

RECORDATION NO. 28263 FILED

DEC 30 '09 -9 00 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C ALVORD (1942)
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OF COUNSEL
URBAN A LESTER

December 30, 2009

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

Contract 3-7585 Rider 21

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: Bunge North America, Inc.
11720 Borman Drive
St. Louis, MO 63146]

Section Chief
December 30, 2009
Page 2

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

50 railcars: SHPX 458811 - SHPX 458860.

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

LLC 30 '09 -9 00 AM

MEMORANDUM OF LEASE**SURFACE TRANSPORTATION BOARD**

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 Bunge North America, Inc., a New York 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.

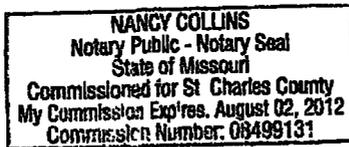
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease

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
My commission expires on 8/2/2012

Schedule A

Equipment

Bunge North America, Inc.

Contract 3-7585 rider 21 *dated 1/27/09*

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	458811
	Hopper	SHPX	458812
	Hopper	SHPX	458813
	Hopper	SHPX	458814
	Hopper	SHPX	458815
	Hopper	SHPX	458816
	Hopper	SHPX	458817
	Hopper	SHPX	458818
	Hopper	SHPX	458819
	Hopper	SHPX	458820
	Hopper	SHPX	458821
	Hopper	SHPX	458822
	Hopper	SHPX	458823
	Hopper	SHPX	458824
	Hopper	SHPX	458825
	Hopper	SHPX	458826
	Hopper	SHPX	458827
	Hopper	SHPX	458828
	Hopper	SHPX	458829
	Hopper	SHPX	458830
	Hopper	SHPX	458831
	Hopper	SHPX	458832
	Hopper	SHPX	458833
	Hopper	SHPX	458834
	Hopper	SHPX	458835
	Hopper	SHPX	458836
	Hopper	SHPX	458837
	Hopper	SHPX	458838
	Hopper	SHPX	458839
	Hopper	SHPX	458840
	Hopper	SHPX	458841
	Hopper	SHPX	458842
	Hopper	SHPX	458843
	Hopper	SHPX	458844

Schedule A

Equipment

Bunge North America, Inc.

Contract 3-7585 rider 21

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	458845
	Hopper	SHPX	458846
	Hopper	SHPX	458847
	Hopper	SHPX	458848
	Hopper	SHPX	458849
	Hopper	SHPX	458850
	Hopper	SHPX	458851
	Hopper	SHPX	458852
	Hopper	SHPX	458853
	Hopper	SHPX	458854
	Hopper	SHPX	458855
	Hopper	SHPX	458856
	Hopper	SHPX	458857
	Hopper	SHPX	458858
	Hopper	SHPX	458859
	Hopper	SHPX	458860

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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 12/30/09



Robert W Alvord