

SEP 30 '10 -11 31 AM

LAW OFFICES OF
LOUIS E. GITOMER

SURFACE TRANSPORTATION BOARD

LOUIS E. GITOMER
LOU_GITOMER@VERIZON.NET

THE ADAMS BUILDING, SUITE 301
600 BALTIMORE AVENUE
TOWSON, MARYLAND 21204-4022
(202) 466-6532
FAX (410) 332-0885

September 30, 2010

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

Dear Ms. Brown:

I have enclosed for filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of September 30, 2010. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

Banc of America Leasing & Capital, LLC
2059 Northlake Parkway, 4 South
Tucker, GA 30084

Lessee:

American Railcar Leasing LLC
620 North Second Street
St. Charles, MO 63301

A description of the equipment covered by the Memorandum of Lease Agreement consists of 30 tank cars numbered SHPX 210617-210646, inclusive.

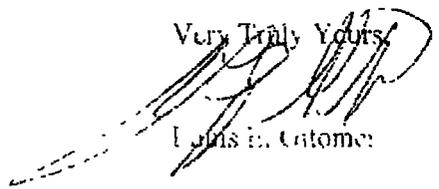
A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou_Gitomer@verizon.net

Ms. Cynthia T. Brown
September 30, 2010
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A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between Banc of America Leasing & Capital, LLC, 2059 Northlake Parkway, 4 South, Tucker, GA 30084, and American Railcar Leasing LLC, 620 North Second Street, St. Charles, MO 63301, 30 tank cars numbered SHPX 210617-210646, inclusive.

Very Truly Yours,


Louis E. Cotome

Enclosure

MEMORANDUM 29484

SEP 30 70 -11 31 AM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

dated as of September 30, 2010

between

AMERICAN RAILCAR LEASING LLC,
as Lessee

and

BANC OF AMERICA LEASING & CAPITAL, LLC
as Lessor

**FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO 49 U.S.C.
§11301**

on September ____, 2010 at __: __.m.

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of September 30, 2010, by and between AMERICAN RAILCAR LEASING LLC ("Lessee") and BANC OF AMERICA LEASING & CAPITAL, LLC ("Lessor"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto (the "Railcars").

All of such railcars are more fully described in that certain Rail Equipment Net Leasing Agreement dated as of June 30, 2010, and Schedule No. 005 thereto and incorporating the terms thereof, dated as of September 30, 2010 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.

2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.
3. The Lease contains an option by Lessee to purchase the Railcars on the terms set forth in the Lease.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

BANC OF AMERICA LEASING & CAPITAL, LLC

By: _____
Name: Umesh Choksi
Title: Vice President

AMERICAN RAILCAR LEASING LLC

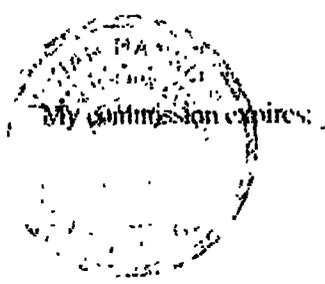
By: Umesh Choksi
Name: Umesh Choksi
Title: CFO & Treasurer

STATE OF Georgia)
) ss
COUNTY OF DeKalb)

I HEREBY CERTIFY, that on this 23rd day of September 2010, before me, the undersigned, a Notary Public of the State of Georgia, personally appeared [Signature], who acknowledged himself to be the [Signature] of BANC OF AMERICA LEASING & CAPITAL, LLC., known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized [Signature] of said company by signing the name of the company by himself as the [Signature].

AS WITNESS my hand and notarial seal.

[Signature]
Notary Public



VIVIAN HANKINS
NOTARY PUBLIC
DeKalb County - State of Georgia
My Comm. Expires Oct. 20, 2012

STATE OF MISSOURI)
) ss.
COUNTY OF ST. CHARLES)

I HEREBY CERTIFY, that on this 28th day of September, 2010, before me, the undersigned, a Notary Public of the State of Missouri, personally appeared Umesh Choksi, to me personally known, who being by me duly sworn, says that he resides at St. Louis County, Missouri and is the SVP, Chief Financial Officer and Treasurer of AMERICAN RAILCAR LEASING LLC, that said instrument was signed on the date hereof on behalf of said limited liability company; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

AS WITNESS my hand and notarial seal.
NANCY COLLINS
Notary Public - Notary Seal
State of Missouri
Commission for St. Charles County
My Commission Expires August 02, 2014
Commission Number: 2849913

Nancy Collins

Notary Public

My commission expires: _____.

**EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT**

DESCRIPTION OF RAILCARS

<u>Lessee</u>	<u>Contract Number</u>	<u>Mark</u>	<u>Number</u>
Corn Products International	88710000	SHPX	210617
Corn Products International	88710000	SHPX	210618
Corn Products International	88710000	SHPX	210619
Corn Products International	88710000	SHPX	210620
Corn Products International	88710000	SHPX	210621
Corn Products International	88770000	SHPX	210622
Corn Products International	88770000	SHPX	210623
Corn Products International	88770000	SHPX	210624
Corn Products International	88770000	SHPX	210625
Corn Products International	88770000	SHPX	210626
Corn Products International	88770000	SHPX	210627
Corn Products International	88770000	SHPX	210628
Corn Products international	88770000	SHPX	210629
Corn Products International	88770000	SHPX	210630
Corn Products International	88770000	SHPX	210631
Corn Products International	88770000	SHPX	210632
Corn Products International	88770000	SHPX	210633
Corn Products International	88770000	SHPX	210634
Corn Products International	88770000	SHPX	210635
Corn Products International	88770000	SHPX	210636
Corn Products International	88770000	SHPX	210637
Corn Products International	88770000	SHPX	210638
Corn Products International	88770000	SHPX	210639
Corn Products International	88770000	SHPX	210640
Corn Products International	88770000	SHPX	210641
Corn Products International	88770000	SHPX	210642
Corn Products International	88770000	SHPX	210643
Corn Products International	88770000	SHPX	210644
Corn Products International	88770000	SHPX	210645
Corn Products International	88770000	SHPX	210646
