

RECORDATION NO. 28465 FILED

JAN 08 '10

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SURFACE TRANSPORTATION BOARD

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January 8, 2010

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

Contract 3-5665 Rider 43

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: AG Processing, Inc.
12700 West Dodge Road
Omaha, NE 68103-2047]

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

74 railcars within the series SHPX 207428 - SHPX 207502 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 "Robert W. Alvord", with a horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

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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 AG Processing, Inc., a Iowa Cooperative 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.

Schedule A

Equipment

AG Processing, Inc.

Contract 3-5665 rider 43 dated 2/1/05

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	207428
	Tank	SHPX	207429
	Tank	SHPX	207430
	Tank	SHPX	207431
	Tank	SHPX	207432
	Tank	SHPX	207433
	Tank	SHPX	207434
	Tank	SHPX	207435
	Tank	SHPX	207436
	Tank	SHPX	207437
	Tank	SHPX	207438
	Tank	SHPX	207439
	Tank	SHPX	207440
	Tank	SHPX	207441
	Tank	SHPX	207442
	Tank	SHPX	207443
	Tank	SHPX	207444
	Tank	SHPX	207445
	Tank	SHPX	207446
	Tank	SHPX	207447
	Tank	SHPX	207448
	Tank	SHPX	207449
	Tank	SHPX	207450
	Tank	SHPX	207451
	Tank	SHPX	207453
	Tank	SHPX	207454
	Tank	SHPX	207455
	Tank	SHPX	207456
	Tank	SHPX	207457
	Tank	SHPX	207458
	Tank	SHPX	207459
	Tank	SHPX	207460
	Tank	SHPX	207461
	Tank	SHPX	207462

Schedule A

Equipment

AG Processing, Inc.

Contract 3-5665 rider 43

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	207463
	Tank	SHPX	207464
	Tank	SHPX	207465
	Tank	SHPX	207466
	Tank	SHPX	207467
	Tank	SHPX	207468
	Tank	SHPX	207469
	Tank	SHPX	207470
	Tank	SHPX	207471
	Tank	SHPX	207472
	Tank	SHPX	207473
	Tank	SHPX	207474
	Tank	SHPX	207475
	Tank	SHPX	207476
	Tank	SHPX	207477
	Tank	SHPX	207478
	Tank	SHPX	207479
	Tank	SHPX	207480
	Tank	SHPX	207481
	Tank	SHPX	207482
	Tank	SHPX	207483
	Tank	SHPX	207484
	Tank	SHPX	207485
	Tank	SHPX	207486
	Tank	SHPX	207487
	Tank	SHPX	207488
	Tank	SHPX	207489
	Tank	SHPX	207490
	Tank	SHPX	207491
	Tank	SHPX	207492
	Tank	SHPX	207493
	Tank	SHPX	207494
	Tank	SHPX	207495
	Tank	SHPX	207496

Schedule A

Equipment

AG Processing, Inc.
Contract 3-5665 rider 43

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	207497
	Tank	SHPX	207498
	Tank	SHPX	207499
	Tank	SHPX	207500
	Tank	SHPX	207501
	Tank	SHPX	207502

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