



RECORDATION NO. 28651 FILED

JAN 19 '10 -3 00 PM

**SURFACE TRANSPORTATION BOARD**

OF COUNSEL  
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ELIAS C ALVORD (1942)  
ELLSWORTH C ALVORD (1964)

January 19, 2010

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

Contract C-7179 Rider 6

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.                    Rhodia, Inc.  
259 Prospect Plains Road  
Cranbury, NJ 08512]

Section Chief  
January 19, 2010  
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A description of the railroad equipment covered by the enclosed document  
is:

30 railcars: SHPX 204666 - SHPX 204695.

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,



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 Rhodia Inc., a Delaware 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.**



**Schedule A**

**Equipment**

**Rhodia, Inc.**

Contract C-7179 rider 6 *dtg 12/29/06*

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	204666
	Tank	SHPX	204667
	Tank	SHPX	204668
	Tank	SHPX	204669
	Tank	SHPX	204670
	Tank	SHPX	204671
	Tank	SHPX	204672
	Tank	SHPX	204673
	Tank	SHPX	204674
	Tank	SHPX	204675
	Tank	SHPX	204676
	Tank	SHPX	204677
	Tank	SHPX	204678
	Tank	SHPX	204679
	Tank	SHPX	204680
	Tank	SHPX	204681
	Tank	SHPX	204682
	Tank	SHPX	204683
	Tank	SHPX	204684
	Tank	SHPX	204685
	Tank	SHPX	204686
	Tank	SHPX	204687
	Tank	SHPX	204688
	Tank	SHPX	204689
	Tank	SHPX	204690
	Tank	SHPX	204691
	Tank	SHPX	204692
	Tank	SHPX	204693
	Tank	SHPX	204694
	Tank	SHPX	204695

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 1/19/2010



\_\_\_\_\_  
Robert W Alvord