

RECORDATION NO. 28720 FILED

JAN 26 '10 -10 00 AM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

January 26, 2010

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

Contract 3-8048

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: Cereal Food Processors, Inc.
2001 Shawnee Mission Parkway
Mission Woods, KS 66205]

Section Chief
January 26, 2010
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A description of the railroad equipment covered by the enclosed document is:

50 railcars within the series SHPX 450101 - SHPX 450151 as more particularly set forth in the attachment to the document.

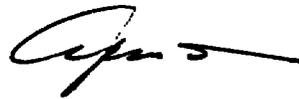
A short summary of the document to appear in the index is:

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

MEMORANDUM OF LEASE

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 Cereal Food Processors, Inc., a Kansas 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.

RECORDATION NO. 28720

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SURFACE TRANSPORTATION BOARD

Schedule A

Equipment

Cereal Food Processors, Inc.

Contract 3-8048 *dated 6/13/08*

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	450101
	Hopper	SHPX	450102
	Hopper	SHPX	450103
	Hopper	SHPX	450104
	Hopper	SHPX	450105
	Hopper	SHPX	450106
	Hopper	SHPX	450107
	Hopper	SHPX	450108
	Hopper	SHPX	450109
	Hopper	SHPX	450110
	Hopper	SHPX	450111
	Hopper	SHPX	450112
	Hopper	SHPX	450113
	Hopper	SHPX	450114
	Hopper	SHPX	450115
	Hopper	SHPX	450116
	Hopper	SHPX	450118
	Hopper	SHPX	450119
	Hopper	SHPX	450120
	Hopper	SHPX	450121
	Hopper	SHPX	450122
	Hopper	SHPX	450123
	Hopper	SHPX	450124
	Hopper	SHPX	450125
	Hopper	SHPX	450126
	Hopper	SHPX	450127
	Hopper	SHPX	450128
	Hopper	SHPX	450129
	Hopper	SHPX	450130
	Hopper	SHPX	450131
	Hopper	SHPX	450132
	Hopper	SHPX	450133
	Hopper	SHPX	450134
	Hopper	SHPX	450135

Schedule A

Equipment

Cereal Food Processors, Inc.

Contract 3-8048

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	450136
	Hopper	SHPX	450137
	Hopper	SHPX	450138
	Hopper	SHPX	450139
	Hopper	SHPX	450140
	Hopper	SHPX	450141
	Hopper	SHPX	450142
	Hopper	SHPX	450143
	Hopper	SHPX	450144
	Hopper	SHPX	450145
	Hopper	SHPX	450146
	Hopper	SHPX	450147
	Hopper	SHPX	450148
	Hopper	SHPX	450149
	Hopper	SHPX	450150
	Hopper	SHPX	450151

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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: 1/26/2010



Robert W. Alvord