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SURFACE TRANSPORTATION BOARD

OF COUNSEL  
URBAN A. LESTER

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

January 6, 2010

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Contract 4-7790 Rider 1

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 21, 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: Valero Marketing and Supply Company  
One Valero Way  
San Antonio, TX 78249]

Section Chief  
January 6, 2010  
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A description of the railroad equipment covered by the enclosed document is:

77 railcars within the series SHPX 204790 - SHPX 204867 as more particularly set forth in the attachment to the document.

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,



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 Valero Marketing and Supply Company, a Delaware Corporation ("Lessee").

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Master Service 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.



# Schedule A

## Equipment

### Valero Marketing and Supply Company

Contract 4-7790 rider 1 dated 1/29/08

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	204790
	Tank	SHPX	204791
	Tank	SHPX	204792
	Tank	SHPX	204793
	Tank	SHPX	204794
	Tank	SHPX	204795
	Tank	SHPX	204796
	Tank	SHPX	204797
	Tank	SHPX	204798
	Tank	SHPX	204799
	Tank	SHPX	204800
	Tank	SHPX	204801
	Tank	SHPX	204802
	Tank	SHPX	204803
	Tank	SHPX	204804
	Tank	SHPX	204805
	Tank	SHPX	204806
	Tank	SHPX	204807
	Tank	SHPX	204808
	Tank	SHPX	204809
	Tank	SHPX	204810
	Tank	SHPX	204811
	Tank	SHPX	204812
	Tank	SHPX	204813
	Tank	SHPX	204814
	Tank	SHPX	204815
	Tank	SHPX	204816
	Tank	SHPX	204817
	Tank	SHPX	204818
	Tank	SHPX	204819
	Tank	SHPX	204820
	Tank	SHPX	204821
	Tank	SHPX	204822
	Tank	SHPX	204823

# Schedule A

## Equipment

### Valero Marketing and Supply Company

Contract 4-7790 rider 1

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	204824
	Tank	SHPX	204825
	Tank	SHPX	204826
	Tank	SHPX	204827
	Tank	SHPX	204828
	Tank	SHPX	204829
	Tank	SHPX	204830
	Tank	SHPX	204831
	Tank	SHPX	204832
	Tank	SHPX	204833
	Tank	SHPX	204834
	Tank	SHPX	204835
	Tank	SHPX	204836
	Tank	SHPX	204837
	Tank	SHPX	204838
	Tank	SHPX	204839
	Tank	SHPX	204840
	Tank	SHPX	204841
	Tank	SHPX	204842
	Tank	SHPX	204843
	Tank	SHPX	204844
	Tank	SHPX	204845
	Tank	SHPX	204846
	Tank	SHPX	204847
	Tank	SHPX	204849
	Tank	SHPX	204850
	Tank	SHPX	204851
	Tank	SHPX	204852
	Tank	SHPX	204853
	Tank	SHPX	204854
	Tank	SHPX	204855
	Tank	SHPX	204856
	Tank	SHPX	204857
	Tank	SHPX	204858

**Schedule A**

**Equipment**

**Valero Marketing and Supply Company**

**Contract 4-7790 rider 1**

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	204859
	Tank	SHPX	204860
	Tank	SHPX	204861
	Tank	SHPX	204862
	Tank	SHPX	204863
	Tank	SHPX	204864
	Tank	SHPX	204865
	Tank	SHPX	204866
	Tank	SHPX	204867

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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