

AUG 16 '10 -12 00 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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August 16, 2010

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

Contract C-7730 Rider 81

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 May 11, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease previously filed with the Board under Rec. No. 28249 and represents a renewal of the lease but with a change in lessee name to BASF Corporation.

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: BASF Corporation
25 Middlesex/Essex Turnpike
Iselin, NJ 08830-0770]

Section Chief
August 16, 2010
Page 2

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

45 railcars within the series ACFX 042515 - ACFX 059941 and SHPX 042866 - SHPX 042871 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 C-7730 Rider 81.

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 long horizontal stroke extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

AUG 16 '10 -12 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, ARL Fifth LLC, and Shippers Third LLC, all with respect to BASF Corporation, a Delaware Corporation ("Lessee").

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Master Service Contract, dated 5/12/10, 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.

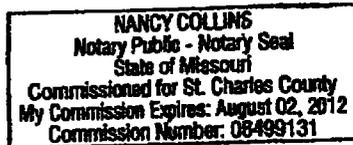
AMERICAN RAILCAR LEASING LLC

By: *Brian Evdo*
Name: Brian Evdo
Title: VP - Business Development

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

On this 11th day of May, 2010, 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.

Nancy Collins
Notary Public
My commission expires on 8/2/2012



Schedule A

Equipment

BASF Corporation

Contract C-7730 rider 81

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	ACFX	042515
	Hopper	ACFX	042516
	Hopper	ACFX	045090
	Hopper	ACFX	045102
	Hopper	ACFX	045104
	Hopper	ACFX	045129
	Hopper	ACFX	045307
	Hopper	ACFX	045516
	Hopper	ACFX	045517
	Hopper	ACFX	045554
	Hopper	ACFX	045771
	Hopper	ACFX	051047
	Hopper	ACFX	051206
	Hopper	ACFX	051408
	Hopper	ACFX	051531
	Hopper	ACFX	051626
	Hopper	ACFX	051628
	Hopper	ACFX	051629
	Hopper	ACFX	051630
	Hopper	ACFX	051637
	Hopper	ACFX	051652
	Hopper	ACFX	051679
	Hopper	ACFX	051683
	Hopper	ACFX	051686
	Hopper	ACFX	051703
	Hopper	ACFX	051741
	Hopper	ACFX	051744
	Hopper	ACFX	051772
	Hopper	ACFX	051799
	Hopper	ACFX	051802
	Hopper	ACFX	051804
	Hopper	ACFX	051806
	Hopper	ACFX	051921
	Hopper	ACFX	051922

Schedule A

Equipment

BASF Corporation

Contract C-7730 rider 81

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	ACFX	051923
	Hopper	ACFX	051942
	Hopper	ACFX	051970
	Hopper	ACFX	059819
	Hopper	ACFX	059841
	Hopper	ACFX	059870
	Hopper	ACFX	059934
	Hopper	ACFX	059941
	Hopper	SHPX	042866
	Hopper	SHPX	042869
	Hopper	SHPX	042871

45

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: 8/16/10



Robert W. Alvord