

RECORDATION NO. 28216 FILED

DEC 29 '09 -2 1 5 PM

SURFACE TRANSPORTATION BOARD

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

December 29, 2009

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

Contract 3-8141 Rider 2

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 18, 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:	Renewable Products Marketing Group, LLC Highway 19 East Winthrop, Minnesota 55396]

Section Chief
December 29, 2009
Page 2

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

200 railcars within the series SHPX 208000 - SHPX 209069 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 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 Renewable Products Marketing Group, LLC, a Minnesota Limited Liability Company ("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.

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SURFACE TRANSPORTATION BOARD

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: *Umesh Choksi*
Name: Umesh Choksi
Title: CFO & Treasurer

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

On this 18th day of Dec, 2009, before me, personally appeared Umesh Choksi, to me personally known, who being by me duly sworn, says that he resides at St. Louis County, Missouri and is the CFO & Treasurer 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.

NANCY COLLINS
Notary Public - Notary Seal
State of Missouri
Commissioned for St. Charles County
My Commission Expires August 02, 2012
Commission Number 08489131

Nancy Collins
Notary Public
My commission expires on 8/2/2012

Schedule A

Equipment

Renewable Products Marketing Group, LLC

Contract 3-8141 rder 2 dated 9/27/06

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	208000
	Tank	SHPX	208001
	Tank	SHPX	208002
	Tank	SHPX	208003
	Tank	SHPX	208004
	Tank	SHPX	208005
	Tank	SHPX	208007
	Tank	SHPX	208008
	Tank	SHPX	208010
	Tank	SHPX	208013
	Tank	SHPX	208014
	Tank	SHPX	208015
	Tank	SHPX	208016
	Tank	SHPX	208018
	Tank	SHPX	208019
	Tank	SHPX	208021
	Tank	SHPX	208023
	Tank	SHPX	208024
	Tank	SHPX	208025
	Tank	SHPX	208026
	Tank	SHPX	208027
	Tank	SHPX	208030
	Tank	SHPX	208031
	Tank	SHPX	208032
	Tank	SHPX	208033
	Tank	SHPX	208034
	Tank	SHPX	208035
	Tank	SHPX	208036
	Tank	SHPX	208037
	Tank	SHPX	208038
	Tank	SHPX	208039
	Tank	SHPX	208040
	Tank	SHPX	208041
	Tank	SHPX	208042

Schedule A

Equipment

Renewable Products Marketing Group, LLC

Contract 3-8141 rider 2

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	208043
	Tank	SHPX	208044
	Tank	SHPX	208045
	Tank	SHPX	208046
	Tank	SHPX	208047
	Tank	SHPX	208048
	Tank	SHPX	208049
	Tank	SHPX	208050
	Tank	SHPX	208051
	Tank	SHPX	208052
	Tank	SHPX	208054
	Tank	SHPX	208055
	Tank	SHPX	208056
	Tank	SHPX	208057
	Tank	SHPX	208058
	Tank	SHPX	208059
	Tank	SHPX	208060
	Tank	SHPX	208061
	Tank	SHPX	208062
	Tank	SHPX	208063
	Tank	SHPX	208064
	Tank	SHPX	208065
	Tank	SHPX	208066
	Tank	SHPX	208067
	Tank	SHPX	208068
	Tank	SHPX	208069
	Tank	SHPX	208070
	Tank	SHPX	208071
	Tank	SHPX	208072
	Tank	SHPX	208073
	Tank	SHPX	208074
	Tank	SHPX	208075
	Tank	SHPX	208076
	Tank	SHPX	208077

