

RECORDATION NO. 29259 FILED

MAY 13 '10 -9 00 AM

**SURFACE TRANSPORTATION BOARD**

OF COUNSEL  
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May 13, 2010

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

Contract 3-8681 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 May 11, 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: Hydrodec North America LLC  
811 1st  
Seattle, WA 98109]

Section Chief  
May 13, 2010  
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A description of the railroad equipment covered by the enclosed document is:

6 railcars within the series SHPX 209162 - SHPX 209415 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 'Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

MAY 13 '10 -9 00 AM

**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, ARL Fifth LLC and Shippers Third LLC, all with respect to Hydrodec North America, LLC, a Washington Limited Liability Company ("Lessee").

**American Railcar Leasing LLC** (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain **Master Service Contract**, dated 6/16/08, 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 **ACFX** and/or **SHPX**.



**Schedule A**

**Equipment**

**Hydrodec North America, LLC**

**Contract 3-8681 rider 1**

| <u>Quantity</u> | <u>Description</u> | <u>Reporting Marks</u> | <u>Road Numbers</u> |
|-----------------|--------------------|------------------------|---------------------|
|                 | Tank               | SHPX                   | 209162              |
|                 | Tank               | SHPX                   | 209383              |
|                 | Tank               | SHPX                   | 209389              |
|                 | Tank               | SHPX                   | 209397              |
|                 | Tank               | SHPX                   | 209399              |
|                 | Tank               | SHPX                   | 209415              |

**6**

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:

5/13/10



Robert W Alvord