

RECORDATION NO. 28471 FILED

JAN 12 '10 -8 00 AM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL  
URBAN A. LESTER

January 12, 2010

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

Contract 4-6193

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 16, 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: Darling International Inc.  
251 O'Connor Ridge Blvd., Suite 300  
Irving TX 75038]

Section Chief  
January 12, 2010  
Page 2

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

68 railcars within the series ACFX 095811 - ACFX 095954 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 checkmark to the left.

✓ Robert W. Alvord

RWA/sem  
Enclosures

JAN 12 '10 -8 00 AM

**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 Darling International Inc., 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.

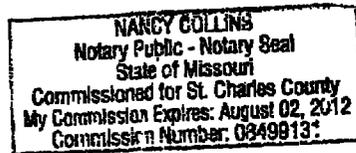
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.

AMERICAN RAILCAR LEASING LLC

By: *Umesh Choksi*  
Name: Umesh Choksi  
Title: CFO & Treasurer

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

On this 16<sup>th</sup> day of Dec, 2009 before me, personally appeared Umesh Choksi, to me personally known, who being by me duly sworn, says that he resides at St. Louis County, Missouri and is the CFO & Treasurer 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  
My commission expires on 8/2/2012

# Schedule A

## Equipment

Darling International Inc.

Contract 4-6193 dated 5/2/05

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	ACFX	095811
	Tank	ACFX	095812
	Tank	ACFX	095814
	Tank	ACFX	095816
	Tank	ACFX	095818
	Tank	ACFX	095819
	Tank	ACFX	095820
	Tank	ACFX	095821
	Tank	ACFX	095822
	Tank	ACFX	095823
	Tank	ACFX	095824
	Tank	ACFX	095825
	Tank	ACFX	095826
	Tank	ACFX	095827
	Tank	ACFX	095828
	Tank	ACFX	095829
	Tank	ACFX	095831
	Tank	ACFX	095832
	Tank	ACFX	095833
	Tank	ACFX	095834
	Tank	ACFX	095836
	Tank	ACFX	095837
	Tank	ACFX	095838
	Tank	ACFX	095839
	Tank	ACFX	095841
	Tank	ACFX	095842
	Tank	ACFX	095845
	Tank	ACFX	095846
	Tank	ACFX	095847
	Tank	ACFX	095848
	Tank	ACFX	095849
	Tank	ACFX	095851
	Tank	ACFX	095852
	Tank	ACFX	095853

# Schedule A

## Equipment

### Darling International Inc.

Contract 4-6193

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	ACFX	095857
	Tank	ACFX	095906
	Tank	ACFX	095907
	Tank	ACFX	095908
	Tank	ACFX	095910
	Tank	ACFX	095911
	Tank	ACFX	095913
	Tank	ACFX	095914
	Tank	ACFX	095915
	Tank	ACFX	095917
	Tank	ACFX	095918
	Tank	ACFX	095921
	Tank	ACFX	095922
	Tank	ACFX	095923
	Tank	ACFX	095925
	Tank	ACFX	095928
	Tank	ACFX	095929
	Tank	ACFX	095930
	Tank	ACFX	095931
	Tank	ACFX	095933
	Tank	ACFX	095935
	Tank	ACFX	095937
	Tank	ACFX	095940
	Tank	ACFX	095941
	Tank	ACFX	095942
	Tank	ACFX	095943
	Tank	ACFX	095946
	Tank	ACFX	095947
	Tank	ACFX	095948
	Tank	ACFX	095949
	Tank	ACFX	095951
	Tank	ACFX	095952
	Tank	ACFX	095953

**Schedule A**

**Equipment**

**Darling International Inc.**

**Contract 4-6193**

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
68	Tank	ACFX	095954

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: 1/12/2010



\_\_\_\_\_  
Robert W. Alvord