

RECORDATION NO 30693  
FILED April 11, 2013 02:50 PM  
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
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April 11, 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 April 10, 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  
April 11, 2013  
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A description of the railroad equipment covered by the enclosed document is:

50 tank cars within the series STAX 10732 – STAX 11015 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,



Edward M. Luria

EML/sem  
Enclosures

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MEMORANDUM OF LEASE AGREEMENT

dated as of April 10, 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 April 10, 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. 3 dated as of April 10, 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.

**[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]**





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

**DESCRIPTION OF RAILCARS AND REPORTING MARKS  
50 30Mg non-coiled and non-indicated tank cars**

STAX	10732	STAX	10901
STAX	10842	STAX	10902
STAX	10844	STAX	10903
STAX	10849	STAX	10904
STAX	10850	STAX	10907
STAX	10853	STAX	11012
STAX	10855	STAX	11013
STAX	10859	STAX	11015
STAX	10863		
STAX	10864		
STAX	10865		
STAX	10867		
STAX	10868		
STAX	10869		
STAX	10870		
STAX	10872		
STAX	10873		
STAX	10874		
STAX	10875		
STAX	10876		
STAX	10877		
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STAX	10893		
STAX	10894		

STAX	10895
STAX	10897
STAX	10898
STAX	10899
STAX	10900

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: 4-11-13

Edward M Luria  
Edward M. Luria