

RECORDATION NO. 28726 FILED

JAN 26 '10 -10 00 AM

**SURFACE TRANSPORTATION BOARD**

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

January 26, 2010

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

Contract 3-8412

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:

32 railcars within the series SHPX 043679 - SHPX 043712 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 horizontal line 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.

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SURFACE TRANSPORTATION BOARD



# Schedule A

## Equipment

**Cereal Food Processors, Inc.**

Contract 3-8412 dated 8/4/06

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	043679
	Hopper	SHPX	043680
	Hopper	SHPX	043682
	Hopper	SHPX	043683
	Hopper	SHPX	043684
	Hopper	SHPX	043685
	Hopper	SHPX	043686
	Hopper	SHPX	043687
	Hopper	SHPX	043688
	Hopper	SHPX	043689
	Hopper	SHPX	043690
	Hopper	SHPX	043691
	Hopper	SHPX	043692
	Hopper	SHPX	043693
	Hopper	SHPX	043694
	Hopper	SHPX	043695
	Hopper	SHPX	043696
	Hopper	SHPX	043697
	Hopper	SHPX	043698
	Hopper	SHPX	043699
	Hopper	SHPX	043700
	Hopper	SHPX	043701
	Hopper	SHPX	043702
	Hopper	SHPX	043703
	Hopper	SHPX	043704
	Hopper	SHPX	043705
	Hopper	SHPX	043706
	Hopper	SHPX	043708
	Hopper	SHPX	043709
	Hopper	SHPX	043710
	Hopper	SHPX	043711
	Hopper	SHPX	043712

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