Sonnenschein
SONNENSCHEIN NATH & ROSENTHAL

L. John Osborn
(202) 408-6351
ljo@sonnenschein.com

1301 K Street N.W.
Suite 600, East Tower
Washington, D.C. 20005
202.408.6400
202.408.6399 fax
www.sonnenschein.com

Chicago
Kansas City
Los Angeles
New York
San Francisco
St. Louis
Washington, D.C.

RECORDATION NO. 23189 FILED

OCT 24 '00 3-42 PM

SURFACE TRANSPORTATION BOARD

October 23, 2000

By Hand
Hon. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W., Room 714
Washington, D.C. 20423-0001

Dear Secretary Williams:

Enclosed for recordation, pursuant to the provisions of 49 U.S.C. §11301(a) and 49 C.F.R. Part 1177, are two (2) originals of a Memorandum of Lease and Assignment of Lease, dated as of September 29, 2000, which should be recorded as a *primary* document.

The names of the parties to the transaction reflected in the enclosed (and certain related) documents are:

Lessor/Assignor:	TRINITY INDUSTRIES LEASING COMPANY, a corporation organized under the laws of the state of Delaware
Lessor/Assignee:	THE CIT GROUP/EQUIPMENT FINANCING, INC., a corporation organized under the state of New York
Lessee:	MARATHON ASHLAND PETROLEUM, LLC., a limited liability company organized under the laws of the state of Delaware

We request that the enclosed primary document be indexed under *each* of the above-listed names.

A description of the railroad equipment covered by the enclosed document (the "Equipment") is as follows:

Number of Cars	Type	Identifying Marks
22	25.6KG DOT 111A100W1 tank cars	TILX 250111 – 250132

A brief description of the transaction reflected in the enclosed document is as follows:

> Pursuant to a Purchase and Sale Agreement dated as of September 29, 2000 between Lessor/Assignor and Lessor/Assignee, Lessor/Assignee has acquired all of Lessor/Assignor's right, title and interest in, to or arising from the Equipment, including (by assignment) that certain Railroad Car Lease Agreement dated as of April 1, 1993 (the "Lease") between Lessor/Assignor and Lessee.

Also enclosed is a check in the amount of $26.00, payable to the order of the Surface Transportation Board, which covers the required recordation fee. Kindly return one stamped copy of the enclosed document to the undersigned.

Sincerely yours,

L. John Osborn

Enclosures

RECORDATION NO. 23189 FILED

OCT 24 '00 3-42 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AND ASSIGNMENT OF LEASE

This MEMORANDUM OF LEASE AND ASSIGNMENT OF LEASE, dated as of September 29, 2000, is made by TRINITY INDUSTRIES LEASING COMPANY, a corporation organized under the laws of the state of Delaware (the "Lessor/Assignor"), and by THE CIT GROUP/EQUIPMENT FINANCING, INC., a corporation organized under the state of New York (the "Lessor/Assignee"), and relates to that certain Railroad Car Lease Agreement dated as of April 1, 1993 (the "Lease") between Lessor/Assignor and MARATHON ASHLAND PETROLEUM, LLC., a limited liability company organized under the laws of the state of Delaware (the "Lessee").

WHEREAS, Lessor/Assignor and Lessee (or its predecessor Ashland Oil, Inc.) have entered into the Lease, including Rider No. 10 dated April 18, 1997 and the Assignment dated December 15, 1997 between Lessor/Assignor and Ashland Oil, Inc., under which Lessor/Assignor has leased to Lessee the following railroad equipment (the "Equipment"):

Number of Cars	Type	Identifying Marks
22	25.6KG DOT 111A100W1 tank cars	TILX 250111 – 250132

and

WHEREAS, pursuant to that certain Purchase and Sale Agreement dated as of September 29, 2000 between Lessor/Assignor and Lessor/Assignee, Lessor/Assignee has acquired all of Lessor/Assignor's right, title and interest in, to or arising from the Equipment, including the Lease; and

WHEREAS, the parties desire to provide notice of the Lease and of the assignment of the Lease by Lessor/Assignor to Lessor/Assignee; and

WHEREAS, this Memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such Memorandum.

IN WITNESS WHEREOF, each of the undersigned pursuant to due corporate authority has caused this Memorandum of Lease and Assignment of Lease to be executed in its respective corporate name by an officer duly authorized, and hereby declares pursuant to 28 U.S.C. § 1746 under penalty of perjury that this Memorandum is a true and correct document and was executed as of the date herein first set forth above.

TRINITY INDUSTRIES LEASING COMPANY

By:_____
John Nussrallah
President

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By:_____

Name: STEPHEN Z SEREPCA

Title: SR VP

CORPORATE FORM OF ACKNOWLEDGEMENT

State of Texas)
) SS:
County of Dallas)

On this 3RD day of October, 2000, before me personally appeared John Nussrallah to me personally known, who being by me duly sworn, says that he is the President of TRINITY INDUSTRIES LEASING COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Judie Owens
Signature of Notary Public

My commission expires 04-07-01

Seal

CORPORATE FORM OF ACKNOWLEDGEMENT

State of New York)
) SS:
County of New York)

On this 12 day of October, 2000, before me personally appeared Stephen Z. Serepca to me personally known, who being by me duly sworn, says that he/she is the Sr. Vice President of THE CIT GROUP/EQUIPMENT FINANCING, INC., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Signature of Notary Public

My commission expires May 29, 2002

Seal

ELSA RODRIGUEZ
Notary Public, State of New York
No. 4967228
Qualified in Nassau County
Certificate filed in New York County
Commission Expires May 29, ~~19~~ 2002