

RECORDATION NO. 28661 FILED

JAN 19 '10 -3 00 PM

SURFACE TRANSPORTATION BOARD

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January 19, 2010

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

Contract 4-5347 Rider 84

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	Equistar Chemicals, LP 1221 McKinney Street Suite 700 Houston TX 77010]

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

46 railcars within the series ACFX 220419 - ACFX 220477 as more particularly set forth in the attachment to the document.

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 'Robert W. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

JAN 19 '10 -3 00 PM

MEMORANDUM OF LEASE

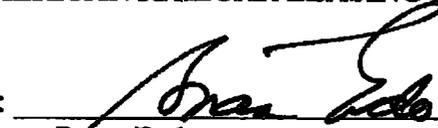
SURFACE TRANSPORTATION BOARD

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 Equistar Chemicals, LP, a Delaware Limited Partnership ("Lessee").

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Master Service Contract, dated 5/28/09, 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.

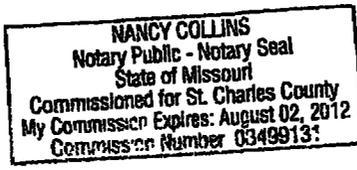
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.

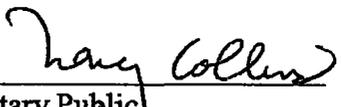
AMERICAN RAILCAR LEASING LLC

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

Equistar Chemicals, LP

Contract 4-5347 rder 84

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	ACFX	220419
	Tank	ACFX	220420
	Tank	ACFX	220422
	Tank	ACFX	220423
	Tank	ACFX	220426
	Tank	ACFX	220427
	Tank	ACFX	220430
	Tank	ACFX	220431
	Tank	ACFX	220432
	Tank	ACFX	220433
	Tank	ACFX	220434
	Tank	ACFX	220435
	Tank	ACFX	220436
	Tank	ACFX	220438
	Tank	ACFX	220440
	Tank	ACFX	220441
	Tank	ACFX	220442
	Tank	ACFX	220443
	Tank	ACFX	220444
	Tank	ACFX	220445
	Tank	ACFX	220447
	Tank	ACFX	220448
	Tank	ACFX	220449
	Tank	ACFX	220450
	Tank	ACFX	220452
	Tank	ACFX	220453
	Tank	ACFX	220454
	Tank	ACFX	220455
	Tank	ACFX	220456
	Tank	ACFX	220458
	Tank	ACFX	220459
	Tank	ACFX	220460
	Tank	ACFX	220461
	Tank	ACFX	220462

Schedule A

Equipment

Equistar Chemicals, LP

Contract 4-5347 rider 84

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	ACFX	220463
	Tank	ACFX	220464
	Tank	ACFX	220465
	Tank	ACFX	220466
	Tank	ACFX	220468
	Tank	ACFX	220469
	Tank	ACFX	220470
	Tank	ACFX	220471
	Tank	ACFX	220473
	Tank	ACFX	220474
	Tank	ACFX	220476
	Tank	ACFX	220477

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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