

RECORDATION NO. 29192 FILED

MAR 10 '10 -9 00 AM

SURFACE TRANSPORTATION BOARD

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

March 10, 2010

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

Contract C-5292 Rider 27

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: | PCI Chemicals Canada Company/ Societe PCI Chimie Canada, d/b/a Olin Chlor Alkali Products 490 Stuart Road Northwest Cleveland, TN 37312] |

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

10 railcars within the series SHPX 203455 - SHPX 203518 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 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, ARI II Funding LLC and Shippers Third LLC, all with respect to PCI Chemicals Canada Company/Societe PCI Chimie Canada, dba Olin Chlor Alkali Products, a Nova Scotia Unlimited Liability Company ("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.

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SURFACE TRANSPORTATION BOARD

Schedule A

Equipment

PCI Chemicals Canada Company/Societe PCI Chimie Canada

Contract C-5292 rider 27 dated 9/19/05

| <u>Quantity</u> | <u>Description</u> | <u>Reporting Marks</u> | <u>Road Numbers</u> |
|-----------------|--------------------|------------------------|---------------------|
| | Tank | SHPX | 203455 |
| | Tank | SHPX | 203456 |
| | Tank | SHPX | 203457 |
| | Tank | SHPX | 203458 |
| | Tank | SHPX | 203459 |
| | Tank | SHPX | 203514 |
| | Tank | SHPX | 203515 |
| | Tank | SHPX | 203516 |
| | Tank | SHPX | 203517 |
| | Tank | SHPX | 203518 |

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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

3/10/10



Robert W Alvord