

RECORDATION NO. 28515 FILED

JAN 13 '10 -12 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 13, 2010

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

Contract 3-7789

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:	EPIC Aviation LLC (d/b/a Air BP Aviation Services) 1790 16th Street SE Salem, OR 97302]

Section Chief  
January 13, 2010  
Page 2

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

60 railcars within the series SHPX 204749 - SHPX 204955 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,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a horizontal line extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

JAN 13 '10

12-00 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 Epic Aviation, LLC dba Air BP Aviation Services, a Oregon Limited Liability Company ("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.

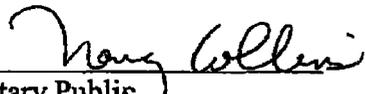
AMERICAN RAILCAR LEASING LLC

By:   
Name: Brian Evdo  
Title: VP – Business Development

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

On this 21<sup>st</sup> day of Dec., 2009, before me, personally appeared Brian Evdo, to me personally known, who being by me duly sworn, says that he resides at St. Charles, Missouri and is the VP – Business Development 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 - Notary Seal  
State of Missouri  
Commissioned for St. Charles County  
My Commission Expires: August 02, 2012  
Commission Number: 08499131

  
Notary Public  
My commission expires on 8/2/2012

**Schedule A**

**Equipment**

**EPIC Aviation, LLC dba**

Contract 3-7789 *dated 11/10/06*

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	204749
	Tank	SHPX	204750
	Tank	SHPX	204751
	Tank	SHPX	204752
	Tank	SHPX	204753
	Tank	SHPX	204754
	Tank	SHPX	204755
	Tank	SHPX	204756
	Tank	SHPX	204757
	Tank	SHPX	204758
	Tank	SHPX	204759
	Tank	SHPX	204760
	Tank	SHPX	204761
	Tank	SHPX	204762
	Tank	SHPX	204763
	Tank	SHPX	204764
	Tank	SHPX	204765
	Tank	SHPX	204766
	Tank	SHPX	204767
	Tank	SHPX	204768
	Tank	SHPX	204769
	Tank	SHPX	204770
	Tank	SHPX	204771
	Tank	SHPX	204772
	Tank	SHPX	204773
	Tank	SHPX	204774
	Tank	SHPX	204775
	Tank	SHPX	204776
	Tank	SHPX	204777
	Tank	SHPX	204778
	Tank	SHPX	204779
	Tank	SHPX	204780
	Tank	SHPX	204781
	Tank	SHPX	204782

**Schedule A**

**Equipment**

**EPIC Aviation, LLC dba**

**Contract 3-7789**

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	204783
	Tank	SHPX	204784
	Tank	SHPX	204785
	Tank	SHPX	204786
	Tank	SHPX	204787
	Tank	SHPX	204788
	Tank	SHPX	204936
	Tank	SHPX	204937
	Tank	SHPX	204938
	Tank	SHPX	204939
	Tank	SHPX	204940
	Tank	SHPX	204941
	Tank	SHPX	204942
	Tank	SHPX	204943
	Tank	SHPX	204944
	Tank	SHPX	204945
	Tank	SHPX	204946
	Tank	SHPX	204947
	Tank	SHPX	204948
	Tank	SHPX	204949
	Tank	SHPX	204950
	Tank	SHPX	204951
	Tank	SHPX	204952
	Tank	SHPX	204953
	Tank	SHPX	204954
	Tank	SHPX	204955

60

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:

1/13/2010



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