

LAW OFFICES OF  
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August 13, 2010

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

RECORDATION NO. 29422 FILED

AUG 13 '10 -7 47 AM

**SURFACE TRANSPORTATION BOARD**

Dear Ms. Brown.

I have enclosed for filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of August 11, 2010. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

Banc of America Leasing & Capital, LLC  
2059 Northlake Parkway, 4 South  
Tucker, GA 30084

Lessee:

American Railcar Leasing LLC  
620 North Second Street  
St. Charles, MO 63301

A description of the equipment covered by the Memorandum of Lease Agreement consists of 14 railcars numbered SHPX 464743-464756, inclusive.

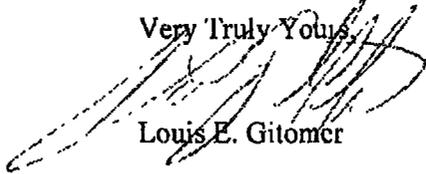
A fee of \$41.00 is enclosed. Please return one copy by email to

Louis E. Gitomer  
600 Baltimore Avenue, Suite 301  
Towson, MD 21204  
Lou\_Gitomer@verizon.net

Ms. Cynthia T Brown  
August 13, 2010  
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A short summary of the document to appear in the index follows. a Memorandum of Lease Agreement between Banc of America Leasing & Capital, LLC, 2059 Northlake Parkway, 4 South, Tucker, GA 30084, and American Railcar Leasing LLC, 620 North Second Street, St. Charles, MO 63301, covering 14 railcars numbered SHPX 464743-464756, inclusive.

Very Truly Yours,

  
Louis E. Gitomer

Enclosure

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MEMORANDUM OF LEASE AGREEMENT

dated as of August 11, 2010

between

AMERICAN RAILCAR LEASING LLC,  
as Lessee

and

BANC OF AMERICA LEASING & CAPITAL, LLC  
as Lessor

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FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO 49 U.S.C.  
§11301

on August     , 2010 at      :      m.

AUG 13 '10 -7 47 AM

MEMORANDUM OF LEASE AGREEMENT

**SURFACE TRANSPORTATION BOARD**

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of August , 2010, by and between AMERICAN RAILCAR LEASING LLC ("Lessee") and BANC OF AMERICA LEASING & CAPITAL, LLC ("Lessor"), with reference to the following

- 1 Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto (the "Railcars").

All of such railcars are more fully described in that certain Rail Equipment Net Leasing Agreement dated as of June 30, 2010, and Schedule No. 003 thereto and incorporating the terms thereof, dated as of August 10, 2010 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.

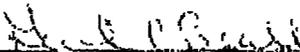
- 2 The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.
- 3 The Lease contains an option by Lessee to purchase the Railcars on the terms set forth in the Lease.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement

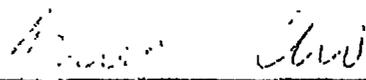
[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

BANC OF AMERICA LEASING & CAPITAL, LLC

By:   
Name: **Gail C. Beall**  
Title: **Vice President**

AMERICAN RAILCAR LEASING LLC

By:   
Name: **Umesh Choksi**  
Title: **CFO & Treasurer**

STATE OF Georgia )  
 ) ss  
COUNTY OF DeKalb )

I HEREBY CERTIFY, that on this 11<sup>th</sup> day of August, 2010, before me, the undersigned, a Notary Public of the State of Georgia, personally appeared Scott Powell, who acknowledged himself to be the Vice President of BANC OF AMERICA LEASING & CAPITAL, LLC, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Vice President of said company by signing the name of the company by himself as the Vice President.

AS WITNESS my hand and notary seal



[Signature]  
Notary Public

My commission expires \_\_\_\_\_

**VIVIAN HANKINS**  
**NOTARY PUBLIC**  
DeKalb County - State of Georgia  
My Comm. Expires Oct. 20, 2012

STATE OF MISSOURI )  
 ) ss  
COUNTY OF ST CHARLES )

I HEREBY CERTIFY, that on this 11<sup>th</sup> day of August, 2010, before me, the undersigned, a Notary Public of the State of Missouri, personally appeared Umesh Choksi, to me personally known, who being by me duly sworn, says that he resides at St. Louis County, Missouri and is the SVP, Chief Financial Officer and Treasurer of AMERICAN RAILCAR LEASING LLC, that said instrument was signed on the date hereof on behalf of said limited liability company; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company

AS WITNESS my hand and notarial seal.

*Nancy Collins*  
\_\_\_\_\_  
Notary Public

My commission expires: \_\_\_\_\_

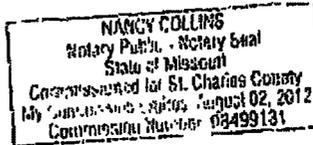


EXHIBIT NO 1  
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS

<u>Lessee</u> <u>Code</u>	<u>Lessee</u>	<u>Contract</u> <u>Number</u>	<u>Mark</u>	<u>Number</u>
1534	Sunoco, Inc	82870010	SHPX	464743
1534	Sunoco, Inc	82870010	SHPX	464744
1534	Sunoco, Inc	82870010	SHPX	464745
1534	Sunoco, Inc.	82870010	SHPX	464746
1534	Sunoco, Inc	82870010	SHPX	464747
1534	Sunoco, Inc.	82870010	SHPX	464748
1534	Sunoco, Inc.	82870010	SHPX	464749
1534	Sunoco, Inc	82870010	SHPX	464750
1534	Sunoco, Inc	82870010	SHPX	464751
1534	Sunoco, Inc	82870010	SHPX	464752
1534	Sunoco, Inc.	82870010	SHPX	464753
1534	Sunoco, Inc	82870010	SHPX	464754
1534	Sunoco, Inc	82870010	SHPX	464755
1534	Sunoco, Inc	82870010	SHPX	464756
<b>Total Number of Railcars.</b>				<b>14</b>