

RECORDATION NO. 28574 FILED

JAN 14 '10 -8 00 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A LESTER

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N W
SUITE 301
WASHINGTON, DC
20036

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

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

January 14, 2010

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

Contract 4-8695 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 International Chemical Company
1887 East 71st Street
Tulsa, OK 74136]

Section Chief
January 14, 2010
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A description of the railroad equipment covered by the enclosed document
is:

50 railcars: SHPX 209802 - SHPX 209851.

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 long horizontal stroke 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 International Chemical Company, a Oklahoma 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.

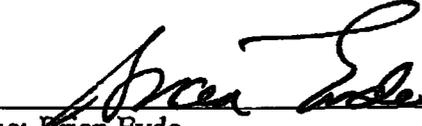
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SURFACE TRANSPORTATION BOARD

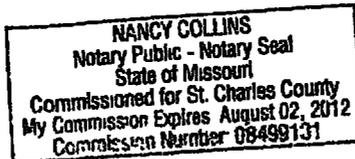
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.

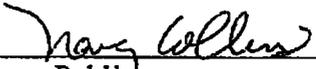
AMERICAN RAILCAR LEASING LLC

By: 
Name: Brian Evdo
Title: VP – Business Development

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

On this 21st day of Dec., 2009, 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.




Notary Public
My commission expires on 8/2/2012

Schedule A

Equipment

International Chemical Company

Contract 4-8695 rider 1 dated 9/14/08

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	209802
	Tank	SHPX	209803
	Tank	SHPX	209804
	Tank	SHPX	209805
	Tank	SHPX	209806
	Tank	SHPX	209807
	Tank	SHPX	209808
	Tank	SHPX	209809
	Tank	SHPX	209810
	Tank	SHPX	209811
	Tank	SHPX	209812
	Tank	SHPX	209813
	Tank	SHPX	209814
	Tank	SHPX	209815
	Tank	SHPX	209816
	Tank	SHPX	209817
	Tank	SHPX	209818
	Tank	SHPX	209819
	Tank	SHPX	209820
	Tank	SHPX	209821
	Tank	SHPX	209822
	Tank	SHPX	209823
	Tank	SHPX	209824
	Tank	SHPX	209825
	Tank	SHPX	209826
	Tank	SHPX	209827
	Tank	SHPX	209828
	Tank	SHPX	209829
	Tank	SHPX	209830
	Tank	SHPX	209831
	Tank	SHPX	209832
	Tank	SHPX	209833
	Tank	SHPX	209834
	Tank	SHPX	209835

Schedule A

Equipment

International Chemical Company

Contract 4-8695 rider 1

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	209836
	Tank	SHPX	209837
	Tank	SHPX	209838
	Tank	SHPX	209839
	Tank	SHPX	209840
	Tank	SHPX	209841
	Tank	SHPX	209842
	Tank	SHPX	209843
	Tank	SHPX	209844
	Tank	SHPX	209845
	Tank	SHPX	209846
	Tank	SHPX	209847
	Tank	SHPX	209848
	Tank	SHPX	209849
	Tank	SHPX	209850
	Tank	SHPX	209851

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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