

RECORDATION NO. 28436 FILED

JAN 08 '10

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SURFACE TRANSPORTATION BOARD

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URBAN A. LESTER

January 8, 2010

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

Contract 3-7841

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 (on behalf of
ACF Industries, Incorporated)
620 North Second Street
St. Charles, Missouri 63301

[Lessee: Monsanto Company
800 North Lindbergh Boulevard
St. Louis, MO 63167]

Section Chief
January 8, 2010
Page 2

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

31 railcars: SHPX 454335 - SHPX 454365.

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 stylized flourish at the end.

✓ Robert W. Alvord

RWA/sem
Enclosures

JAN 08 '10

2:00 PM

MEMORANDUM OF LEASE

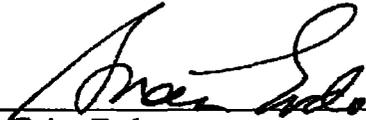
SURFACE TRANSPORTATION BOARD

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 Monsanto Company, a Delaware Corporation ("Lessee").

ACF Industries, Incorporated (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**.

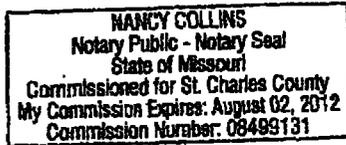
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.

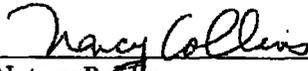
AMERICAN RAILCAR LEASING LLC

By: 
Name: Brian Evdo
Title: VP – Business Development

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

On this 21st day of Dec., 2009, before me, personally appeared Brian Evdo, to me personally known, who being by me duly sworn, says that he resides at St. Charles, Missouri and is the VP – Business Development 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.




Notary Public
My commission expires on 8/2/2012

Schedule A

Equipment

Monsanto Company

Contract 3-7841 dated 1/16/02

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	454335
	Hopper	SHPX	454336
	Hopper	SHPX	454337
	Hopper	SHPX	454338
	Hopper	SHPX	454339
	Hopper	SHPX	454340
	Hopper	SHPX	454341
	Hopper	SHPX	454342
	Hopper	SHPX	454343
	Hopper	SHPX	454344
	Hopper	SHPX	454345
	Hopper	SHPX	454346
	Hopper	SHPX	454347
	Hopper	SHPX	454348
	Hopper	SHPX	454349
	Hopper	SHPX	454350
	Hopper	SHPX	454351
	Hopper	SHPX	454352
	Hopper	SHPX	454353
	Hopper	SHPX	454354
	Hopper	SHPX	454355
	Hopper	SHPX	454356
	Hopper	SHPX	454357
	Hopper	SHPX	454358
	Hopper	SHPX	454359
	Hopper	SHPX	454360
	Hopper	SHPX	454361
	Hopper	SHPX	454362
	Hopper	SHPX	454363
	Hopper	SHPX	454364
	Hopper	SHPX	454365