

RECORDATION NO. 28450 FILED

JAN 08 '10

2-00 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL [alvordlaw@aol.com](mailto:alvordlaw@aol.com)

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

OF COUNSEL  
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 3-5665 Rider 24

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: AG Processing, Inc.  
12700 West Dodge Road  
Omaha, NE 68103-2047]

Section Chief  
January 8, 2010  
Page 2

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

83 railcars: SHPX 201773 and within the series ACFX 200599 - ACFX 200831 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 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

JAN 08 '10

2-00 PM

**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 AG Processing, Inc., a Iowa Cooperative 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**

**AG Processing, Inc.**

Contract 3-5665 rider 24 *dated 10/24/06*

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	ACFX	200599
	Tank	ACFX	200600
	Tank	ACFX	200601
	Tank	ACFX	200602
	Tank	ACFX	200603
	Tank	ACFX	200604
	Tank	ACFX	200605
	Tank	ACFX	200606
	Tank	ACFX	200608
	Tank	ACFX	200609
	Tank	ACFX	200610
	Tank	ACFX	200611
	Tank	ACFX	200612
	Tank	ACFX	200613
	Tank	ACFX	200614
	Tank	ACFX	200616
	Tank	ACFX	200617
	Tank	ACFX	200618
	Tank	ACFX	200620
	Tank	ACFX	200621
	Tank	ACFX	200622
	Tank	ACFX	200623
	Tank	ACFX	200624
	Tank	ACFX	200625
	Tank	ACFX	200626
	Tank	ACFX	200627
	Tank	ACFX	200628
	Tank	ACFX	200629
	Tank	ACFX	200631
	Tank	ACFX	200632
	Tank	ACFX	200633
	Tank	ACFX	200634
	Tank	ACFX	200635
	Tank	ACFX	200636

# Schedule A

## Equipment

**AG Processing, Inc.**  
Contract 3-5665 rider 24 

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	ACFX	200637
	Tank	ACFX	200638
	Tank	ACFX	200639
	Tank	ACFX	200640
	Tank	ACFX	200641
	Tank	ACFX	200642
	Tank	ACFX	200643
	Tank	ACFX	200644
	Tank	ACFX	200645
	Tank	ACFX	200646
	Tank	ACFX	200648
	Tank	ACFX	200649
	Tank	ACFX	200650
	Tank	ACFX	200651
	Tank	ACFX	200652
	Tank	ACFX	200653
	Tank	ACFX	200654
	Tank	ACFX	200655
	Tank	ACFX	200656
	Tank	ACFX	200658
	Tank	ACFX	200659
	Tank	ACFX	200661
	Tank	ACFX	200663
	Tank	ACFX	200664
	Tank	ACFX	200665
	Tank	ACFX	200668
	Tank	ACFX	200669
	Tank	ACFX	200670
	Tank	ACFX	200671
	Tank	ACFX	200672
	Tank	ACFX	200673
	Tank	ACFX	200674
	Tank	ACFX	200675
	Tank	ACFX	200676

**Schedule A**

**Equipment**

**AG Processing, Inc.**

**Contract 3-5665 rider 24**

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	ACFX	200677
	Tank	ACFX	200678
	Tank	ACFX	200679
	Tank	ACFX	200680
	Tank	ACFX	200681
	Tank	ACFX	200682
	Tank	ACFX	200683
	Tank	ACFX	200684
	Tank	ACFX	200685
	Tank	ACFX	200686
	Tank	ACFX	200687
	Tank	ACFX	200688
	Tank	ACFX	200830
	Tank	ACFX	200831
	Tank	SHPX	201773

83

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: 11/8/2010



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