

RECORDATION NO. 28732 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 3-8674

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:

25 railcars: SHPX 450633 - SHPX 450657.

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.

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Schedule A

Equipment

Cereal Food Processors, Inc.

Contract 3-8674 *dated 6/10/08*

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	450633
	Hopper	SHPX	450634
	Hopper	SHPX	450635
	Hopper	SHPX	450636
	Hopper	SHPX	450637
	Hopper	SHPX	450638
	Hopper	SHPX	450639
	Hopper	SHPX	450640
	Hopper	SHPX	450641
	Hopper	SHPX	450642
	Hopper	SHPX	450643
	Hopper	SHPX	450644
	Hopper	SHPX	450645
	Hopper	SHPX	450646
	Hopper	SHPX	450647
	Hopper	SHPX	450648
	Hopper	SHPX	450649
	Hopper	SHPX	450650
	Hopper	SHPX	450651
	Hopper	SHPX	450652
	Hopper	SHPX	450653
	Hopper	SHPX	450654
	Hopper	SHPX	450655
	Hopper	SHPX	450656
	Hopper	SHPX	450657

25

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