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ELIAS C. ALVORD (1942)  
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March 21, 2013

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 March 21, 2013, 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: Fifth Third Equipment Finance Company  
38 Fountain Square Plaza  
MD 10904A  
Cincinnati, Ohio 45263

Lessee: Statoil Marketing & Trading (US) Inc.  
120 Long Ridge Road, Suite 3E01  
Stamford, CT 06902

Section Chief  
March 21, 2013  
Page 2

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

127 tank cars within the series STAX 10644 – STAX 11004 as more particularly set forth in the attachment to the document.

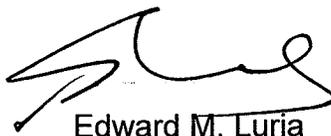
A short summary of the document to appear in the index is:

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$42.00 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 'E. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem  
Enclosures

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MEMORANDUM OF LEASE AGREEMENT

dated as of March 21, 2013

between

STATOIL MARKETING & TRADING (US) INC.  
as Lessee,

and

FIFTH THIRD EQUIPMENT FINANCE COMPANY  
as Lessor

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## MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of March 21, 2013, by and between FIFTH THIRD EQUIPMENT FINANCE COMPANY ("Lessor") and STATOIL MARKETING & TRADING (US) INC. ("Lessee"), 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.

All of such railcars are more fully described in that certain Lease Supplement No. 2 dated as of March 21, 2013, executed pursuant to and incorporating the terms of that certain Lease Agreement dated as of March 5, 2013, (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.

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.

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**EXHIBIT NO. 1  
TO MEMORANDUM OF LEASE AGREEMENT**

**DESCRIPTION OF RAILCARS AND REPORTING MARKS  
127 30Mg non-coiled and non-indicated tank cars**

STAX	10644	STAX	10787	STAX	10829
STAX	10734	STAX	10788	STAX	10830
STAX	10736	STAX	10789	STAX	10831
STAX	10745	STAX	10790	STAX	10832
STAX	10746	STAX	10791	STAX	10833
STAX	10747	STAX	10792	STAX	10834
STAX	10748	STAX	10793	STAX	10835
STAX	10750	STAX	10794	STAX	10836
STAX	10753	STAX	10795	STAX	10837
STAX	10754	STAX	10796	STAX	10838
STAX	10755	STAX	10797	STAX	10839
STAX	10756	STAX	10798	STAX	10840
STAX	10757	STAX	10799	STAX	10841
STAX	10758	STAX	10800	STAX	10843
STAX	10759	STAX	10801	STAX	10845
STAX	10760	STAX	10802	STAX	10846
STAX	10761	STAX	10803	STAX	10847
STAX	10762	STAX	10804	STAX	10848
STAX	10763	STAX	10805	STAX	10851
STAX	10764	STAX	10806	STAX	10852
STAX	10765	STAX	10807	STAX	10854
STAX	10766	STAX	10808	STAX	10856
STAX	10767	STAX	10809	STAX	10857
STAX	10768	STAX	10810	STAX	10858
STAX	10769	STAX	10811	STAX	10860
STAX	10770	STAX	10812	STAX	10861
STAX	10771	STAX	10813	STAX	10862
STAX	10772	STAX	10814	STAX	10866
STAX	10773	STAX	10815	STAX	10871
STAX	10774	STAX	10816	STAX	10980
STAX	10775	STAX	10817	STAX	10981
STAX	10776	STAX	10818	STAX	10984
STAX	10777	STAX	10819	STAX	10990
STAX	10778	STAX	10820	STAX	10991
STAX	10779	STAX	10821	STAX	10992
STAX	10780	STAX	10822	STAX	10993
STAX	10781	STAX	10823	STAX	10994

STAX	10782	STAX	10824	STAX	10995
STAX	10783	STAX	10825	STAX	10996
STAX	10784	STAX	10826	STAX	10997
STAX	10785	STAX	10827	STAX	10998
STAX	10786	STAX	10828	STAX	10999
				STAX	11004

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: 3/21/13

Edward M Luria  
Edward M. Luria