

RECORDATION NO. 27551 FILED

JUL 01 '08 -12 30 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
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OF COUNSEL  
URBAN A. LESTER

July 1, 2008

Anne K. Quinlan, Esq.  
Acting Secretary  
Surface Transportation Board  
395 "E" Street, S.W.  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of July 1, 2008, 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: Trinity Industries Leasing Company  
2525 Stemmons Freeway  
Dallas, Texas 75207

[Lessee: Sunoco, Inc.  
Ten Penn Center  
1801 Market Street  
Philadelphia, PA 19103]

Anne K. Quinlan, Esq.  
July 1, 2008  
Page 2

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

68 tank cars: TILX 262284 - TILX 262333, TILX 262391, TILX 262392, TILX 262394, TILX 262398, TILX 262399, TILX 262404 and TILX 262408 - TILX 262419.

A short summary of the document to appear in the index is:

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$35.00 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 long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

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**MEMORANDUM OF LEASE AGREEMENT**

**SURFACE TRANSPORTATION BOARD**

Memorandum of Lease Agreement dated as of July 1, 2008 by Trinity Industries Leasing Company, a Delaware corporation (the "Lessor").

**W I T N E S S E T H:**

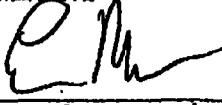
Lessor and Sunoco, Inc. (R&M), a Pennsylvania corporation (the "Lessee") are parties to that certain Railroad Car Lease Agreement (the "Lease Agreement"), dated March 5, 2001, whereby Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from Lessor certain railroad cars as listed on each Rider incorporated therein.

Lessor and Lessee have executed Rider Seven (7) to Railroad Car Lease Agreement, effective February 12, 2008, as amended by that certain Amendment No. 01 to Rider Seven (7) effective February 12, 2008, whereby Lessor has agreed to lease to Lessee and the Lessee has agreed to lease from Lessor certain railroad cars bearing road numbers as listed on Exhibit A hereto.

[Memorandum of Lease Agreement]

IN WITNESS WHEREOF, the undersigned has caused this memorandum to be duly executed by its officer duly authorized as of the date hereof.

TRINITY INDUSTRIES LEASING  
COMPANY

By: 

Name: Eric K. Manchetto

Title: Vice President

Executed on this 1<sup>st</sup> day of July, 2008

[Memorandum of Lease Agreement]

STATE OF TEXAS            )  
  ) SS:  
COUNTY OF DALLAS        )

On this, the 1<sup>st</sup> day of July 2008, before a Notary Public in an for said County and State, personally appeared Eric R. Marchetti, who being by me duly sworn, says that he is the Vice President of Trinity Industries Leasing Company, that said instrument was signed on July 1, 2008 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Brenda Joyce Harris  
Name: \_\_\_\_\_  
Notary Public

My Commission Expires: Dallas, TX  
Residing in \_\_\_\_\_



[Memorandum of Lease Agreement]

**EXHIBIT A**

**Equipment:**

DOT111A100W1 coiled and insulated tank cars  
with 23,589 gallon approximate capacity

**Quantity:**

Sixty-Eight (68)

**Road Numbers:**

TILX 262284 – TILX 262333, TILX 262391,  
TILX 262392, TILX 262394, TILX 262398, TILX  
262399, TILX 262404 and TILX 262408 – TILX  
262419

**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: 7/1/08



\_\_\_\_\_  
Robert W. Alvord