Schedule A

Equipment

Renewable Products Marketing Group, LLC

Contract 3-8141 rider 2

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	208078
	Tank	SHPX	208079
	Tank	SHPX	208080
	Tank	SHPX	208081
	Tank	SHPX	208082
	Tank	SHPX	208083
	Tank	SHPX	208084
	Tank	SHPX	208085
	Tank	SHPX	208086
	Tank	SHPX	208087
	Tank	SHPX	208088
	Tank	SHPX	208089
	Tank	SHPX	208090
	Tank	SHPX	208091
	Tank	SHPX	208092
	Tank	SHPX	208093
	Tank	SHPX	208094
	Tank	SHPX	208095
	Tank	SHPX	208096
	Tank	SHPX	208097
	Tank	SHPX	208098
	Tank	SHPX	208099
	Tank	SHPX	208100
	Tank	SHPX	208101
	Tank	SHPX	208102
	Tank	SHPX	208103
	Tank	SHPX	208104
	Tank	SHPX	208105
	Tank	SHPX	208106
	Tank	SHPX	208107
	Tank	SHPX	208108
	Tank	SHPX	208109
	Tank	SHPX	208110
	Tank	SHPX	208111

Schedule A

Equipment

Renewable Products Marketing Group, LLC

Contract 3-8141 rider 2

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	208112
	Tank	SHPX	208113
	Tank	SHPX	208114
	Tank	SHPX	208115
	Tank	SHPX	208116
	Tank	SHPX	208117
	Tank	SHPX	208118
	Tank	SHPX	208119
	Tank	SHPX	208120
	Tank	SHPX	208121
	Tank	SHPX	208122
	Tank	SHPX	208123
	Tank	SHPX	208124
	Tank	SHPX	208125
	Tank	SHPX	208126
	Tank	SHPX	208127
	Tank	SHPX	208128
	Tank	SHPX	208129
	Tank	SHPX	208130
	Tank	SHPX	208131
	Tank	SHPX	208132
	Tank	SHPX	208133
	Tank	SHPX	208134
	Tank	SHPX	208135
	Tank	SHPX	208136
	Tank	SHPX	208137
	Tank	SHPX	208138
	Tank	SHPX	208139
	Tank	SHPX	208140
	Tank	SHPX	208141
	Tank	SHPX	208142
	Tank	SHPX	208143
	Tank	SHPX	208144
	Tank	SHPX	208145

Schedule A

Equipment

Renewable Products Marketing Group, LLC

Contract 3-8141 rider 2

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	208146
	Tank	SHPX	208147
	Tank	SHPX	208148
	Tank	SHPX	208149
	Tank	SHPX	208150
	Tank	SHPX	208151
	Tank	SHPX	208152
	Tank	SHPX	208153
	Tank	SHPX	208154
	Tank	SHPX	208155
	Tank	SHPX	208156
	Tank	SHPX	208157
	Tank	SHPX	208158
	Tank	SHPX	208159
	Tank	SHPX	208160
	Tank	SHPX	208161
	Tank	SHPX	208162
	Tank	SHPX	208163
	Tank	SHPX	208164
	Tank	SHPX	208165
	Tank	SHPX	208166
	Tank	SHPX	208167
	Tank	SHPX	208168
	Tank	SHPX	208169
	Tank	SHPX	208170
	Tank	SHPX	208171
	Tank	SHPX	208172
	Tank	SHPX	208173
	Tank	SHPX	208174
	Tank	SHPX	208175
	Tank	SHPX	208176
	Tank	SHPX	208177
	Tank	SHPX	208178
	Tank	SHPX	208179

Schedule A

Equipment

Renewable Products Marketing Group, LLC

Contract 3-8141 rider 2

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	208180
	Tank	SHPX	208181
	Tank	SHPX	208182
	Tank	SHPX	208183
	Tank	SHPX	208184
	Tank	SHPX	208185
	Tank	SHPX	208186
	Tank	SHPX	208187
	Tank	SHPX	208188
	Tank	SHPX	208189
	Tank	SHPX	208190
	Tank	SHPX	208191
	Tank	SHPX	208192
	Tank	SHPX	208193
	Tank	SHPX	208194
	Tank	SHPX	208195
	Tank	SHPX	208196
	Tank	SHPX	208197
	Tank	SHPX	208198
	Tank	SHPX	208199
	Tank	SHPX	209060
	Tank	SHPX	209061
	Tank	SHPX	209062
	Tank	SHPX	209063
	Tank	SHPX	209064
	Tank	SHPX	209065
	Tank	SHPX	209066
	Tank	SHPX	209067
	Tank	SHPX	209068
	Tank	SHPX	209069

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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 12/29/09



Robert W Alvord