

RECORDATION NO. 28573 FILED

JAN 14 '10 -8 00 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
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ELIAS C. ALVORD (1942)
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January 14, 2010

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

Contract 4-8738 Rider 1

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	Norit Americas Inc. 3200 University Avenue Marshall, TX 75670]

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

50 railcars: SHPX 450715 - SHPX 450764.

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 from the end of the signature.

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 Norit Americas Inc., a Georgia 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.

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SURFACE TRANSPORTATION BOARD

Schedule A

Equipment

Norit Americas Inc.

Contract 4-8738 rder 1 *dated 11/5/08*

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	450715
	Hopper	SHPX	450716
	Hopper	SHPX	450717
	Hopper	SHPX	450718
	Hopper	SHPX	450719
	Hopper	SHPX	450720
	Hopper	SHPX	450721
	Hopper	SHPX	450722
	Hopper	SHPX	450723
	Hopper	SHPX	450724
	Hopper	SHPX	450725
	Hopper	SHPX	450726
	Hopper	SHPX	450727
	Hopper	SHPX	450728
	Hopper	SHPX	450729
	Hopper	SHPX	450730
	Hopper	SHPX	450731
	Hopper	SHPX	450732
	Hopper	SHPX	450733
	Hopper	SHPX	450734
	Hopper	SHPX	450735
	Hopper	SHPX	450736
	Hopper	SHPX	450737
	Hopper	SHPX	450738
	Hopper	SHPX	450739
	Hopper	SHPX	450740
	Hopper	SHPX	450741
	Hopper	SHPX	450742
	Hopper	SHPX	450743
	Hopper	SHPX	450744
	Hopper	SHPX	450745
	Hopper	SHPX	450746
	Hopper	SHPX	450747
	Hopper	SHPX	450748

Schedule A

Equipment

Norit Americas Inc.

Contract 4-8738 rider 1

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	450749
	Hopper	SHPX	450750
	Hopper	SHPX	450751
	Hopper	SHPX	450752
	Hopper	SHPX	450753
	Hopper	SHPX	450754
	Hopper	SHPX	450755
	Hopper	SHPX	450756
	Hopper	SHPX	450757
	Hopper	SHPX	450758
	Hopper	SHPX	450759
	Hopper	SHPX	450760
	Hopper	SHPX	450761
	Hopper	SHPX	450762
	Hopper	SHPX	450763
	Hopper	SHPX	450764

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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: 1/14/2010



Robert W Alvord