

RECORDATION NO. 28369 FILE

JAN 06 '10

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SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A LESTER

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

January 6, 2010

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

Contract 3-8207 Rider 1A

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: Tyson Foods, Inc.
2210 West Oaklawn Drive
Springdale, Arkansas, 72762]

Section Chief
January 6, 2010
Page 2

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

36 railcars within the series ACFX 075398 - ACFX 079652 as more particularly set forth in the attachment to the document.

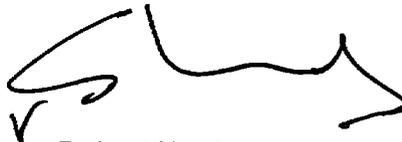
A short summary of the document to appear in the index is:

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 'Robert W. Alvord', with a stylized flourish at the end.

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 Tyson Foods, Inc., a Delaware 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.

Schedule A

Equipment

Tyson Foods

Contract 3-8207 rider 1A *dated 4/3/06*

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	ACFX	075398
	Tank	ACFX	075403
	Tank	ACFX	075414
	Tank	ACFX	075415
	Tank	ACFX	075416
	Tank	ACFX	075419
	Tank	ACFX	075420
	Tank	ACFX	075421
	Tank	ACFX	075422
	Tank	ACFX	075428
	Tank	ACFX	075437
	Tank	ACFX	075442
	Tank	ACFX	075453
	Tank	ACFX	075454
	Tank	ACFX	075457
	Tank	ACFX	075460
	Tank	ACFX	075462
	Tank	ACFX	075466
	Tank	ACFX	079596
	Tank	ACFX	079599
	Tank	ACFX	079603
	Tank	ACFX	079605
	Tank	ACFX	079608
	Tank	ACFX	079611
	Tank	ACFX	079612
	Tank	ACFX	079621
	Tank	ACFX	079631
	Tank	ACFX	079632
	Tank	ACFX	079633
	Tank	ACFX	079636
	Tank	ACFX	079640
	Tank	ACFX	079641
	Tank	ACFX	079644
	Tank	ACFX	079646

Schedule A

Equipment

Tyson Foods

Contract 3-8207 rider 1A

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	ACFX	079648
	Tank	ACFX	079652
36			

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