

RECORDATION NO. 28259 FILED

DEC 30 '09 -9 00 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
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ELIAS C ALVORD (1942)
ELLSWORTH C ALVORD (1964)

December 30, 2009

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

Contract 3-7585 Rider 17

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 December 18, 2009, 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: Bunge North America, Inc.
11720 Borman Drive
St. Louis, MO 63146]

Section Chief
December 30, 2009
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A description of the railroad equipment covered by the enclosed document is:

74 railcars within the series ACFX 458002 - ACFX 458184 and SHPX 458329 - SHPX 458425 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 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

DEC 30 '09 -9 00 AM

MEMORANDUM OF LEASE**SURFACE TRANSPORTATION BOARD**

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 and Shippers Third LLC, all with respect to Bunge North America, Inc., a New York Corporation ("Lessee").

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Master Service Contract 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.

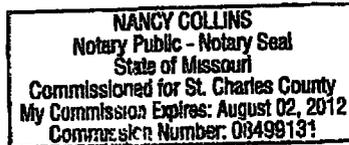
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.

AMERICAN RAILCAR LEASING LLC

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

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

On this 18th day of Dec, 2009, before me, 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 CFO & Treasurer 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
My commission expires on 8/2/2012

Schedule A

Equipment

Bunge North America, Inc.

Contract 3-7585 rider 17 dated 11/10/09

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	ACFX	458002
	Hopper	ACFX	458005
	Hopper	ACFX	458008
	Hopper	ACFX	458009
	Hopper	ACFX	458011
	Hopper	ACFX	458013
	Hopper	ACFX	458018
	Hopper	ACFX	458020
	Hopper	ACFX	458024
	Hopper	ACFX	458027
	Hopper	ACFX	458029
	Hopper	ACFX	458031
	Hopper	ACFX	458032
	Hopper	ACFX	458039
	Hopper	ACFX	458042
	Hopper	ACFX	458048
	Hopper	ACFX	458052
	Hopper	ACFX	458053
	Hopper	ACFX	458068
	Hopper	ACFX	458069
	Hopper	ACFX	458078
	Hopper	ACFX	458090
	Hopper	ACFX	458095
	Hopper	ACFX	458097
	Hopper	ACFX	458108
	Hopper	ACFX	458114
	Hopper	ACFX	458115
	Hopper	ACFX	458126
	Hopper	ACFX	458141
	Hopper	ACFX	458143
	Hopper	ACFX	458151
	Hopper	ACFX	458163
	Hopper	ACFX	458165
	Hopper	ACFX	458184

Schedule A

Equipment

Bunge North America, Inc.

Contract 3-7585 rider 17

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	458329
	Hopper	SHPX	458332
	Hopper	SHPX	458337
	Hopper	SHPX	458338
	Hopper	SHPX	458343
	Hopper	SHPX	458349
	Hopper	SHPX	458350
	Hopper	SHPX	458354
	Hopper	SHPX	458356
	Hopper	SHPX	458357
	Hopper	SHPX	458363
	Hopper	SHPX	458365
	Hopper	SHPX	458366
	Hopper	SHPX	458371
	Hopper	SHPX	458374
	Hopper	SHPX	458378
	Hopper	SHPX	458381
	Hopper	SHPX	458382
	Hopper	SHPX	458383
	Hopper	SHPX	458384
	Hopper	SHPX	458386
	Hopper	SHPX	458388
	Hopper	SHPX	458391
	Hopper	SHPX	458394
	Hopper	SHPX	458399
	Hopper	SHPX	458402
	Hopper	SHPX	458406
	Hopper	SHPX	458409
	Hopper	SHPX	458411
	Hopper	SHPX	458412
	Hopper	SHPX	458414
	Hopper	SHPX	458415
	Hopper	SHPX	458416
	Hopper	SHPX	458417

Schedule A

Equipment

Bunge North America, Inc.

Contract 3-7585 rider 17

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	458418
	Hopper	SHPX	458421
	Hopper	SHPX	458422
	Hopper	SHPX	458423
	Hopper	SHPX	458424
	Hopper	SHPX	458425

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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 12/30/09



Robert W Alvord