



The David J. Joseph Company

August 10, 2004

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0006

RECORDATION NO. 25134 FILED
AUG 11 '04 11-06 AM
SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Please find enclosed, two (2) originals of the Memorandum of Railroad Equipment Lease Agreement dated as of April 5, 2004 between the following parties:

Lessee:	Marathon Ashland Petroleum., LLC 539 South Main Street Findlay, OH 45840
Lessor:	The David J. Joseph Company 300 Pike Street Cincinnati, OH 45202

Please see Exhibit A attached hereto for the equipment, seventy (70) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Railroad Equipment Lease Agreement dated April 5, 2004 related to seventy (70) railcars bearing reporting marks JTSX 300225 – 300336, sporadic and JTSX 300432.

Please file this agreement as a primary document. The amount of \$30.00 is included on the enclosed check for the filing fees for this document. Please return a stamped original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6062.

Sincerely,

The David J. Joseph Company

Julie M. Woodard
Documentation Coordinator

Enclosures

RECORDATION NO. 25134 FILED

MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT

AUG 11 '04 11-06 AM

SURFACE TRANSPORTATION BOARD

This MEMORANDUM OF RAILROAD EQUIPMENT LEASE ("Memorandum of Lease") entered into this 28th day of July 2004, is intended to evidence the lease dated as of April 5, 2004 (the "Lease"), between THE DAVID J. JOSEPH COMPANY, a Delaware corporation ("Lessor"), and MARATHON ASHLAND PETROLEUM LLC, a Delaware corporation ("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 seventy (70) 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 corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

THE DAVID J. JOSEPH COMPANY

MARATHON ASHLAND PETROLEUM LLC

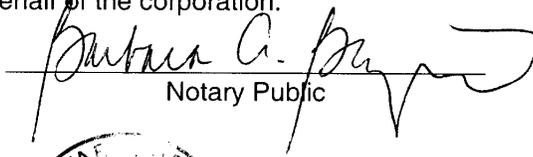
By: Linda M. Baughman
Name: Linda M. Baughman
Title: Assistant Corporate Secretary
Date: July 28, 2004

By: R. R. Young
Name: R. R. YOUNG
Title: TREASURER
Date: JUL 30 2004



STATE OF OHIO)
)
COUNTY OF HAMILTON) SS:

The foregoing instrument was acknowledged before me this 28th day of July, 2004, by Linda M. Baughman, the Assistant Corporate Secretary of The David J. Joseph Company, a Delaware corporation, on behalf of the corporation.


Notary Public

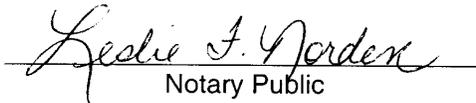
My Commission expires:
February 20, 2006



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

STATE OF OHIO)
)
COUNTY OF HANCOCK) SS:

The foregoing instrument was acknowledged before me this 30th day of JULY, 2004, by R. R. YOUNG, the TREASURER of **MARATHON ASHLAND PETROLEUM LLC**, a Delaware corporation, on behalf of the corporation.


Notary Public

My Commission expires:

Leslie F. Norden
Notary Public, State of Ohio
My Commission Expires 5-4-09

EXHIBIT A

To the Memorandum of Lease dated July 28, 2004, between The David J. Joseph Company and Marathon Ashland Petroleum LLC.

DESCRIPTION OF UNITS

Seventy (70) railcars bearing reporting marks as follows:

JTSX	300225
JTSX	300226
JTSX	300228
JTSX	300229
JTSX	300231
JTSX	300232
JTSX	300233
JTSX	300234
JTSX	300236
JTSX	300238
JTSX	300239
JTSX	300240
JTSX	300241
JTSX	300242
JTSX	300244
JTSX	300246
JTSX	300247
JTSX	300248
JTSX	300249
JTSX	300251
JTSX	300252
JTSX	300254
JTSX	300255
JTSX	300256
JTSX	300258
JTSX	300259
JTSX	300261
JTSX	300262
JTSX	300263
JTSX	300264
JTSX	300266
JTSX	300267
JTSX	300268
JTSX	300269
JTSX	300272
JTSX	300277
JTSX	300279
JTSX	300284
JTSX	300285
JTSX	300286

JTSX	300288
JTSX	300290
JTSX	300292
JTSX	300295
JTSX	300298
JTSX	300300
JTSX	300301
JTSX	300303
JTSX	300304
JTSX	300305
JTSX	300307
JTSX	300308
JTSX	300310
JTSX	300311
JTSX	300312
JTSX	300313
JTSX	300314
JTSX	300315
JTSX	300316
JTSX	300318
JTSX	300322
JTSX	300323
JTSX	300324
JTSX	300325
JTSX	300326
JTSX	300328
JTSX	300329
JTSX	300330
JTSX	300336
JTSX	300432