

RECORDATION NO. 28516 FILED

JAN 13 '10 -12 00 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A LESTER

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

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

January 13, 2010

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

Contract 3-7857

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

30 railcars: SHPX 205072 - SHPX 205101.

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.

Schedule A

Equipment

EPIC Aviation, LLC dba

Contract 3-7857 dated 11/10/06

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	205072
	Tank	SHPX	205073
	Tank	SHPX	205074
	Tank	SHPX	205075
	Tank	SHPX	205076
	Tank	SHPX	205077
	Tank	SHPX	205078
	Tank	SHPX	205079
	Tank	SHPX	205080
	Tank	SHPX	205081
	Tank	SHPX	205082
	Tank	SHPX	205083
	Tank	SHPX	205084
	Tank	SHPX	205085
	Tank	SHPX	205086
	Tank	SHPX	205087
	Tank	SHPX	205088
	Tank	SHPX	205089
	Tank	SHPX	205090
	Tank	SHPX	205091
	Tank	SHPX	205092
	Tank	SHPX	205093
	Tank	SHPX	205094
	Tank	SHPX	205095
	Tank	SHPX	205096
	Tank	SHPX	205097
	Tank	SHPX	205098
	Tank	SHPX	205099
	Tank	SHPX	205100
	Tank	SHPX	205101

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