

RECORDATION NO. 28653 FILED

JAN 19 '10 -3 00 PM

**SURFACE TRANSPORTATION BOARD**

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

January 19, 2010

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

Contract 3-8779 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: Ashland Inc.  
5200 Blazer Parkway  
Dublin, OH 43017]

Section Chief  
January 19, 2010  
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A description of the railroad equipment covered by the enclosed document  
is:

12 railcars: SHPX 207688 - SHPX 207699.

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

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**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 and Shippers Third LLC, all with respect to Ashland Inc., a Kentucky 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.



**Schedule A**

**Equipment**

**Ashland Inc.**

Contract 3-8779 rider 1 *add 1/13/09*

| <u>Quantity</u> | <u>Description</u> | <u>Reporting Marks</u> | <u>Road Numbers</u> |
|-----------------|--------------------|------------------------|---------------------|
|                 | Tank               | SHPX                   | 207688              |
|                 | Tank               | SHPX                   | 207689              |
|                 | Tank               | SHPX                   | 207690              |
|                 | Tank               | SHPX                   | 207691              |
|                 | Tank               | SHPX                   | 207692              |
|                 | Tank               | SHPX                   | 207693              |
|                 | Tank               | SHPX                   | 207694              |
|                 | Tank               | SHPX                   | 207695              |
|                 | Tank               | SHPX                   | 207696              |
|                 | Tank               | SHPX                   | 207697              |
|                 | Tank               | SHPX                   | 207698              |
|                 | Tank               | SHPX                   | 207699              |

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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 1/19/2010



\_\_\_\_\_  
Robert W Alvord