

ALVORD AND ALVORD PLLC

ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036

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

PHONE: (202) 393-2266
FAX: 1-855-600-2836
E-MAIL: alvord@alvordlaw.com
WEBSITE: www.alvordlaw.com

August 24, 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 Memorandum of Lease Agreement, dated as of August 24, 2015, 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:	JPMorgan Chase Bank, N.A. 1111 Polaris Parkway, Suite A3 Columbus, Ohio 43240
Lessee:	Statoil Marketing & Trading (US) Inc. 120 Long Ridge Road, Suite 3EO1 Stamford, CT 06902

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

100 railcars within the series STAX 20559 – STAX 21265 as more particularly set forth on the attachment to the document.

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

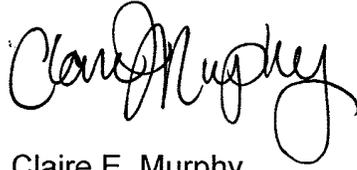
Memorandum of Lease Agreement.

Section Chief
August 24, 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,

A handwritten signature in black ink, appearing to read "Claire E. Murphy". The signature is written in a cursive style with a large, looping "M".

Claire E. Murphy

CEM
Enclosures

EXECUTION VERSION

MEMORANDUM OF LEASE AGREEMENT

dated as of August 24, 2015

between

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

and

JPMORGAN CHASE BANK, N.A.
as Lessor

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of August 24, 2015, by and between JPMORGAN CHASE BANK, N.A. ("Lessor") and STATOIL MARKETING & TRADING (US) INC. ("Lessee"), with reference to the following:

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 August 24, 2015, executed pursuant to and incorporating the terms of that certain Lease Agreement dated as of July 24, 2015, (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.

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]

STATOIL MARKETING & TRADING (US) INC.

By: _____
Name: Jan Rune Schøpp
Title: President

STATE OF Connecticut
COUNTY OF Fairfield) ss. Fairfield

On this 21st day of August, 2015, before me appeared Jan Rune Schøpp the person who signed this instrument, who acknowledged that (s)he is the President of Statoil Marketing & Trading (US) Inc. and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

Barbara M. Hicks
Notary Public

My commission expires:

BARBARA M HICKS
NOTARY PUBLIC
CONNECTICUT
MY COMMISSION EXPIRES 03/31/2020

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

**DESCRIPTION OF RAILCARS AND REPORTING MARKS
100 28Mg coiled and insulated tank cars**

STAX	20559
STAX	20651
STAX	20652
STAX	20653
STAX	20655
STAX	20656
STAX	20657
STAX	20658
STAX	20661
STAX	20662
STAX	20663
STAX	20672
STAX	20674
STAX	20682
STAX	20687
STAX	21157
STAX	21158
STAX	21160
STAX	21170
STAX	21172
STAX	21174
STAX	21180
STAX	21182
STAX	21183
STAX	21185
STAX	21187
STAX	21188
STAX	21189
STAX	21190
STAX	21192
STAX	21193
STAX	21195
STAX	21196
STAX	21199
STAX	21200
STAX	21201

STAX	21202
STAX	21203
STAX	21204
STAX	21205
STAX	21206
STAX	21207
STAX	21208
STAX	21209
STAX	21210
STAX	21211
STAX	21212
STAX	21213
STAX	21214
STAX	21215
STAX	21216
STAX	21217
STAX	21218
STAX	21219
STAX	21220
STAX	21221
STAX	21222
STAX	21223
STAX	21224
STAX	21225
STAX	21226
STAX	21227
STAX	21228
STAX	21229
STAX	21230
STAX	21231
STAX	21232
STAX	21233
STAX	21234
STAX	21235
STAX	21236
STAX	21237
STAX	21238
STAX	21239
STAX	21240
STAX	21241
STAX	21242
STAX	21243
STAX	21244

STAX	21245
STAX	21246
STAX	21247
STAX	21248
STAX	21249
STAX	21250
STAX	21251
STAX	21252
STAX	21253
STAX	21254
STAX	21255
STAX	21256
STAX	21257
STAX	21258
STAX	21259
STAX	21260
STAX	21261
STAX	21262
STAX	21263
STAX	21264
STAX	21265

CERTIFICATION

I, Claire E. Murphy, an attorney licensed to practice in the State of New Jersey, 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: August 24, 2015



Claire E. Murphy