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November 16, 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

RECORDATION NO. 29541 FILED

NOV 16 '10 -10 4 3 AM

SURFACE TRANSPORTATION BOARD

Dear Ms. Brown.

I have enclosed for e-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 November 16, 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 13 tank cars numbered SHPX 432984-432996, 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

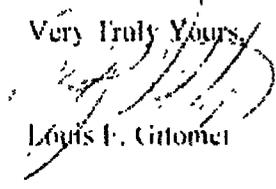
Ms. Cynthia T. Brown
November 16, 2010
Page 2

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, covering 13 tank cars numbered SHPX 432984-
432996, inclusive

ENCLOSURE

Enclosure

Very Truly Yours,


Louis F. Cirtomei

REGISTRATION NO. 29541 FILED

NOV 16 '10 -10 4 3 AM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

dated as of November 16, 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 November , 2010 at " "

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of November 16, 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 007 thereto and incorporating the terms thereof, dated as of November 16, 2010 (together with all of the orders, 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:
Title

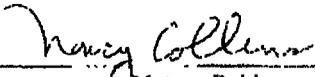
AMERICAN RAILCAR LEASING LLC

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

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

I HEREBY CERTIFY, that on this 10th day of November, 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.



Notary Public

My commission expires.



STATE OF Georgia)
) ss.
COUNTY OF DeKalb)

I HEREBY CERTIFY, that on this 15 day of November 2010, before me, the undersigned, a Notary Public of the State of Georgia, personally appeared Paul Wesley Young, who acknowledged himself to be the Senior Vice President 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 Senior Vice President of said company by signing the name of the company by himself as the Senior Vice President

AS WITNESS my hand and notarial seal

Paul Wesley Young

PAUL WESLEY YOUNG, Notary Public
NOTARY PUBLIC
Gwinnett County - State of Georgia
My Comm. Expires May 31, 2013

My commission expires _____

EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS

<u>Lessee</u>		<u>Contract</u>		
<u>Code</u>	<u>Lessee</u>	<u>Number</u>	<u>Mark</u>	<u>Number</u>
1908	EKA Chemicals, Inc	89010001	SHPX	432984
1908	EKA Chemicals, Inc	89010001	SHPX	432985
1908	EKA Chemicals, Inc.	89010001	SHPX	432986
1908	EKA Chemicals, Inc	89010001	SHPX	432987
1908	EKA Chemicals, Inc	89010001	SHPX	432988
1908	EKA Chemicals, Inc	89010001	SHPX	432989
1908	EKA Chemicals, Inc	89010001	SHPX	432990
1908	EKA Chemicals, Inc.	89010001	SHPX	432991
1908	EKA Chemicals, Inc	89010001	SHPX	432992
1908	EKA Chemicals, Inc	89010001	SHPX	432993
1908	EKA Chemicals, Inc	89010001	SHPX	432994
1908	EKA Chemicals, Inc	89010001	SHPX	432995
1908	EKA Chemicals, Inc	89010001	SHPX	432996