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July 28, 2014

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

Dear Section Chief:

Enclosed for recording with the Surface Transportation Board are one original and one counterpart of the document described below to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code:

Memorandum of Amendment #1 to Railroad Equipment Lease
(Lease Extension) dated as of 11/1/12

Lessor: Wells Fargo Equipment Finance, Inc. DBA
Midwest Railcar Capital Equipment Company
733 Marquette Avenue
Minneapolis, MN 55402

Lessee: Marathon Petroleum Company LP
539 South Main Street
Findlay, OH 45840

Equipment: 19, Open-top Hoppers
MRMX 140068-140086
Previously JTSX 300230-300333 NI

Please record this agreement as a secondary document to STB Recordation #26676.
The filing fee of \$44 is enclosed. Thank you.

Sincerely,



Mary Ann Oster
Research Consultant

**WELLS FARGO EQUIPMENT FINANCE, INC. D/B/A
MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY**

**MEMORANDUM OF AMENDMENT #1 TO RAILROAD EQUIPMENT LEASE
(LEASE EXTENSION)**

between

**WELLS FARGO EQUIPMENT FINANCE, INC. D/B/A
MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY**

as Lessor

and

**MARATHON PETROLEUM COMPANY LP
(as successor by conversion of Marathon Petroleum Company LLC)**

as Lessee

MEMORANDUM OF AMENDMENT #1 TO RAILROAD EQUIPMENT LEASE (LEASE EXTENSION)

THIS MEMORANDUM OF AMENDMENT #1 TO RAILROAD EQUIPMENT LEASE (LEASE EXTENSION) (this "Memorandum") is effective as of November 1, 2012, by and between WELLS FARGO EQUIPMENT FINANCE, INC. D/B/A MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY, a Minnesota Corporation ("Lessor"), and MARATHON PETROLEUM COMPANY LP, as successor by conversion of Marathon Petroleum Company LLC ("Lessee"), with reference to the following:

1. Lessor, as assignee of The David J. Joseph Company and Lessee have agreed to extend that certain Railroad Equipment Lease dated November 6, 2006 (the "Lease") with respect to the nineteen (19) railcars as described on Exhibit A attached hereto and made a part hereof, upon terms more particularly described in that certain Amendment #1 to Railroad Equipment Lease dated as of October 29, 2012 (the "Lease Extension").
2. The Lease Extension shall be effective as of the execution date thereof and the term of the Lease with respect to each railcar shall be as set forth in the Lease Extension.
3. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Amendment #1 to Railroad Equipment Lease (Lease Extension) to be executed as of the date first above written.

WELLS FARGO EQUIPMENT FINANCE, INC. D/B/A
MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY
Lessor

By: Jacqueline P. McCaw

Printed Name: Jacqueline P. McCaw
Vice President

Title: Loan Administration Manager

Date: July 25, 2014

MARATHON PETROLEUM COMPANY LP
Lessee

By: Lisa D. Wilson

Printed Name: Lisa D. Wilson

Title: Director, Financial Services
Insurance

Date: July 22, 2014



EXHIBIT A
DESCRIPTION OF RAILCARS

Nineteen (19) 1993 Trinity built, aluminum open top hopper railcars with the following reporting marks and numbers:

<u>Previous Car Mark & Number</u>	<u>New Car Mark & Number</u>
JTSX 300230	MRMX 140068
JTSX 300237	MRMX 140069
JTSX 300243	MRMX 140070
JTSX 300250	MRMX 140071
JTSX 300271	MRMX 140072
JTSX 300274	MRMX 140073
JTSX 300278	MRMX 140074
JTSX 300283	MRMX 140075
JTSX 300287	MRMX 140076
JTSX 300291	MRMX 140077
JTSX 300293	MRMX 140078
JTSX 300296	MRMX 140079
JTSX 300299	MRMX 140080
JTSX 300302	MRMX 140081
JTSX 300309	MRMX 140082
JTSX 300320	MRMX 140083
JTSX 300327	MRMX 140084
JTSX 300331	MRMX 140085
JTSX 300333	MRMX 140086

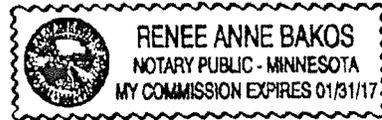
STATE OF Minnesota, COUNTY OF Hennepin, TO WIT:

On this 25th day of July, 2014 before me appeared Jacqueline McCaw to me personally known, who being by me duly sworn, says that he is the VP of WELLS FARGO EQUIPMENT FINANCE, INC. D/B/A MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY, and that said instrument was signed on July 25, 2014 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

Renee Anne Bakos
Notary Public

My commission expires: 1/31/17



STATE OF Ohio, COUNTY OF Lucas, TO WIT:

On this 22 day of July, 2014 before me appeared, Lisa D. Wilson, to me personally known, who being by me duly sworn, says that he is a Director of MARATHON PETROLEUM COMPANY LP, a Delaware limited partnership, that said instrument was signed and sealed on July 22, 2014 on behalf of said limited partnership by authority of its governing documents, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said entity.

[Notarial Seal]

Trisha Kalb
Notary Public

My commission expires:

TRISHA KALB
NOTARY PUBLIC, STATE OF OHIO
My Commission Expires 10/14/2018