

RECORDATION NO. 28788 FILED

JAN 29 '10 -9 00 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
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January 29, 2010

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

Contract 4-7173 Rider 48

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 January 25, 2010, 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 | Celtran, Incorporated 1601 West LBJ Freeway Dallas TX 75234] |

Section Chief
January 28, 2010
Page 2

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

13 railcars within the series ACFX 038907 - ACFX 065324 as more particularly set forth in the attachment to the document.

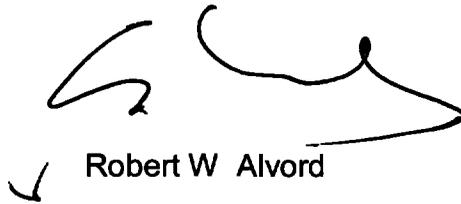
A short summary of the document to appear in the index is:

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,



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, ARI II Funding LLC and Shippers Third LLC, all with respect to Celtran, Incorporated, a subsidiary of Celanese LTD., a Delaware 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

Celtran, Incorporated

Contract 4-7173 rider 48 dtd 7/24/06

| <u>Quantity</u> | <u>Description</u> | <u>Reporting Marks</u> | <u>Road Numbers</u> |
|-----------------|--------------------|------------------------|---------------------|
| | Hopper | ACFX | 038907 |
| | Hopper | ACFX | 064823 |
| | Hopper | ACFX | 064858 |
| | Hopper | ACFX | 064883 |
| | Hopper | ACFX | 068079 |
| | Hopper | ACFX | 068084 |
| | Hopper | ACFX | 068096 |
| | Hopper | ACFX | 041883 |
| | Hopper | ACFX | 064764 |
| | Hopper | ACFX | 064920 |
| | Hopper | ACFX | 065273 |
| | Hopper | ACFX | 065321 |
| | Hopper | ACFX | 065324 |

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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: 1/29/2010



Robert W Alvord