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July 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 a Memorandum of Lease Agreement, dated as of July 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:

116 28 Mg coiled and insulated tank cars within the series STAX 20456 – STAX 20650 and STAX 21156 – STAX 21198 as more particularly set forth on the attachment to the document.

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

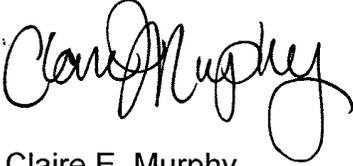
Memorandum of Lease Agreement.

Section Chief
July 24, 2015
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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 July 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 July 24, 2015, by and between JPMORGAN CHASE BANK, N.A. ("Lessor") and STATOIL MARKETING & TRADING (US) INC. ("Lessee"), with reference to the following:

1. 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. 1 dated as of July 21, 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.

2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.

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]

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

DESCRIPTION OF RAILCARS AND REPORTING MARKS
116 28Mg coiled and insulated tank cars

STAX	20456
STAX	20458
STAX	20459
STAX	20463
STAX	20479
STAX	20486
STAX	20490
STAX	20502
STAX	20508
STAX	20520
STAX	20527
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STAX	21194
STAX	21197
STAX	21198

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: July 24, 2015



Claire E. Murphy