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

REGISTRATION NO. 28740 FILED  
JAN 26 '10 -10 00 AM  
SURFACE TRANSPORTATION BOARD  
OF COUNSEL  
URBAN A LESTER

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 5

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  
January 26, 2010  
Page 2

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

28 railcars: SHPX 458348 and within the series ACFX 458049 - ACFX 458194 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', followed by a horizontal line 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.

RECORDATION NO. 28740 FILED

JAN 26 '10 10 00 AM

SURFACE TRANSPORTATION BOARD



# Schedule A

## Equipment

Sunoco, Inc.

Contract C-8287 rider 5 *add 3/8/05*

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	ACFX	458049
	Hopper	ACFX	458056
	Hopper	ACFX	458057
	Hopper	ACFX	458062
	Hopper	ACFX	458066
	Hopper	ACFX	458075
	Hopper	ACFX	458080
	Hopper	ACFX	458081
	Hopper	ACFX	458088
	Hopper	ACFX	458091
	Hopper	ACFX	458106
	Hopper	ACFX	458110
	Hopper	ACFX	458112
	Hopper	ACFX	458123
	Hopper	ACFX	458124
	Hopper.	ACFX	458132
	Hopper	ACFX	458134
	Hopper	ACFX	458144
	Hopper	ACFX	458148
	Hopper	ACFX	458155
	Hopper	ACFX	458159
	Hopper	ACFX	458171
	Hopper	ACFX	458174
	Hopper	ACFX	458188
	Hopper	ACFX	458190
	Hopper	ACFX	458191
	Hopper	ACFX	458194
	Hopper	SHPX	458348

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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: 1/26/2010



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Robert W. Alvord