

0100608012

LAW OFFICES

ROSS & HARDIES

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

150 NORTH MICHIGAN AVENUE
CHICAGO, ILLINOIS 60601-7567

312-558-1000

TELECOPIER
312-750-8600

19375

PARK AVENUE TOWER
65 EAST 55TH STREET
NEW YORK, NEW YORK 10022-3219
212-421-5555

580 HOWARD AVENUE
SOMERSET, NEW JERSEY 08873
908-563-2700

888 SIXTEENTH STREET, N.W.
WASHINGTON, D.C. 20006-4103
202-296-8600

WRITER'S DIRECT LINE
(312) 750-5708

April 26, 1995

VIA FEDERAL EXPRESS

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
12th Street and Constitution Avenues
Washington, D.C. 20423

Attention: Janice Fort, Room 2311

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 48 U.S.C. Section 11303(a) are three original executed copies and one photostatic copy of a Memorandum of Lease Agreement, dated as of November 1, 1994, a primary document as defined in the Commissioner's Rules for the Recordation of Documents. The Memorandum of Lease is with respect to that certain Railcar Net Leasing Agreement, dated as of November 1, 1994 and Rider 1 thereto, dated as of November 1, 1994, between Citicorp Railmark, Inc. and Marathon Oil Company.

The names and addresses of the parties to the enclosed Memorandum of Lease Agreement are:

Lessor: Citicorp Railmark, Inc.
450 Mamaroneck Avenue
Harrison, New York 10528

Lessee: Marathon Oil Company
5555 San Felipe
Houston, Texas 77056-2725

LIBRARY
APR 27 10 00 AM '95

Mr. Vernon A. Williams
April 26, 1995
Page 2

A description of the railroad equipment covered by the enclosed document is set forth in the Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$21.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return two stamped original copies, the stamped photostatic copy of the enclosed document and the stamped photostatic copy of this letter to Susan F. Lifvendahl at Ross & Hardies, 150 North Michigan Avenue, Suite 2500, Chicago, Illinois 60601.

Following is a short summary of the enclosed document:

Document to be Recorded

Memorandum of Lease Agreement, dated as of November 1, 1994 between Citicorp Railmark, Inc., Lessor, and Marathon Oil Company, Lessee, with respect to that certain Railcar Net Leasing Agreement, dated as of November 1, 1994 and Rider 1 thereto, dated as of November 1, 1994, covering 65 100-ton open top hopper cars.

Very truly yours,


Susan F. Lifvendahl

SFL:ej
w/encl.

cc: Robert W. Kleinman
Susan G. Lichtenfeld



Interstate Commerce Commission
Washington, D.C. 20423-0001

4/27/95

Office Of The Secretary

Susan F. Bifvendahl
Ross S. Hardies
150 North Michigan Avenue
Chicago, Illinois 60601-7567

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/27/95 at 10:10AM, and assigned recordation number(s). 19375.

Sincerely yours,

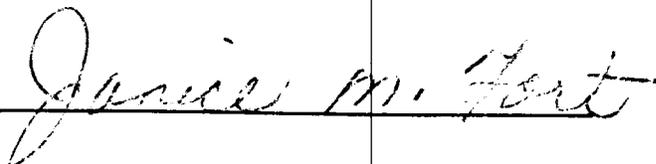

Vernon A. Williams
Secretary

Enclosure(s)

(0100608012)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



MEMORANDUM OF LEASE AGREEMENT

This Memorandum of Lease Agreement is made and entered into as of November 1, 1994, by and between Citicorp Railmark, Inc., (hereinafter referred to as "Lessor") and Marathon Oil Company (hereinafter referred to as "Lessee"), respecting that certain Railcar Net Leasing Agreement dated as of November 1, 1994 (the "Lease") and Rider 1 thereto ("Rider 1") dated as of November 1, 1994 between Lessor and Lessee.

Pursuant to the provisions of the Lease and Rider 1, Lessor and Lessee hereby acknowledge and affirm that:

1. For good and valuable consideration, Lessor is leasing to Lessee and Lessee is leasing from Lessor the open top hopper cars described on Schedule A hereto (the "Railcars"). The Railcars bear the railroad reporting marks set forth on Schedule A hereto.

2. The term of the Lease for any Railcar under the Lease and Rider 1 shall commence on November 5, 1994 and shall terminate November 4, 1997, provided that the Lease may be sooner terminated as provided therein.

3. Lessor and Lessee further acknowledge and affirm that this Memorandum of Lease Agreement is not a summary of either the Lease or Rider 1 nor a complete recitation of the terms and provisions thereof. Accordingly, Lessor and Lessee hereby agree that in the event of a conflict between this Memorandum of Lease Agreement and the provisions of the Lease or Rider 1, the provisions of the Lease or Rider 1, as the case may be, shall control.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Memorandum of Lease Agreement to be duly executed in its corporate name by its officers, thereunto duly authorized, all as of the date first above written and each of the undersigned signatories declares pursuant to 28 U.S.C. § 1746 under penalty of perjury under the laws of the United States of America that the foregoing is a true

and correct document and was executed and delivered as of the date first above written.

CITICORP RAILMARK, INC.

By: Bradford Holley
Name: BRADFORD HOLLEY
Title: VICE PRESIDENT

MARATHON OIL COMPANY

By: P. P. Lawson
Name: P. P. LAWSON
Title: ACTING MANAGER, LPG ACQUISITION & SUPPLY



Checked By
CMR
CMR

STATE OF NEW YORK)
)
COUNTY OF WESTCHESTER)

On this 24 day of ~~March~~ ^{April}, 1995, before me personally appeared BRADFORD HOLLEY, to me personally known who, being by me duly sworn, says that he is VICE PRESIDENT of CITICORP RAILMARK, INC., that one of the seals affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledge that the execution of the foregoing instrument was the free act and deed of said corporation.



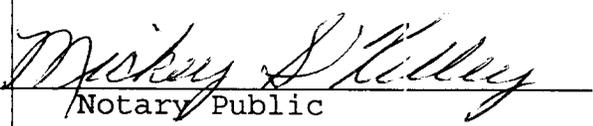
NOTARY PUBLIC
Notary Public, State of New York
No. 4690571
Qualified in Westchester County
Commission Expires November 30, 1995

[Notary Seal]

My Commission Expires

STATE OF TEXAS)
)
COUNTY OF HARRIS)

On this 19 day of March, 1995, before me personally appeared P. P. Lawson, to me personally known who, being by me duly sworn, says that he is MANAGER LPC of MARATHON OIL COMPANY; that one of the seals affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledge that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

[Notary Seal]

My Commission Expires

12/12/95

SCHEDULE A

65 100-Ton Open Top Hopper Cars

Existing Car Marks and Numbers

CSXT 358000 - CSXT 358017, Inclusive
CSXT 358019
CSXT 358021 - CSXT 358039, Inclusive
CSXT 358041 - CSXT 358057, Inclusive
CSXT 358059 - CSXT 358068, Inclusive

New Car Marks and Numbers

WCTR 358000 - WCTR 358017, Inclusive
WCTR 358019
WCTR 358021 - WCTR 358039, Inclusive
WCTR 358041 - WCTR 358057, Inclusive
WCTR 358059 - WCTR 358068, Inclusive