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WASHINGTON, D.C.

SURFACE TRANSPORTATION BOARD

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

20036

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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 C-8218

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 16, 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: Kraft Foods Global, Inc.
2221 Front Street PO Box 2208
Toledo, OH 43603]

Section Chief
January 8, 2010
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A description of the railroad equipment covered by the enclosed document is:

56 railcars: SHPX 464507 - SHPX 464562.

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 be 'R. Alvord', written in a cursive style.

✓ 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 Kraft Foods Global, Inc., a Virginia Corporation ("Lessee").

American Railcar Leasing LLC (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**.

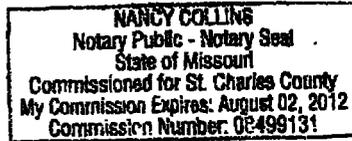
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.

AMERICAN RAILCAR LEASING LLC

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

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

On this 16th 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

Kraft Foods Global, Inc.

Contract C-8218 dated 2/23/05

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	464507
	Hopper	SHPX	464508
	Hopper	SHPX	464509
	Hopper	SHPX	464510
	Hopper	SHPX	464511
	Hopper	SHPX	464512
	Hopper	SHPX	464513
	Hopper	SHPX	464514
	Hopper	SHPX	464515
	Hopper	SHPX	464516
	Hopper	SHPX	464517
	Hopper	SHPX	464518
	Hopper	SHPX	464519
	Hopper	SHPX	464520
	Hopper	SHPX	464521
	Hopper	SHPX	464522
	Hopper	SHPX	464523
	Hopper	SHPX	464524
	Hopper	SHPX	464525
	Hopper	SHPX	464526
	Hopper	SHPX	464527
	Hopper	SHPX	464528
	Hopper	SHPX	464529
	Hopper	SHPX	464530
	Hopper	SHPX	464531
	Hopper	SHPX	464532
	Hopper	SHPX	464533
	Hopper	SHPX	464534
	Hopper	SHPX	464535
	Hopper	SHPX	464536
	Hopper	SHPX	464537
	Hopper	SHPX	464538
	Hopper	SHPX	464539
	Hopper	SHPX	464540

Schedule A

Equipment

Kraft Foods Global, Inc.

Contract C-8218

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	464541
	Hopper	SHPX	464542
	Hopper	SHPX	464543
	Hopper	SHPX	464544
	Hopper	SHPX	464545
	Hopper	SHPX	464546
	Hopper	SHPX	464547
	Hopper	SHPX	464548
	Hopper	SHPX	464549
	Hopper	SHPX	464550
	Hopper	SHPX	464551
	Hopper	SHPX	464552
	Hopper	SHPX	464553
	Hopper	SHPX	464554
	Hopper	SHPX	464555
	Hopper	SHPX	464556
	Hopper	SHPX	464557
	Hopper	SHPX	464558
	Hopper	SHPX	464559
	Hopper	SHPX	464560
	Hopper	SHPX	464561
	Hopper	SHPX	464562

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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: 1/6/2010



Robert W. Alvord