

RECORDATION NO. 28262 FILED

DEC 30 '09 -9 00 AM

SURFACE TRANSPORTATION BOARD

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URBAN A. LESTER

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 20

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:

50 railcars: SHPX 458761 - SHPX 458810.

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 checkmark below the first letter 'R'.

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, ARI 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

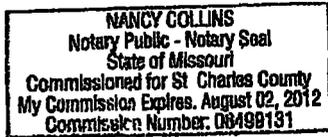
AMERICAN RAILCAR LEASING LLC

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 20 *dated 1/27/09*

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	458761
	Hopper	SHPX	458762
	Hopper	SHPX	458763
	Hopper	SHPX	458764
	Hopper	SHPX	458765
	Hopper	SHPX	458766
	Hopper	SHPX	458767
	Hopper	SHPX	458768
	Hopper	SHPX	458769
	Hopper	SHPX	458770
	Hopper	SHPX	458771
	Hopper	SHPX	458772
	Hopper	SHPX	458773
	Hopper	SHPX	458774
	Hopper	SHPX	458775
	Hopper	SHPX	458776
	Hopper	SHPX	458777
	Hopper	SHPX	458778
	Hopper	SHPX	458779
	Hopper	SHPX	458780
	Hopper	SHPX	458781
	Hopper	SHPX	458782
	Hopper	SHPX	458783
	Hopper	SHPX	458784
	Hopper	SHPX	458785
	Hopper	SHPX	458786
	Hopper	SHPX	458787
	Hopper	SHPX	458788
	Hopper	SHPX	458789
	Hopper	SHPX	458790
	Hopper	SHPX	458791
	Hopper	SHPX	458792
	Hopper	SHPX	458793
	Hopper	SHPX	458794

Schedule A

Equipment

Bunge North America, Inc.

Contract 3-7585 rider 20

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	458795
	Hopper	SHPX	458796
	Hopper	SHPX	458797
	Hopper	SHPX	458798
	Hopper	SHPX	458799
	Hopper	SHPX	458800
	Hopper	SHPX	458801
	Hopper	SHPX	458802
	Hopper	SHPX	458803
	Hopper	SHPX	458804
	Hopper	SHPX	458805
	Hopper	SHPX	458806
	Hopper	SHPX	458807
	Hopper	SHPX	458808
	Hopper	SHPX	458809
	Hopper	SHPX	458810

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