

RECORDATION NO. 28621 FILED

JAN 19 '10 -9 0 0 AM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N W
SUITE 301
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

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

OF COUNSEL
URBAN A LESTER

January 19, 2010

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

Contract 3-8131

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: Kemira Water Solutions, Inc.
808 E. Main Street
Lakeland, Florida 33801]

Section Chief
January 19, 2010
Page 2

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

40 railcars: SHPX 206995 - SHPX 207034.

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 flourish 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 Kemira Water Solutions, Inc., a Delaware Corporation ("Lessee").

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain 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.

The Lease, among other things, has the following provision:

In order to more fully protect the rights, title and ownership of the Lessor (including its assignees) in the cars hereunder however, the Lessee is granting to the Lessor the lien on and security interest in the cars as set forth as follows. Without prejudice to the Lessor's full and complete ownership, rights, title and interest in and to the cars, in order to secure any and all current and future obligations of the Lessee under this lease, for good and valuable consideration, the Lessee hereby irrevocably grants to the Lessor a continuing lien on and a security interest in (i) the cars together with any proceeds thereof and/or therefrom, including, without limitation, any proceeds and receivables generated from the sale or lease of the cars, and (ii) any insurance claims related to the cars and any proceeds from such claims. The cars include, without limitation, (a) any and all improvements, additions, replacements, substitutions and modifications thereon and/or thereof, (b) the railcars specifically set forth in this lease, (c) any other railcars leased or to be leased under this lease to the Lessee and (d) any railcars in possession of the Lessee bearing reporting marks ACFX, SHPX and any other reporting marks owned by Lessor as of this date or at any date in the future. The Lessor may from time to time include an affiliate of the Lessor, becoming the Lessor through an assignment of this lease or any schedule thereof and/or the cars.

28621
RECORDATION NO. _____ FILED

JAN 19 '10 -9 0 0 AM

SURFACE TRANSPORTATION BOARD

Schedule A

Equipment

Kemira Water Solution, Inc.

Contract 3-8131 *dtg 3/9/09*

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	206995
	Tank	SHPX	206996
	Tank	SHPX	206997
	Tank	SHPX	206998
	Tank	SHPX	206999
	Tank	SHPX	207000
	Tank	SHPX	207001
	Tank	SHPX	207002
	Tank	SHPX	207003
	Tank	SHPX	207004
	Tank	SHPX	207005
	Tank	SHPX	207006
	Tank	SHPX	207007
	Tank	SHPX	207008
	Tank	SHPX	207009
	Tank	SHPX	207010
	Tank	SHPX	207011
	Tank	SHPX	207012
	Tank	SHPX	207013
	Tank	SHPX	207014
	Tank	SHPX	207015
	Tank	SHPX	207016
	Tank	SHPX	207017
	Tank	SHPX	207018
	Tank	SHPX	207019
	Tank	SHPX	207020
	Tank	SHPX	207021
	Tank	SHPX	207022
	Tank	SHPX	207023
	Tank	SHPX	207024
	Tank	SHPX	207025
	Tank	SHPX	207026
	Tank	SHPX	207027
	Tank	SHPX	207028

Schedule A

Equipment

Kemira Water Solution, Inc.

Contract 3-8131

<u>Quantify</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	207029
	Tank	SHPX	207030
	Tank	SHPX	207031
	Tank	SHPX	207032
	Tank	SHPX	207033
	Tank	SHPX	207034

40

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: 11/19/2010



Robert W. Alvord