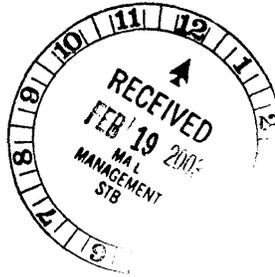




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RECORDATION NO. 22008-D FILED

FEB 20 03 2-38 PM

SURFACE TRANSPORTATION BOARD

February 17, 2003

Barbara Sadler  
Surface Transportation Board  
Recordation Office  
1925 K Street, N.W., Suite 70  
Washington D.C. 20423

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of November 5, 2002 **between the following parties:**

**Names and address of the following parties:**

**Lessor: THE CIT GROUP/EQUIPMENT FINANCING INC.**  
1211 Avenue of the Americas, New York, NY 10036

**Lessee: SUNOCO, INC. (R&M)**  
Ten Penn Center, 1801 Market Street, Philadelphia, PA 19103-1699

**A short summary of the document to appear in the index follows:**

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **SUNOCO, INC.**, covering 30 hopper cars with reporting marks and numbers – CEFX 51231 – CEFX 51470, **NOT INCLUSIVE.**

Please file this memorandum as a **SECONDARY** document to Recordation #22008 dated 2/1/99 and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars (\$30.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,

Sherry Lewey  
Research/Development Coordinator

Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 5<sup>th</sup> day of November, 2002, is made by The CIT Group/Equipment Financing, Inc., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and Sunoco, Inc. (R&M), a Pennsylvania corporation, with an address at Ten Penn Center, 1801 Market Street, Philadelphia, PA 19103-1699 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of January 19, 1999 covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board on February 1, 1999 as Recordation No. 22008.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph J. Mankowski  
Name: Joseph Mankowski  
Title: Senior Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

SUNOCO, INC. (R&M)

By: William D. Thomas  
Name: William D. Thomas  
Title: Mgr Transportation Equipment

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SURFACE TRANSPORTATION BOARD

## Schedule A

Number of Cars	Equipment Description
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30	6,221 C.F. plastic pellet covered hopper car
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1	CEFX	51231
2	CEFX	51239
3	CEFX	51241
4	CEFX	51246
5	CEFX	51267
6	CEFX	51294
7	CEFX	51299
8	CEFX	51314
9	CEFX	51331
10	CEFX	51337
11	CEFX	51338
12	CEFX	51342
13	CEFX	51351
14	CEFX	51353
15	CEFX	51356
16	CEFX	51378
17	CEFX	51387
18	CEFX	51391
19	CEFX	51407
20	CEFX	51416
21	CEFX	51419
22	CEFX	51420
23	CEFX	51424
24	CEFX	51434
25	CEFX	51443
26	CEFX	51444
27	CEFX	51449
28	CEFX	51452
29	CEFX	51469
30	CEFX	51470