

RECORDATION NO. 28790 FILED

JAN 29 '10 -9 00 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

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)

January 29, 2010

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

Contract C-7992 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 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: OCI Chemical Corporation
2 Corporate Drive, Suite 440
Shelton, Connecticut 06484]

Section Chief
January 28, 2010
Page 2

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

68 railcars within the series SHPX 454366 - SHPX 454436 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'. The signature is fluid and cursive, with a large initial 'R' and a long, sweeping underline.

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 OCI Chemical Corporation, a Delaware Corporation ("Lessee").

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Master Service Contract, dated 7/9/08, 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.

RECORDATION NO. 28790 FILED
JAN 29 '10 -9 00 AM
SURFACE TRANSPORTATION BOARD

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: *Brian Evdo*
Name: Brian Evdo
Title: VP – Business Development

STATE OF MISSOURI)
) ss.:
COUNTY OF ST. CHARLES)

On this 5th day of Jan., 2010, 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.

Nancy Collins
Notary Public
My commission expires on 8/2/2012

NANCY COLLINS
Notary Public - Notary Seal
State of Missouri
Commissioned for St. Charles County
My Commission Expires: August 02, 2012
Commission Number: 08499131

Schedule A

Equipment

OCI Chemical Corp.

Contract C-7992 rider 1

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	454366
	Hopper	SHPX	454367
	Hopper	SHPX	454368
	Hopper	SHPX	454369
	Hopper	SHPX	454370
	Hopper	SHPX	454371
	Hopper	SHPX	454372
	Hopper	SHPX	454373
	Hopper	SHPX	454374
	Hopper	SHPX	454375
	Hopper	SHPX	454376
	Hopper	SHPX	454377
	Hopper	SHPX	454378
	Hopper	SHPX	454379
	Hopper	SHPX	454380
	Hopper	SHPX	454381
	Hopper	SHPX	454382
	Hopper	SHPX	454383
	Hopper	SHPX	454384
	Hopper	SHPX	454385
	Hopper	SHPX	454386
	Hopper	SHPX	454387
	Hopper	SHPX	454388
	Hopper	SHPX	454389
	Hopper	SHPX	454390
	Hopper	SHPX	454391
	Hopper	SHPX	454392
	Hopper	SHPX	454393
	Hopper	SHPX	454394
	Hopper	SHPX	454395
	Hopper	SHPX	454396
	Hopper	SHPX	454397
	Hopper	SHPX	454398
	Hopper	SHPX	454400

Schedule A

Equipment

OCI Chemical Corp.

Contract C-7992 rider 1

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	454401
	Hopper	SHPX	454402
	Hopper	SHPX	454403
	Hopper	SHPX	454404
	Hopper	SHPX	454405
	Hopper	SHPX	454406
	Hopper	SHPX	454407
	Hopper	SHPX	454408
	Hopper	SHPX	454409
	Hopper	SHPX	454410
	Hopper	SHPX	454411
	Hopper	SHPX	454412
	Hopper	SHPX	454413
	Hopper	SHPX	454414
	Hopper	SHPX	454415
	Hopper	SHPX	454416
	Hopper	SHPX	454417
	Hopper	SHPX	454418
	Hopper	SHPX	454419
	Hopper	SHPX	454420
	Hopper	SHPX	454421
	Hopper	SHPX	454422
	Hopper	SHPX	454423
	Hopper	SHPX	454425
	Hopper	SHPX	454426
	Hopper	SHPX	454427
	Hopper	SHPX	454428
	Hopper	SHPX	454429
	Hopper	SHPX	454430
	Hopper	SHPX	454432
	Hopper	SHPX	454433
	Hopper	SHPX	454434
	Hopper	SHPX	454435

Schedule A

Equipment

OCI Chemical Corp.

Contract C-7992 rider 1

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
68	Hopper	SHPX	454436

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