

RECORDATION NO. 28663 FILED

JAN 20 '10 -4 00 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A LESTER

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

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

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

January 19, 2010

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

Contract 8-7373 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]	Rio Tinto Alcan 1188, Sherbrooke Street West Montreal, Quebec H3A 3G2 Canada]

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

34 railcars: SHPX 454161 - SHPX 454195 (excluding SHPX 454168).

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 "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 Rio Tinto Alcan, a Quebec Canada 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

Rio Tinto Alcan

Contract 8-7373 rider 1 *dtg 11/4/08*

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	454161
	Hopper	SHPX	454162
	Hopper	SHPX	454163
	Hopper	SHPX	454164
	Hopper	SHPX	454165
	Hopper	SHPX	454166
	Hopper	SHPX	454167
	Hopper	SHPX	454169
	Hopper	SHPX	454170
	Hopper	SHPX	454171
	Hopper	SHPX	454172
	Hopper	SHPX	454173
	Hopper	SHPX	454174
	Hopper	SHPX	454175
	Hopper	SHPX	454176
	Hopper	SHPX	454177
	Hopper	SHPX	454178
	Hopper	SHPX	454179
	Hopper	SHPX	454180
	Hopper	SHPX	454181
	Hopper	SHPX	454182
	Hopper	SHPX	454183
	Hopper	SHPX	454184
	Hopper	SHPX	454185
	Hopper	SHPX	454186
	Hopper	SHPX	454187
	Hopper	SHPX	454188
	Hopper	SHPX	454189
	Hopper	SHPX	454190
	Hopper	SHPX	454191
	Hopper	SHPX	454192
	Hopper	SHPX	454193
	Hopper	SHPX	454194

Schedule A

Equipment

Rio Tinto Alcan

Contract 8-7373 nder 1

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
34	Hopper	SHPX	454195

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: 1/20/2010



Robert W Alvord