

RECORDATION NO. 28712 FILED

JAN 22 '10 9-00 AM

SURFACE TRANSPORTATION BOARD

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

January 22, 2010

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

Contract 3-8724

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: Land O'Lakes Purina Feed  
1080 County Road F West  
Shoreview, MN 55126]

Section Chief  
January 22, 2010  
Page 2

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

30 railcars within the series SHPX 209852 - SHPX 209951 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 'Alvord', with a horizontal line extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

JAN 22 '10

9-00 AM

**MEMORANDUM OF LEASE**

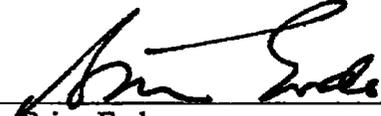
SURFACE TRANSPORTATION BOARD

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 Land O'Lakes Purina Feed, a Delaware Limited Liability Company ("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.

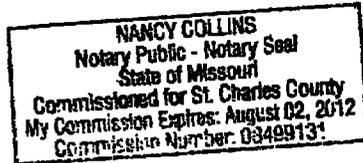
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.

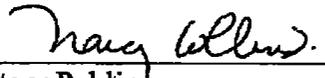
AMERICAN RAILCAR LEASING LLC

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

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

On this 21<sup>st</sup> 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

### Land O'Lakes Purina Feed

Contract 3-8724 dtd 10/22/08

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	209852
	Tank	SHPX	209853
	Tank	SHPX	209854
	Tank	SHPX	209855
	Tank	SHPX	209856
	Tank	SHPX	209857
	Tank	SHPX	209858
	Tank	SHPX	209859
	Tank	SHPX	209860
	Tank	SHPX	209861
	Tank	SHPX	209862
	Tank	SHPX	209863
	Tank	SHPX	209928
	Tank	SHPX	209929
	Tank	SHPX	209930
	Tank	SHPX	209937
	Tank	SHPX	209938
	Tank	SHPX	209939
	Tank	SHPX	209940
	Tank	SHPX	209941
	Tank	SHPX	209942
	Tank	SHPX	209943
	Tank	SHPX	209944
	Tank	SHPX	209945
	Tank	SHPX	209946
	Tank	SHPX	209947
	Tank	SHPX	209948
	Tank	SHPX	209949
	Tank	SHPX	209950
	Tank	SHPX	209951

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: 1/22/2010



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