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RECORDATION NO. 32309 FILED
September 1, 2016 4:50 PM
SURFACE TRANSPORTATION BOARD

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September 1, 2016

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

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 Agreement, dated as of September 1, 2016, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor:	The Huntington National Bank 105 East Fourth Street, Suite 200C Cincinnati, Ohio 45202
Lessee:	CITGO Petroleum Corporation 1293 Eldridge Parkway Houston, Texas 77077

Chief, Section of Administration
September 1, 2016
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A description of the railroad equipment covered by the enclosed document is:

One Nordco Company Shuttlewagon railcar mover SWX525, serial number 52516041.

A short summary of the document to appear in the index is:

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$45.00 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 cursive script that reads "Edward M. Luria".

Edward M. Luria

EML/bhs
Enclosures

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of September 1, 2016, by and between CITGO Petroleum Corporation ("Lessee") and THE HUNTINGTON NATIONAL BANK ("Lessor"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor that certain railcar described on Exhibit No. 1 attached hereto (the "Railcar").

The Railcar is more fully described in that certain Schedule No. 002 dated as of September 1, 2016 and executed pursuant to, and incorporating by reference the terms and conditions of, that certain Master Lease Agreement No. 10656 dated as of September 1, 2016 (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 Railcar 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.

THE HUNTINGTON NATIONAL BANK

By: Stephanie McDole
Name: Stephanie McDole
Title: Staff Officer

CITGO Petroleum Corporation

By:  Tomer Vaden
Name: TOMER VADEN
Title: VP & GM LCMC

STATE OF Ohio)
) ss.
COUNTY OF Hamilton)

I HEREBY CERTIFY, that on this 1st day of September 2016, before me, the undersigned, a Notary Public of the State of Ohio, personally appeared Stephanie Mudd, who acknowledged himself to be the staff officer of THE HUNTINGTON NATIONAL BANK, 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 staff officer of said national banking association by signing the name of the association by himself as the staff officer.

AS WITNESS my hand and notarial seal.

Alexandra Dressman
Notary Public

My commission expires: N/A.



ALEXANDRA DRESSMAN
Attorney at Law
Notary Public, State of Ohio
My Comm. has no Expiration Date
Section 147.03 O.R.C.

STATE OF Louisiana)
Parish) ss.
~~COUNTY~~ OF Calcasieu)

I HEREBY CERTIFY, that on this 1st day of September, 2016, before me, the undersigned, a Notary Public of the State of Louisiana, personally appeared Tomeu Vadell, who acknowledged himself to be the Vice President + General Manager LCMC of CITGO Petroleum Corporation 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 VP + GM LCMC of said company by signing the name of the company by himself as the VP + GM LCMC.

AS WITNESS my hand and notarial seal.

Janet D. Marks
Notary Public Janet D. Marks
ID#87360



My commission expires: at death.

EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF RAILCAR

VENDOR
Nordco Company

EQUIPMENT
Shuttlewagon railcar mover SWX525

S/N
52516041

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: September 1, 2016

Edward M Luria

Edward M. Luria