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ELIAS C. ALVORD (1942)
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RECORDATION NO. 29166 FILED

MAR 10 '10 -9 00 AM

SURFACE TRANSPORTATION BOARD
OF COUNSEL
URBAN A. LESTER

March 10, 2010

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

Contract 3-4510 Rider 64

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: Akzo Nobel Chemicals Inc.
525 West Van Buren Street
Chicago, IL 60607]

Section Chief
March 10, 2010
Page 2

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

39 railcars: SHPX 203460 - SHPX 203499 (excluding SHPX 203484).

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 horizontal line 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 Akzo Nobel Chemicals Inc., 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.

RECORDATION NO. 29160 FILED

MAR 10 '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 25th 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 - Notary Seal
State of Missouri
Commissioned for St. Charles County
My Commission Expires August 02, 2012
Commission Number: 08499137

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

Schedule A

Equipment

Akzo Nobel Chemicals Inc.

Contract 3-4510 rider 64 dtd 10/11/06

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	203460
	Tank	SHPX	203461
	Tank	SHPX	203462
	Tank	SHPX	203463
	Tank	SHPX	203464
	Tank	SHPX	203465
	Tank	SHPX	203466
	Tank	SHPX	203467
	Tank	SHPX	203468
	Tank	SHPX	203469
	Tank	SHPX	203470
	Tank	SHPX	203471
	Tank	SHPX	203472
	Tank	SHPX	203473
	Tank	SHPX	203474
	Tank	SHPX	203475
	Tank	SHPX	203476
	Tank	SHPX	203477
	Tank	SHPX	203478
	Tank	SHPX	203479
	Tank	SHPX	203480
	Tank	SHPX	203481
	Tank	SHPX	203482
	Tank	SHPX	203483
	Tank	SHPX	203485
	Tank	SHPX	203486
	Tank	SHPX	203487
	Tank	SHPX	203488
	Tank	SHPX	203489
	Tank	SHPX	203490
	Tank	SHPX	203491
	Tank	SHPX	203492
	Tank	SHPX	203493
	Tank	SHPX	203494

Schedule A

Equipment

Akzo Nobel Chemicals Inc.

Contract 3-4510 rider 64

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	203495
	Tank	SHPX	203496
	Tank	SHPX	203497
	Tank	SHPX	203498
	Tank	SHPX	203499

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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 3/10/10



Robert W Alvord