

ALVORD AND ALVORD PLLC

ATTORNEYS AT LAW

1050 SEVENTEENTH STREET, N.W.

SUITE 301

WASHINGTON, D.C.

20036

PHONE: (202) 393-2266

FAX: 1-855-600-2836

E-MAIL: alvord@alvordlaw.com

WEBSITE: www.alvordlaw.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

February 12, 2015

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 Schedule No. 1, dated as of September 28, 2014, 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: Greenbrier Leasing Company LLC
One Centerpointe Drive, Suite 200
Lake Oswego, OR 97035

Lessee: Tesoro Refining & Marketing Company LLC
19100 Ridgewood Parkway
San Antonio TX 78259

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

50 tank railcars: GBRX 701360 – GBRX 701409, inclusive.

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

Memorandum of Lease Schedule No. 1.

Section Chief
February 12, 2015
Page 2

Also enclosed is a check in the amount of \$43.00 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,


for
Edward M. Luria

EML/cem
Enclosures

MEMORANDUM OF LEASE

SCHEDULE NO. 1

This is a Memorandum of Schedule No. 1 dated September 28, 2014 to a Lease Agreement made and entered into as of September 28, 2014, by and between Greenbrier Leasing Company LLC, an Oregon limited liability company, ("Lessor") and Tesoro Refining & Marketing Company LLC, a Delaware limited liability company ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor fifty (50) new 29,000 gallon, coiled, insulated DOT 111A100W1 tank railcars bearing reporting marks and numbers as indicated in the attached Rail Equipment List.
2. Schedule No. 1 to the Lease Agreement will be effective as of the date first set forth hereinabove and will remain in effect through the lease term, as described in the Lease Agreement and Schedule No. 1, as each may be amended from time to time.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective officers as of the date and year first above written.

LESSOR:

LESSEE:

GREENBRIER LEASING COMPANY LLC

TESORO REFINING & MARKETING
COMPANY LLC

BY: 

BY: 

NAME: Larry Stanley

NAME: Keith Casey

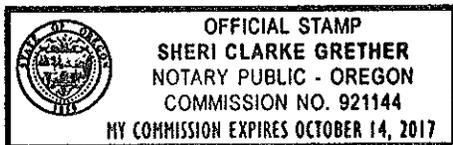
TITLE: Senior Vice President

TITLE: EVP, OPS



STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

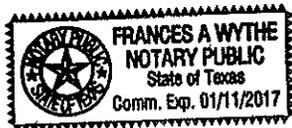
On this 18th day of November, 2014, before me personally appeared Larry Stanley to me personally known, who being by me duly sworn, says that s/he is the Senior Vice President of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and s/he acknowledged that the execution of the said instrument was ~~her or~~ his free act and deed.



Sheri Clarke Grether
NOTARY PUBLIC
My commission expires: October 14, 2017

STATE OF Texas)
) ss.
COUNTY OF Bexar)

On this 6 day of October, 2014, before me personally appeared Keith Casey, to me personally known, who being by me duly sworn, says that s/he is the Executive Vice President of Tesoro Refining & Marketing Company LLC and that the foregoing instrument was signed on behalf of said company, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.



Frances A. Wythe
NOTARY PUBLIC
My commission expires: 1-11-2017

RAIL EQUIPMENT LIST

GBRX 701360 through GBRX 701409, inclusive

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: February 12, 2015

Edward M Luria

Edward M. Luria