

RECORDATION NO. 29166 FILED

MAR 10 '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)

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 72

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.

35 railcars within the series SHPX 202590 - SHPX 202896 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 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. 29166 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 72 dtd 7/26/05

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	202590
	Tank	SHPX	202591
	Tank	SHPX	202592
	Tank	SHPX	202593
	Tank	SHPX	202594
	Tank	SHPX	202595
	Tank	SHPX	202597
	Tank	SHPX	202598
	Tank	SHPX	202599
	Tank	SHPX	202601
	Tank	SHPX	202603
	Tank	SHPX	202605
	Tank	SHPX	202608
	Tank	SHPX	202609
	Tank	SHPX	202611
	Tank	SHPX	202612
	Tank	SHPX	202614
	Tank	SHPX	202615
	Tank	SHPX	202617
	Tank	SHPX	202619
	Tank	SHPX	202621
	Tank	SHPX	202623
	Tank	SHPX	202624
	Tank	SHPX	202625
	Tank	SHPX	202626
	Tank	SHPX	202629
	Tank	SHPX	202631
	Tank	SHPX	202632
	Tank	SHPX	202881
	Tank	SHPX	202884
	Tank	SHPX	202885
	Tank	SHPX	202887
	Tank	SHPX	202888
	Tank	SHPX	202895

Schedule A

Equipment

Akzo Nobel Chemicals Inc.

Contract 3-4510 rider 72

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
35	Tank	SHPX	202896

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