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SURFACE TRANSPORTATION BOARD

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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 3-8207 Rider 2

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:

106 railcars: SHPX 208696 - SHPX 208801.

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". The signature is fluid and cursive, with a large initial "R" and a long, sweeping underline.

✓
Robert W. Alvord

RWA/sem
Enclosures

JAN 06 '10

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MEMORANDUM OF LEASE

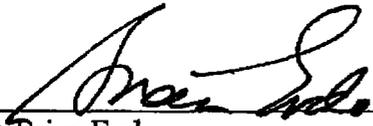
SURFACE TRANSPORTATION BOARD

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.

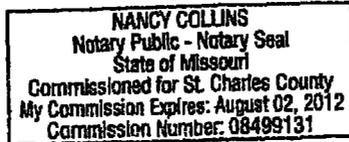
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.

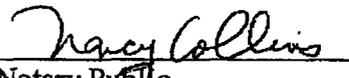
AMERICAN RAILCAR LEASING LLC

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

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

On this 21st 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.




Notary Public
My commission expires on 8/2/2012

Schedule A

Equipment

Tyson Foods

Contract 3-8207 rider 2 dated 1/5/10

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	208696
	Tank	SHPX	208697
	Tank	SHPX	208698
	Tank	SHPX	208699
	Tank	SHPX	208700
	Tank	SHPX	208701
	Tank	SHPX	208702
	Tank	SHPX	208703
	Tank	SHPX	208704
	Tank	SHPX	208705
	Tank	SHPX	208706
	Tank	SHPX	208707
	Tank	SHPX	208708
	Tank	SHPX	208709
	Tank	SHPX	208710
	Tank	SHPX	208711
	Tank	SHPX	208712
	Tank	SHPX	208713
	Tank	SHPX	208714
	Tank	SHPX	208715
	Tank	SHPX	208716
	Tank	SHPX	208717
	Tank	SHPX	208718
	Tank	SHPX	208719
	Tank	SHPX	208720
	Tank	SHPX	208721
	Tank	SHPX	208722
	Tank	SHPX	208723
	Tank	SHPX	208724
	Tank	SHPX	208725
	Tank	SHPX	208726
	Tank	SHPX	208727
	Tank	SHPX	208728
	Tank	SHPX	208729

Schedule A

Equipment

Tyson Foods

Contract 3-8207 rider 2

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	208730
	Tank	SHPX	208731
	Tank	SHPX	208732
	Tank	SHPX	208733
	Tank	SHPX	208734
	Tank	SHPX	208735
	Tank	SHPX	208736
	Tank	SHPX	208737
	Tank	SHPX	208738
	Tank	SHPX	208739
	Tank	SHPX	208740
	Tank	SHPX	208741
	Tank	SHPX	208742
	Tank	SHPX	208743
	Tank	SHPX	208744
	Tank	SHPX	208745
	Tank	SHPX	208746
	Tank	SHPX	208747
	Tank	SHPX	208748
	Tank	SHPX	208749
	Tank	SHPX	208750
	Tank	SHPX	208751
	Tank	SHPX	208752
	Tank	SHPX	208753
	Tank	SHPX	208754
	Tank	SHPX	208755
	Tank	SHPX	208756
	Tank	SHPX	208757
	Tank	SHPX	208758
	Tank	SHPX	208759
	Tank	SHPX	208760
	Tank	SHPX	208761
	Tank	SHPX	208762
	Tank	SHPX	208763

Schedule A

Equipment

Tyson Foods

Contract 3-8207 rider 2

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	208764
	Tank	SHPX	208765
	Tank	SHPX	208766
	Tank	SHPX	208767
	Tank	SHPX	208768
	Tank	SHPX	208769
	Tank	SHPX	208770
	Tank	SHPX	208771
	Tank	SHPX	208772
	Tank	SHPX	208773
	Tank	SHPX	208774
	Tank	SHPX	208775
	Tank	SHPX	208776
	Tank	SHPX	208777
	Tank	SHPX	208778
	Tank	SHPX	208779
	Tank	SHPX	208780
	Tank	SHPX	208781
	Tank	SHPX	208782
	Tank	SHPX	208783
	Tank	SHPX	208784
	Tank	SHPX	208785
	Tank	SHPX	208786
	Tank	SHPX	208787
	Tank	SHPX	208788
	Tank	SHPX	208789
	Tank	SHPX	208790
	Tank	SHPX	208791
	Tank	SHPX	208792
	Tank	SHPX	208793
	Tank	SHPX	208794
	Tank	SHPX	208795
	Tank	SHPX	208796
	Tank	SHPX	208797

Schedule A

Equipment

Tyson Foods

Contract 3-8207 rider 2

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	208798
	Tank	SHPX	208799
	Tank	SHPX	208800
	Tank	SHPX	208801
106			

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