

RECORDATION NO. 28311 FILED

JAN 06 '10 -9 00 AM

SURFACE TRANSPORTATION BOARD

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January 6, 2010

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

Contract 3-8428

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

23 railcars: SHPX 450452 - SHPX 450474.

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 long horizontal flourish 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.

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Summit TRANSPORTATION BOARD

Schedule A

Equipment

Cargill, Inc.

Contract 3-8428 dated 9/22/06

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	450452
	Hopper	SHPX	450453
	Hopper	SHPX	450454
	Hopper	SHPX	450455
	Hopper	SHPX	450456
	Hopper	SHPX	450457
	Hopper	SHPX	450458
	Hopper	SHPX	450459
	Hopper	SHPX	450460
	Hopper	SHPX	450461
	Hopper	SHPX	450462
	Hopper	SHPX	450463
	Hopper	SHPX	450464
	Hopper	SHPX	450465
	Hopper	SHPX	450466
	Hopper	SHPX	450467
	Hopper	SHPX	450468
	Hopper	SHPX	450469
	Hopper	SHPX	450470
	Hopper	SHPX	450471
	Hopper	SHPX	450472
	Hopper	SHPX	450473
	Hopper	SHPX	450474

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