

RECORDATION NO. 29175 FILED

MAR 10 '10 -9 00 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1984)

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 74

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 (on behalf of
ACF Industries 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
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A description of the railroad equipment covered by the enclosed document is:

18 railcars: SHPX 207146 - SHPX 207163.

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 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 Akzo Nobel Chemicals Inc., a Delaware Corporation ("Lessee").

ACF Industries 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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Schedule A

Equipment

Akzo Nobel Chemicals Inc.

Contract 3-4510 order 74 dtd 4/6/04

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	207146
	Tank	SHPX	207147
	Tank	SHPX	207148
	Tank	SHPX	207149
	Tank	SHPX	207150
	Tank	SHPX	207151
	Tank	SHPX	207152
	Tank	SHPX	207153
	Tank	SHPX	207154
	Tank	SHPX	207155
	Tank	SHPX	207156
	Tank	SHPX	207157
	Tank	SHPX	207158
	Tank	SHPX	207159
	Tank	SHPX	207160
	Tank	SHPX	207161
	Tank	SHPX	207162
	Tank	SHPX	207163

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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