

RECORDATION NO. 28309 FILED

JAN 06 '10 -9 00 AM

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

January 6, 2010

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

Contract 3-8262

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 21, 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: | Cargill Incorporated 15615 McGinty Road West Wayzata, MN 55391] |

Section Chief
January 6, 2010
Page 2

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

13 railcars: SHPX 450032 - SHPX 450044.

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 'Alvord', with a horizontal line extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

MEMORANDUM OF LEASE

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 Cargill, Incorporated, a Delaware Corporation ("Lessee").

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

RECORDATION NO. 28309 FILED

JUN 06 '10 -9 00 AM

SOURCE TRANSPORTATION BOARD

Schedule A

Equipment

Cargill, Inc.

Contract 3-8262 dated 6/23/06

| <u>Quantity</u> | <u>Description</u> | <u>Reporting Marks</u> | <u>Road Numbers</u> |
|-----------------|--------------------|------------------------|---------------------|
| | Hopper | SHPX | 450032 |
| | Hopper | SHPX | 450033 |
| | Hopper | SHPX | 450034 |
| | Hopper | SHPX | 450035 |
| | Hopper | SHPX | 450036 |
| | Hopper | SHPX | 450037 |
| | Hopper | SHPX | 450038 |
| | Hopper | SHPX | 450039 |
| | Hopper | SHPX | 450040 |
| | Hopper | SHPX | 450041 |
| | Hopper | SHPX | 450042 |
| | Hopper | SHPX | 450043 |
| | Hopper | SHPX | 450044 |

13

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. 1/6/2010



Robert W Alvord