609

**Schedule A**

**Equipment**

**Cooper Natural Resources Inc.**

**Contract 4-7950**

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	432610
	Hopper	SHPX	432611
	Hopper	SHPX	432612
	Hopper	SHPX	432613
	Hopper	SHPX	432615

**39**