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SURFACE TRANSPORTATION BOARD

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URBAN A. LESTER

January 8, 2010

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

Contract 3-8517

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: Monsanto Company
800 North Lindbergh Boulevard
St. Louis, MO 63167]

Section Chief
January 8, 2010
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A description of the railroad equipment covered by the enclosed document is:

30 railcars: SHPX 454537 - SHPX 454566.

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 'R. Alvord', with a long horizontal flourish extending to the right.

✓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 **Monsanto Company**, 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**.

Schedule A

Equipment

Monsanto Company

Contract 3-8517 dated 5/31/07

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	454537
	Hopper	SHPX	454538
	Hopper	SHPX	454539
	Hopper	SHPX	454540
	Hopper	SHPX	454541
	Hopper	SHPX	454542
	Hopper	SHPX	454543
	Hopper	SHPX	454544
	Hopper	SHPX	454545
	Hopper	SHPX	454546
	Hopper	SHPX	454547
	Hopper	SHPX	454548
	Hopper	SHPX	454549
	Hopper	SHPX	454550
	Hopper	SHPX	454551
	Hopper	SHPX	454552
	Hopper	SHPX	454553
	Hopper	SHPX	454554
	Hopper	SHPX	454555
	Hopper	SHPX	454556
	Hopper	SHPX	454557
	Hopper	SHPX	454558
	Hopper	SHPX	454559
	Hopper	SHPX	454560
	Hopper	SHPX	454561
	Hopper	SHPX	454562
	Hopper	SHPX	454563
	Hopper	SHPX	454564
	Hopper	SHPX	454565
	Hopper	SHPX	454566

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