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April 27, 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 Agreement, dated as of April 27, 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: Banc of America Leasing & Capital, LLC
555 California Street, 4th Floor
San Francisco, CA 94104

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:

91 tank railcars within the series STAX 20112 – STAX 20300 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
April 27, 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 AGREEMENT

dated as of April 27, 2015

between

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

and

BANC OF AMERICA LEASING & CAPITAL, LLC
as Lessor

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of April 27, 2015, by and between BANC OF AMERICA LEASING & CAPITAL, LLC ("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. 3 dated as of April 27, 2015, executed pursuant to and incorporating the terms of that certain Lease Agreement dated as of February 3, 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]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

BANC OF AMERICA LEASING & CAPITAL, LLC

Terri J. Preston

By: _____

Name: _____

Title: **Terri J. Preston**

Vice President

STATE OF Maryland)
) ss.
COUNTY OF Baltimore)

On this 16 day of April, 2015, before me appeared Terri J. Preston the person who signed this instrument, who acknowledged that (s)he is the Vice President of Banc of America Leasing & Capital, LLC and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said limited liability company.

[Seal]

Arlene Sobieck

Notary Public

My commission expires:

8/1, 18



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

DESCRIPTION OF RAILCARS AND REPORTING MARKS

91 28Mg coiled and insulated tank cars

STAX	20112
STAX	20117
STAX	20121
STAX	20122
STAX	20125
STAX	20133
STAX	20134
STAX	20144
STAX	20155
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STAX	20299
STAX	20300

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: April 27, 2015

Edward M. Luria

Edward M. Luria