

RECORDATION NO 23128-BB

FILED

October 25, 2012 04:45 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD

ATTORNEYS AT LAW

1050 SEVENTEENTH STREET, N.W.

SUITE 301

WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

October 25, 2012

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

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of Notice, dated as of September 26, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 23128.

The name and address of the party to the enclosed document are:

Company: Shippers Third LLC
by American Railcar Leasing LLC
620 North Second Street
St. Charles, Missouri 63301

[Trustee: U.S. Bank, National Association, not in its
individual capacity, but solely as Trustee
425 Walnut St.
Cincinnati, OH 45202]

Chief
Section of Administration
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A description of the railroad equipment covered by the enclosed document is:

52 railcars RELEASED: SHPX 42944, SHPX 201527, SHPX 240256 and within the series ACFX 54726 – ACFX 96559 as more particularly set forth in the attachment to the document.

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

Notice.

Also enclosed is a check in the amount of \$42.00 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,



Edward M. Luria

EML/sem
Enclosures

TO: Surface Transportation Board

AND TO: U.S. Bank National Association

Re: Indenture dated as of September 28, 2000 (as amended, supplemented and otherwise modified from time to time, the "Indenture") pursuant to which SHIPPERS THIRD LLC (the "Company") granted a security interest in certain Equipment and Leases included in the Collateral to U.S. Bank National Association, not in its individual capacity but solely as Trustee (the "Trustee") for the benefit of and on behalf of the Noteholders

NOTICE

WHEREAS the Company and the Trustee are parties to the Indenture;

WHEREAS the Indenture was recorded on September 28, 2000 with the Surface Transportation Board (Recordation No. 23128) and the Indenture was deposited with the Registrar General of Canada (Recordation No. 12930);

NOW, THEREFORE, in consideration of good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Company hereby gives notice that the rail cars listed in Schedule A attached hereto are retired and released from the Indenture.

Capitalized terms used herein and not otherwise defined herein shall have the respective means ascribed thereto in the Indenture.

IN WITNESS WHEREOF the Company caused this Notice to be duly executed as of the 26th day of September, 2012.

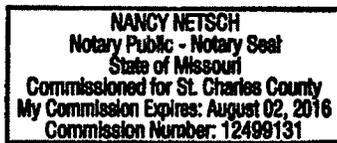
SHIPPERS THIRD LLC

By: American Railcar Leasing LLC, its
managing member

By: 
Name: Steven Unger
Title: Treasurer

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

On this 25th day of October, 2012, before me, personally appeared Steven Unger, to me known, who being by me duly sworn, says that he is Treasurer of AMERICAN RAILCAR LEASING LLC, the sole member of SHIPPERS THIRD LLC; that said instrument was signed on behalf of said company on the date hereof 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 Netsch

Notary Public

CAR MARK	CAR NUMBER
ACFX	58757
ACFX	84833
SHPX	42944
ACFX	54726
ACFX	96375
ACFX	96380
ACFX	96390
ACFX	96395
ACFX	96396
ACFX	96398
ACFX	96400
ACFX	96401
ACFX	96406
ACFX	96407
ACFX	96410
ACFX	96413
ACFX	96417
ACFX	96425
ACFX	96430
ACFX	96432
ACFX	96439
ACFX	96446
ACFX	96450
ACFX	96451
ACFX	96454
ACFX	96456
ACFX	96457
ACFX	96458
ACFX	96462
ACFX	96464
ACFX	96467
ACFX	96474
ACFX	96475
ACFX	96476
ACFX	96478
ACFX	96479
ACFX	96482
ACFX	96485
ACFX	96488
ACFX	96494
ACFX	96495
ACFX	96496
ACFX	96510
ACFX	96515
ACFX	96516
ACFX	96527
ACFX	96539
ACFX	96540
ACFX	96556
ACFX	96559
SHPX	201527
SHPX	240256

Number of Railcars: 52

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: 10/24/12

Edward M Luria
Edward M. Luria