



CORPORATION SERVICE COMPANY

December 9, 2003

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423

RECORDATION NO. 24730 FILED

DEC 10 '03 11-34 AM

SURFACE TRANSPORTATION BOARD

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Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of September 22, 2003 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, New York, NY 10036

Lessee: **TESORO REFINING AND MARKETING COMPANY**
300 Concord Plaza Drive, San Antonio, TX 78216-6999

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

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **TESORO REFINING AND MARKETING COMPANY** covering 100 tank cars with reporting marks and numbers — DBUX 340012 – DBUX340249, NOT INCLUSIVE.

Please file this memorandum as a PRIMARY document and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars (\$30.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,


Sherry Lewey
Research/Development Coordinator

Corporation Service Company – 801 Adlai Stevenson Drive; Springfield, IL 62703-4261

Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 22nd day of SEPT., 2003, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and TESORO REFINING AND MARKETING COMPANY, a DELAWARE corporation, with an address at 300 Concord Plaza Drive, San Antonio, TX 78216-6999 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of SEPT. 22, 2003 covering the equipment listed on Schedule A hereto (the "Equipment").

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph J. Mankowski
Name: Joseph Mankowski
Title: Senior Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Risk Management Committee and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

TESORO REFINING AND MARKETING COMPANY

By: David L. Neerwin
Name: David L. Neerwin
Title: RAIL MGR. SPECIALIST

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Schedule A

Number of Cars			Equipment Description		
100		Pressure Tank Car 112J400			
1	DBUX	340012	53	DBUX	340105
2	DBUX	340013	54	DBUX	340107
3	DBUX	340016	55	DBUX	340108
4	DBUX	340017	56	DBUX	340109
5	DBUX	340018	57	DBUX	340110
6	DBUX	340020	58	DBUX	340111
7	DBUX	340025	59	DBUX	340113
8	DBUX	340027	60	DBUX	340114
9	DBUX	340030	61	DBUX	340115
10	DBUX	340035	62	DBUX	340116
11	DBUX	340036	63	DBUX	340117
12	DBUX	340039	64	DBUX	340122
13	DBUX	340044	65	DBUX	340125
14	DBUX	340046	66	DBUX	340126
15	DBUX	340047	67	DBUX	340127
16	DBUX	340049	68	DBUX	340128
17	DBUX	340051	69	DBUX	340129
18	DBUX	340052	70	DBUX	340131
19	DBUX	340055	71	DBUX	340132
20	DBUX	340056	72	DBUX	340133
21	DBUX	340057	73	DBUX	340135
22	DBUX	340058	74	DBUX	340146
23	DBUX	340059	75	DBUX	340149
24	DBUX	340060	76	DBUX	340150
25	DBUX	340062	77	DBUX	340151
26	DBUX	340064	78	DBUX	340154
27	DBUX	340065	79	DBUX	340156
28	DBUX	340066	80	DBUX	340158
29	DBUX	340067	81	DBUX	340159
30	DBUX	340069	82	DBUX	340164
31	DBUX	340070	83	DBUX	340187
32	DBUX	340074	84	DBUX	340209
33	DBUX	340075	85	DBUX	340212
34	DBUX	340076	86	DBUX	340214
35	DBUX	340077	87	DBUX	340215
36	DBUX	340079	88	DBUX	340216
37	DBUX	340080	89	DBUX	340227
38	DBUX	340082	90	DBUX	340228
39	DBUX	340083	91	DBUX	340229
40	DBUX	340084	92	DBUX	340231
41	DBUX	340086	93	DBUX	340234
42	DBUX	340087	94	DBUX	340240
43	DBUX	340088	95	DBUX	340241
44	DBUX	340092	96	DBUX	340242
45	DBUX	340093	97	DBUX	340243
46	DBUX	340095	98	DBUX	340245
47	DBUX	340098	99	DBUX	340248
48	DBUX	340099	100	DBUX	340249
49	DBUX	340100			
50	DBUX	340101			
51	DBUX	340103			
52	DBUX	340104			