

JAN 08 '10

2-00 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N W  
SUITE 301  
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL [alvordlaw@aol.com](mailto:alvordlaw@aol.com)

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

OF COUNSEL  
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 C-8508

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  
Page 2

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

27 railcars: SHPX 464564 - SHPX 464590.

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, consisting of a stylized 'R' followed by a series of connected loops and a final horizontal stroke.

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 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.

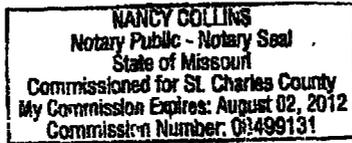
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.

AMERICAN RAILCAR LEASING LLC

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

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

On this 16<sup>th</sup> 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-8508** *dated 4/18/07*

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	464564
	Hopper	SHPX	464565
	Hopper	SHPX	464566
	Hopper	SHPX	464567
	Hopper	SHPX	464568
	Hopper	SHPX	464569
	Hopper	SHPX	464570
	Hopper	SHPX	464571
	Hopper	SHPX	464572
	Hopper	SHPX	464573
	Hopper	SHPX	464574
	Hopper	SHPX	464575
	Hopper	SHPX	464576
	Hopper	SHPX	464577
	Hopper	SHPX	464578
	Hopper	SHPX	464579
	Hopper	SHPX	464580
	Hopper	SHPX	464581
	Hopper	SHPX	464582
	Hopper	SHPX	464583
	Hopper	SHPX	464584
	Hopper	SHPX	464585
	Hopper	SHPX	464586
	Hopper	SHPX	464587
	Hopper	SHPX	464588
	Hopper	SHPX	464589
	Hopper	SHPX	464590

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