

RECORDATION NO. 28845 FILED

FEB 04 '10 -9 00 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

February 4, 2010

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

Contract C-7613

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 January 25, 2010, 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: Essroc Cement Corp
3251 Bath Pike
Nazareth, PA 18064]

Section Chief
February 4, 2010
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A description of the railroad equipment covered by the enclosed document is:

39 railcars within the series SHPX 432058 - SHPX 432115 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 horizontal line 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 Essroc Cement Corp., a Pennsylvania 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.

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SURFACE TRANSPORTATION BOARD

Schedule A

Equipment

Essroc Cement Corp.

Contract C-7613 dtd 4/18/06

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	432058
	Hopper	SHPX	432059
	Hopper	SHPX	432060
	Hopper	SHPX	432062
	Hopper	SHPX	432063
	Hopper	SHPX	432065
	Hopper	SHPX	432067
	Hopper	SHPX	432069
	Hopper	SHPX	432070
	Hopper	SHPX	432071
	Hopper	SHPX	432072
	Hopper	SHPX	432073
	Hopper	SHPX	432074
	Hopper	SHPX	432076
	Hopper	SHPX	432077
	Hopper	SHPX	432078
	Hopper	SHPX	432079
	Hopper	SHPX	432080
	Hopper	SHPX	432081
	Hopper	SHPX	432084
	Hopper	SHPX	432086
	Hopper	SHPX	432088
	Hopper	SHPX	432089
	Hopper	SHPX	432093
	Hopper	SHPX	432094
	Hopper	SHPX	432095
	Hopper	SHPX	432096
	Hopper	SHPX	432098
	Hopper	SHPX	432100
	Hopper	SHPX	432101
	Hopper	SHPX	432102
	Hopper	SHPX	432104
	Hopper	SHPX	432105
	Hopper	SHPX	432106

Schedule A

Equipment

Essroc Cement Corp.

Contract C-7613

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	432107
	Hopper	SHPX	432108
	Hopper	SHPX	432113
	Hopper	SHPX	432114
	Hopper	SHPX	432115

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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:

2/4/10



Robert W Alvord