

AUG 16 '10 -12 00 PM

SURFACE TRANSPORTATION BOARD

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August 16, 2010

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

Contract C-7730 Rider 82

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 secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease previously filed with the Board under Rec. No. 28250 and represents a renewal of the lease but with a change in lessee name to BASF Corporation.

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: BASF Corporation  
25 Middlesex/Essex Turnpike  
Iselin, NJ 08830-0770]

Section Chief  
August 16, 2010  
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A description of the railroad equipment covered by the enclosed document is:

57 railcars: SHPX 450658 - SHPX 450714.

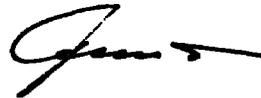
A short summary of the document to appear in the index is:

Memorandum of Lease C-7730 Rider 82.

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

## MEMORANDUM OF LEASE

AUG 16 '10 -12 00 PM

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 BASF 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 5/12/10, 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.

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 11th day of May, 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: 08499131

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

# Schedule A

## Equipment

### BASF Corporation

Contract C-7730 rider 82

| <u>Quantity</u> | <u>Description</u> | <u>Reporting Marks</u> | <u>Road Numbers</u> |
|-----------------|--------------------|------------------------|---------------------|
|                 | Hopper             | SHPX                   | 450658              |
|                 | Hopper             | SHPX                   | 450659              |
|                 | Hopper             | SHPX                   | 450660              |
|                 | Hopper             | SHPX                   | 450661              |
|                 | Hopper             | SHPX                   | 450662              |
|                 | Hopper             | SHPX                   | 450663              |
|                 | Hopper             | SHPX                   | 450664              |
|                 | Hopper             | SHPX                   | 450665              |
|                 | Hopper             | SHPX                   | 450666              |
|                 | Hopper             | SHPX                   | 450667              |
|                 | Hopper             | SHPX                   | 450668              |
|                 | Hopper             | SHPX                   | 450669              |
|                 | Hopper             | SHPX                   | 450670              |
|                 | Hopper             | SHPX                   | 450671              |
|                 | Hopper             | SHPX                   | 450672              |
|                 | Hopper             | SHPX                   | 450673              |
|                 | Hopper             | SHPX                   | 450674              |
|                 | Hopper             | SHPX                   | 450675              |
|                 | Hopper             | SHPX                   | 450676              |
|                 | Hopper             | SHPX                   | 450677              |
|                 | Hopper             | SHPX                   | 450678              |
|                 | Hopper             | SHPX                   | 450679              |
|                 | Hopper             | SHPX                   | 450680              |
|                 | Hopper             | SHPX                   | 450681              |
|                 | Hopper             | SHPX                   | 450682              |
|                 | Hopper             | SHPX                   | 450683              |
|                 | Hopper             | SHPX                   | 450684              |
|                 | Hopper             | SHPX                   | 450685              |
|                 | Hopper             | SHPX                   | 450686              |
|                 | Hopper             | SHPX                   | 450687              |
|                 | Hopper             | SHPX                   | 450688              |
|                 | Hopper             | SHPX                   | 450689              |
|                 | Hopper             | SHPX                   | 450690              |
|                 | Hopper             | SHPX                   | 450691              |

**Schedule A**

**Equipment**

**BASF Corporation**  
**Contract C-7730 rider 82**

| <u>Quantity</u> | <u>Description</u> | <u>Reporting Marks</u> | <u>Road Numbers</u> |
|-----------------|--------------------|------------------------|---------------------|
|                 | Hopper             | SHPX                   | 450692              |
|                 | Hopper             | SHPX                   | 450693              |
|                 | Hopper             | SHPX                   | 450694              |
|                 | Hopper             | SHPX                   | 450695              |
|                 | Hopper             | SHPX                   | 450696              |
|                 | Hopper             | SHPX                   | 450697              |
|                 | Hopper             | SHPX                   | 450698              |
|                 | Hopper             | SHPX                   | 450699              |
|                 | Hopper             | SHPX                   | 450700              |
|                 | Hopper             | SHPX                   | 450701              |
|                 | Hopper             | SHPX                   | 450702              |
|                 | Hopper             | SHPX                   | 450703              |
|                 | Hopper             | SHPX                   | 450704              |
|                 | Hopper             | SHPX                   | 450705              |
|                 | Hopper             | SHPX                   | 450706              |
|                 | Hopper             | SHPX                   | 450707              |
|                 | Hopper             | SHPX                   | 450708              |
|                 | Hopper             | SHPX                   | 450709              |
|                 | Hopper             | SHPX                   | 450710              |
|                 | Hopper             | SHPX                   | 450711              |
|                 | Hopper             | SHPX                   | 450712              |
|                 | Hopper             | SHPX                   | 450713              |
|                 | Hopper             | SHPX                   | 450714              |

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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: 8 / 16 / 10



\_\_\_\_\_  
Robert W. Alvord