

LAW OFFICES OF
LOUIS E. GITOMER

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September 30, 2010

Ms Cynthia T Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
395 E Street, S W
Washington, D C 20423

RECORDATION NO. 29507 FILED

OCT 15 '10 -3 01 PM

Dear Ms Brown

SURFACE TRANSPORTATION BOARD

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of October 15, 2010. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

Bank of America Leasing & Capital, LLC
2059 Northlake Parkway, 4 South
Tucker, GA 30084

Lessee:

American Railcar Leasing LLC
620 North Second Street
St. Charles, MO 63301

A description of the equipment covered by the Memorandum of Lease Agreement consists of 18 tank cars numbered SHPX 432966-432983, inclusive.

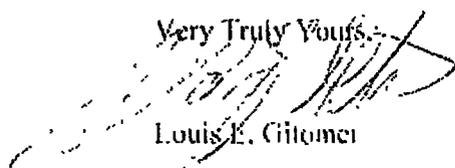
A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou_Gitomer@verizon.net

Ms. Cynthia T Brown
October 15, 2010
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A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between Banc of America Leasing & Capital, LLC, 2059 Northlake Parkway, 4 South, Tucker, GA 30084, and American Railcar Leasing LLC, 620 North Second Street, St. Charles, MO 63301, covering 18 tank cars numbered SHPX 432966-432983, inclusive.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "Louis E. Gilomei", is written over the typed name below.

Louis E. Gilomei

Enclosure

MEMORANDUM OF LEASE AGREEMENT

dated as of October 15, 2010

between

AMERICAN RAILCAR LEASING LLC,
as Lessee

and

BANC OF AMERICA LEASING & CAPITAL, LLC
as Lessor

FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO 49 U.S.C.
§11301

on October ____, 2010 at ____ m

RECORDATION NO. 29507 FILED

OCT 15 '10 -3 01 PM

MEMORANDUM OF LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of October 15, 2010, by and between AMERICAN RAILCAR LEASING LLC ("Lessee") and BANC OF AMERICA LEASING & CAPITAL, LLC ("Lessor"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto (the "Railcars").

All of such railcars are more fully described in that certain Rail Equipment Net Leasing Agreement dated as of June 30, 2010, and Schedule No. 006 thereto and incorporating the terms thereof, dated as of October __, 2010 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.

2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.
3. The Lease contains an option by Lessee to purchase the Railcars on the terms set forth in the Lease.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written

BANC OF AMERICA LEASING & CAPITAL, LLC

By: Gall C. Beall
Name
Title: **Gall C. Beall**
Vice President

AMERICAN RAILCAR LEASING LLC

By: Umesh Choksi
Name: Umesh Choksi
Title: CFO & Treasurer

STATE OF Georgia)
) ss.
COUNTY OF DeKalb)

I HEREBY CERTIFY, that on this 15th day of October 2010, before me, the undersigned, a Notary Public of the State of Georgia, personally appeared Gail G. Swell, who acknowledged himself to be the Vice President of BANC OF AMERICA LEASING & CAPITAL, LLC, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Vice President of said company by signing the name of the company by himself as the Vice President.

AS WITNESS my hand and notarial seal.

Vivian Hankins
Notary Public



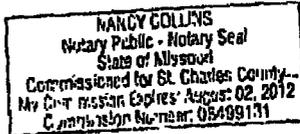
My commission expires:

VIVIAN HANKINS
NOTARY PUBLIC
DeKalb County - State of Georgia
My Comm. Expires Oct. 20, 2012

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

I HEREBY CERTIFY, that on this 14th day of October, 2010, before me, the undersigned, a Notary Public of the State of Missouri, personally appeared Unesh Choksi, to me personally known, who being by me duly sworn, says that he resides at St. Louis County, Missouri and is the SVP, Chief Financial Officer and Treasurer of AMERICAN RAILCAR LEASING LLC, that said instrument was signed on the date hereof on behalf of said limited liability company; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

AS WITNESS my hand and notarial seal.



Nancy Collins

Notary Public

My commission expires: _____

EXHIBIT NO. 1
 TO MEMORANDUM OF LEASE AGREEMENT
 DESCRIPTION OF RAILCARS

<u>Lessee</u> <u>Code</u>	<u>Lessee</u>	<u>Contract</u> <u>Number</u>	<u>Mark</u>	<u>Number</u>
1908	EKA Chemicals, Inc.	89010001	SHPX	432966
1908	EKA Chemicals, Inc.	89010001	SHPX	432967
1908	EKA Chemicals, Inc.	89010001	SHPX	432968
1908	EKA Chemicals, Inc.	89010001	SHPX	432969
1908	EKA Chemicals, Inc.	89010001	SHPX	432970
1908	EKA Chemicals, Inc.	89010001	SHPX	432971
1908	EKA Chemicals, Inc.	89010001	SHPX	432972
1908	EKA Chemicals, Inc.	89010001	SHPX	432973
1908	EKA Chemicals, Inc.	89010001	SHPX	432974
1908	EKA Chemicals, Inc.	89010001	SHPX	432975
1908	EKA Chemicals, Inc.	89010001	SHPX	432976
1908	EKA Chemicals, Inc.	89010001	SHPX	432977
1908	EKA Chemicals, Inc.	89010001	SHPX	432978
1908	EKA Chemicals, Inc.	89010001	SHPX	432979
1908	EKA Chemicals, Inc.	89010001	SHPX	432980
1908	EKA Chemicals, Inc.	89010001	SHPX	432981
1908	EKA Chemicals, Inc.	89010001	SHPX	432982
1908	EKA Chemicals, Inc.	89010001	SHPX	432983