



Joseph Transportation Services, Inc.
a subsidiary of Joseph Transportation

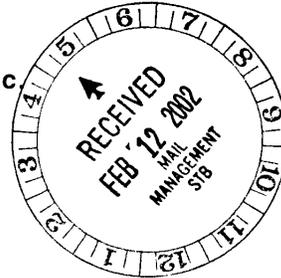
February 11, 2002

Ms. Taledia Stokes
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

MEMORANDUM NO. **23881**

FEB 27 '02 11-30 AM

TS
SURFACE TRANSPORTATION BOARD



Dear Ms. Stokes:

Please find enclosed, one (1) original and one (1) copy of the Memorandum of Railroad Equipment Lease Agreement dated as of January 23, 2002 between the following parties:

Lessee: Marathon Ashland Petroleum, LLC
539 South Main Street
Findlay, OH 45840

Lessor: Joseph Transportation Services, Inc.
300 Pike Street
Cincinnati, OH 45202

Please see Exhibit A attached hereto for the equipment, (110) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Railroad Equipment Lease Agreement dated January 23, 2002 related to one hundred ten (110) railcars bearing reporting marks JTSX 300115-300224, inclusive.

Please file this agreement as a primary document. The filing fees in the amount of \$28.00 is included on the enclosed check number 18138. Please return the original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 929-4500 ext. 4239.

Sincerely,

Joseph Transportation Services, Inc.

Julie M. Woodard
Documentation Coordinator

Enclosures

**MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT**

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 23rd day of January, 2002, is intended to evidence the lease dated as of January 23, 2002 (the "Lease"), between **JOSEPH TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Lessor"), and **MARATHON ASHLAND PETROLEUM, LLC**, a Delaware limited liability company ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the one hundred ten (110) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due company authority, has executed this Memorandum of Lease on the date indicated below its signature.

**JOSEPH TRANSPORTATION
SERVICES, INC.**

By: *Paul G. Jantsch*

Name: Paul G. Jantsch

Title: President

Date: January 23, 2002

MARATHON ASHLAND PETROLEUM, LLC

By: *R. R. Young*

Name: R. R. Young

Title: Treasurer

Date: 1-29-02



RECORDATION NO. 23881 FILED

FEB 27 '02 11-31 AM

SURFACE TRANSPORTATION BOARD

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 23rd day of January, 2002, by Paul G. Jantsch, the President of Joseph Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.

My Commission expires:

February 20, 2006

Barbara A. Brzezicki
Notary Public



BARBARA A. BRZEZICKI
Notary Public, State of Ohio
My Commission Expires
February 20, 2006

STATE OF OHIO)
) SS:
COUNTY OF HANCOCK)

The foregoing instrument was acknowledged before me this 29th day of January, 2002, by R. R. Young, the Treasurer of Marathon Ashland Petroleum, LLC, a Delaware limited liability company, on behalf of the company.

Paula M. Leonard
Notary Public

My Commission expires:

PAULA M. LEONARD
NOTARY PUBLIC, STATE OF OHIO
~~MY COMMISSION EXPIRES JULY 3, 2006~~

EXHIBIT A

To the Memorandum of Lease dated January 23, 2002, between Joseph Transportation Services, Inc. and Marathon Ashland Petroleum, LLC.

DESCRIPTION OF UNITS

One hundred ten (110) railcars bearing reporting marks as follows:

JTSX 300115-300224, inclusive.

CERTIFICATE

The undersigned, Julie M. Woodard, notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copies of the documents attached hereto have been compared with the originals and that the undersigned has found the copies to be complete and identical in all respects to the original documents.

Julie M. Woodard
Notary Public



JULIE M. WOODARD
Notary Public, State of Ohio
My Commission Expires Sept. 24, 2002