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9-00 AM

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SURFACE TRANSPORTATION BOARD

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 3-8701 Rider 5

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: Gavilon LLC  
11 ConAgra Drive  
Omaha, NE 68102]

Section Chief  
January 6, 2010  
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A description of the railroad equipment covered by the enclosed document is:

34 railcars within the series SHPX 209175 - SHPX 209209 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,



Robert W. Alvord

RWA/sem  
Enclosures

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**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 Gavilon LLC, a Delaware Limited Liability Company ("Lessee").

**American Railcar Leasing LLC** (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain **Master Service Contract dated 7/14/08 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.

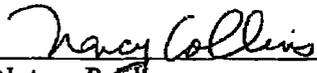
AMERICAN RAILCAR LEASING LLC

By:   
Name: Brian Evdo  
Title: VP – Business Development

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

On this 21<sup>st</sup> day of Dec., 2009, before me, personally appeared Brian Evdo, to me personally known, who being by me duly sworn, says that he resides at St. Charles, Missouri and is the VP – Business Development 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 - Notary Seal  
State of Missouri  
Commissioned for St. Charles County  
My Commission Expires: August 02, 2012  
Commission Number: 08499131

  
Notary Public  
My commission expires on 8/2/2012

# Schedule A

## Equipment

### Gavilon LLC

Contract 3-8701 rider 5

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	209175
	Tank	SHPX	209176
	Tank	SHPX	209177
	Tank	SHPX	209178
	Tank	SHPX	209179
	Tank	SHPX	209180
	Tank	SHPX	209181
	Tank	SHPX	209182
	Tank	SHPX	209183
	Tank	SHPX	209184
	Tank	SHPX	209185
	Tank	SHPX	209186
	Tank	SHPX	209187
	Tank	SHPX	209188
	Tank	SHPX	209189
	Tank	SHPX	209190
	Tank	SHPX	209191
	Tank	SHPX	209192
	Tank	SHPX	209193
	Tank	SHPX	209194
	Tank	SHPX	209195
	Tank	SHPX	209196
	Tank	SHPX	209197
	Tank	SHPX	209198
	Tank	SHPX	209199
	Tank	SHPX	209200
	Tank	SHPX	209201
	Tank	SHPX	209202
	Tank	SHPX	209203
	Tank	SHPX	209204
	Tank	SHPX	209205
	Tank	SHPX	209206
	Tank	SHPX	209207

**Schedule A**

Equipment

**Gavilon LLC**

Contract 3-8701 rider 5

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
34	Tank	SHPX	209209