

RECORDATION NO. 28888

FEB 04 '10 -9 00 AM

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SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A LESTER

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

February 4, 2010

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

Contract 3-8046 Rider 1

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 January 25, 2010, 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: The Mennel Milling Company
128 West Crocker Street, P.O. Box 806
Fostoria, OH 44830]

Section Chief
February 4, 2010
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A description of the railroad equipment covered by the enclosed document is:

20 railcars: SHPX 043982 and within the series SHPX 450073 - SHPX 450092 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,



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 The Mennel Milling Company, a Ohio 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.

REGISTRATION NO. 28888 FILED

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SOUTHWESTERN TRANSPORTATION BOARD

Schedule A

Equipment

The Mennel Milling Company

Contract 3-8046 rider 1 *dtg 6/21/06*

| <u>Quantity</u> | <u>Description</u> | <u>Reporting Marks</u> | <u>Road Numbers</u> |
|-----------------|--------------------|------------------------|---------------------|
| | Hopper | SHPX | 043982 |
| | Hopper | SHPX | 450073 |
| | Hopper | SHPX | 450074 |
| | Hopper | SHPX | 450075 |
| | Hopper | SHPX | 450076 |
| | Hopper | SHPX | 450077 |
| | Hopper | SHPX | 450078 |
| | Hopper | SHPX | 450079 |
| | Hopper | SHPX | 450080 |
| | Hopper | SHPX | 450081 |
| | Hopper | SHPX | 450082 |
| | Hopper | SHPX | 450083 |
| | Hopper | SHPX | 450084 |
| | Hopper | SHPX | 450085 |
| | Hopper | SHPX | 450086 |
| | Hopper | SHPX | 450088 |
| | Hopper | SHPX | 450089 |
| | Hopper | SHPX | 450090 |
| | Hopper | SHPX | 450091 |
| | Hopper | SHPX | 450092 |

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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:

2/4/10



Robert W Alvord