

RECORDATION NO. 28742 FILED

JAN 26 '10 -10 00 AM

**SURFACE TRANSPORTATION BOARD**

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January 26, 2010

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

Contract C-8287 Rider 8

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:	Sunoco, Inc. (R&M) Subsidiaries and Affiliates including Epsilon Products Company LLC & Sun Petrochemicals Corporation Ten Penn Center 1801 Market Street Philadelphia, PA 19103]

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

30 railcars: SHPX 209418 - SHPX 209447.

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 'Robert W. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

## MEMORANDUM OF LEASE

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 Sunoco Inc. (R & M) Subsidiaries and Affiliates including Epsilon Products Company LLC & Sun Petrochemicals Corporation, a Pennsylvania 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.

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**Schedule A**

**Equipment**

**Sunoco, Inc.**

Contract C-8287 rider 8 *dtc 10/23/07*

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	209418
	Tank	SHPX	209419
	Tank	SHPX	209420
	Tank	SHPX	209421
	Tank	SHPX	209422
	Tank	SHPX	209423
	Tank	SHPX	209424
	Tank	SHPX	209425
	Tank	SHPX	209426
	Tank	SHPX	209427
	Tank	SHPX	209428
	Tank	SHPX	209429
	Tank	SHPX	209430
	Tank	SHPX	209431
	Tank	SHPX	209432
	Tank	SHPX	209433
	Tank	SHPX	209434
	Tank	SHPX	209435
	Tank	SHPX	209436
	Tank	SHPX	209437
	Tank	SHPX	209438
	Tank	SHPX	209439
	Tank	SHPX	209440
	Tank	SHPX	209441
	Tank	SHPX	209442
	Tank	SHPX	209443
	Tank	SHPX	209444
	Tank	SHPX	209445
	Tank	SHPX	209446
	Tank	SHPX	209447

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: 1/26/2010



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