



January 7, 2014

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
Washington, D.C. 20423

RE: TRMC04001

Dear Secretary,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) is a Memorandum of Lease Agreement dated as November 17, 2011, a primary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement.

Lessee: Tesoro Refining and Marketing Company
19100 Ridgewood Parkway
San Antonio, TX 78259

Lessor: CIT Rail, LLC
30 South Wacker Drive, Suite 2900
Chicago, IL 60606

A description of the railroad equipment covered by the enclosed document is: Railcars within the series CBTX 735125 through CBTX 735324 as more particularly set forth in the equipment schedule attached to this document.

A short summary of the document to appear in the index is: Memorandum of Railcar Lease.

Kindly return stamped copies of the enclosed document to the undersigned.

Best regards,

/s

Tina Amico
VP, Contracts
CIT Rail

Enclosures

RECORDATION NO. 31043
FILED JANUARY 07, 2014 03:45 PM
SURFACE TRANSPORTATION BOARD

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 17 day of November, 2011, is made by CIT RAIL LLC, a Delaware limited liability company, with an address at 30 South Wacker Drive, Suite 2900, Chicago, Illinois 60606 (the "Lessor"), and TESORO REFINING AND MARKETING COMPANY, a Delaware corporation, with an address at 19100 Ridgewood Parkway, San Antonio, TX 78259 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee are parties to that certain Master Railcar Lease (the "Master Lease") dated as of November 17, 2011 and Schedule No. 01 thereto dated as of November 17, 2011 (the "Schedule"; the Schedule and the Master Lease to the extent relating to the Schedule, are hereinafter referred to as the "Lease") covering the equipment listed on Schedule A hereto (the "Equipment"), and

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the Parties and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written,

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

CIT RAIL LLC

By: THE CIT GROUP/EQUIPMENT FINANCING, INC.,
as Servicer

By: Jeffrey T Lytle
Name: Jeffrey T Lytle
Title: SVP

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

TESORO REFINING AND MARKETING COMPANY

By: [Signature]
Name: _____
Title: _____

Schedule A

<u>Quantity</u>	<u>Description</u>
200	30,000 gallon general service tank cars

Reporting Marks and Numbers

CBTX 735125	CBTX 735165	CBTX 735205	CBTX 735245	CBTX 735285
CBTX 735126	CBTX 735166	CBTX 735206	CBTX 735246	CBTX 735286
CBTX 735127	CBTX 735167	CBTX 735207	CBTX 735247	CBTX 735287
CBTX 735128	CBTX 735168	CBTX 735208	CBTX 735248	CBTX 735288
CBTX 735129	CBTX 735169	CBTX 735209	CBTX 735249	CBTX 735289
CBTX 735130	CBTX 735170	CBTX 735210	CBTX 735250	CBTX 735290
CBTX 735131	CBTX 735171	CBTX 735211	CBTX 735251	CBTX 735291
CBTX 735132	CBTX 735172	CBTX 735212	CBTX 735252	CBTX 735292
CBTX 735133	CBTX 735173	CBTX 735213	CBTX 735253	CBTX 735293
CBTX 735134	CBTX 735174	CBTX 735214	CBTX 735254	CBTX 735294
CBTX 735135	CBTX 735175	CBTX 735215	CBTX 735255	CBTX 735295
CBTX 735136	CBTX 735176	CBTX 735216	CBTX 735256	CBTX 735296
CBTX 735137	CBTX 735177	CBTX 735217	CBTX 735257	CBTX 735297
CBTX 735138	CBTX 735178	CBTX 735218	CBTX 735258	CBTX 735298
CBTX 735139	CBTX 735179	CBTX 735219	CBTX 735259	CBTX 735299
CBTX 735140	CBTX 735180	CBTX 735220	CBTX 735260	CBTX 735300
CBTX 735141	CBTX 735181	CBTX 735221	CBTX 735261	CBTX 735301
CBTX 735142	CBTX 735182	CBTX 735222	CBTX 735262	CBTX 735302
CBTX 735143	CBTX 735183	CBTX 735223	CBTX 735263	CBTX 735303
CBTX 735144	CBTX 735184	CBTX 735224	CBTX 735264	CBTX 735304
CBTX 735145	CBTX 735185	CBTX 735225	CBTX 735265	CBTX 735305
CBTX 735146	CBTX 735186	CBTX 735226	CBTX 735266	CBTX 735306
CBTX 735147	CBTX 735187	CBTX 735227	CBTX 735267	CBTX 735307
CBTX 735148	CBTX 735188	CBTX 735228	CBTX 735268	CBTX 735308
CBTX 735149	CBTX 735189	CBTX 735229	CBTX 735269	CBTX 735309
CBTX 735150	CBTX 735190	CBTX 735230	CBTX 735270	CBTX 735310
CBTX 735151	CBTX 735191	CBTX 735231	CBTX 735271	CBTX 735311
CBTX 735152	CBTX 735192	CBTX 735232	CBTX 735272	CBTX 735312
CBTX 735153	CBTX 735193	CBTX 735233	CBTX 735273	CBTX 735313
CBTX 735154	CBTX 735194	CBTX 735234	CBTX 735274	CBTX 735314
CBTX 735155	CBTX 735195	CBTX 735235	CBTX 735275	CBTX 735315
CBTX 735156	CBTX 735196	CBTX 735236	CBTX 735276	CBTX 735316
CBTX 735157	CBTX 735197	CBTX 735237	CBTX 735277	CBTX 735317
CBTX 735158	CBTX 735198	CBTX 735238	CBTX 735278	CBTX 735318
CBTX 735159	CBTX 735199	CBTX 735239	CBTX 735279	CBTX 735319
CBTX 735160	CBTX 735200	CBTX 735240	CBTX 735280	CBTX 735320
CBTX 735161	CBTX 735201	CBTX 735241	CBTX 735281	CBTX 735321
CBTX 735162	CBTX 735202	CBTX 735242	CBTX 735282	CBTX 735322
CBTX 735163	CBTX 735203	CBTX 735243	CBTX 735283	CBTX 735323
CBTX 735164	CBTX 735204	CBTX 735244	CBTX 735284	CBTX 735324