



CORPORATION SERVICE COMPANY

RECORDATION NO. 22008-H FILED

MAY 17 '06

3-04 PM

SURFACE TRANSPORTATION BOARD



May 16, 2006

Barbara Saddler  
Surface Transportation Board  
Recordation Office  
1925 K Street, N.W., Suite 70  
Washington D.C. 20423  
[Barbara.saddler@stb.dot.gov](mailto:Barbara.saddler@stb.dot.gov)

REF: 106663/005

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of April 14, 2005 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.**  
Ten Penn Center, 1801 Market Street Philadelphia, PA 19103

**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 50 tank cars with reporting marks and numbers – DBUX 250003 - DBUX 250363 – NOT INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation #22008 dated 02/01/99 and return one (1) stamped original to my attention. A check covering the filing fee of thirty-four dollars (\$34.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813

Thank you for your prompt assistance.

Sincerely,

April O'Shea  
Motor Vehicle Specialist

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 14<sup>th</sup> day of April, 2005, 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

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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 G. Thomas  
Name: William G. THOMAS  
Title: Logistics Manager

# Schedule A

## Number of Cars

## Equipment Description

50 25,000 through 27,000 gallon capacity tank cars, exterior coiled, insulated

1	DBUX	250003
2	DBUX	250011
3	DBUX	250012
4	DBUX	250014
5	DBUX	250020
6	DBUX	250023
7	DBUX	250025
8	DBUX	250026
9	DBUX	250034
10	DBUX	250037
11	DBUX	250042
12	DBUX	250043
13	DBUX	250045
14	DBUX	250049
15	DBUX	250050
16	DBUX	250052
17	DBUX	250056
18	DBUX	250058
19	DBUX	250063
20	DBUX	250068
21	DBUX	250071
22	DBUX	250073
23	DBUX	250080
24	DBUX	250084
25	DBUX	250117
26	DBUX	250120
27	DBUX	250125
28	DBUX	250126
29	DBUX	250127
30	DBUX	250133
31	DBUX	250137
32	DBUX	250138
33	DBUX	250144
34	DBUX	250154
35	DBUX	250155
36	DBUX	250156
37	DBUX	250160
38	DBUX	250167
39	DBUX	250169
40	DBUX	250170
41	DBUX	250175
42	DBUX	250232
43	DBUX	250235
44	DBUX	250237
45	DBUX	250239
46	DBUX	250254
47	DBUX	250344
48	DBUX	250356
49	DBUX	250360
50	DBUX	250363