



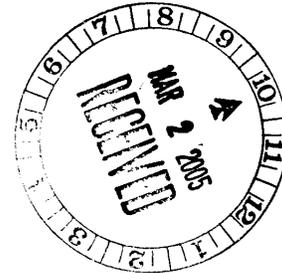
CORPORATION SERVICE COMPANY  
March 1, 2005

Barbara Saddler  
Surface Transportation Board  
Recordation Office  
1925 K Street, N.W., Suite 70  
Washington D.C. 20423  
(202) 565-1656  
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[Barbara.Saddler@stb.dot.gov](mailto:Barbara.Saddler@stb.dot.gov)

RECORDATION NO. 24730-A FILED

MAR 02 '05 11:46 AM

SURFACE TRANSPORTATION BOARD



RE: 141965-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of August 30, 2004 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING, INC.**  
1211 Avenue of the Americas, 20<sup>th</sup> Floor New York, NY 10036

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

**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 151 tank cars with reporting marks and numbers –DBUX 340250 – DBUX 340430 - NOT INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation # 24730 dated 12/10/03 and return one (1) stamped original to my attention. A check covering the filing fee of thirty-two dollars (\$32.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

April O'Shea  
Motor Vehicle Specialist  
Corporation Service Company  
801 Adlai Stevenson Drive  
Springfield, IL 62703  
(800) 995-5071 ext. 3813

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 30<sup>TH</sup> day of AUGUST, 2004, 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 September 22, 2003 covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on December 10, 2003 and given Recordation Number 24730.

WHEREAS, the Parties have entered in to an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set for the in **Schedule A** hereto, 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.

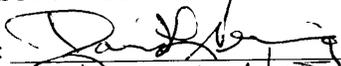
I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that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

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By:   
Name: Richard Latini  
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:   
Name: DAVID L. NEATOW  
Title: RAIL MGT. SPECIALIST

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SURFACE TRANSPORTATION BOARD

# Schedule A

Number of Cars			Equipment Description					
151			33,600 gallon capacity pressure tank car, 112J34OW					
1	DBUX	340250	53	DBUX	340302	105	DBUX	340354
2	DBUX	340251	54	DBUX	340303	106	DBUX	340355
3	DBUX	340252	55	DBUX	340304	107	DBUX	340356
4	DBUX	340253	56	DBUX	340305	108	DBUX	340357
5	DBUX	340254	57	DBUX	340306	109	DBUX	340358
6	DBUX	340255	58	DBUX	340307	110	DBUX	340359
7	DBUX	340256	59	DBUX	340308	111	DBUX	340360
8	DBUX	340257	60	DBUX	340309	112	DBUX	340361
9	DBUX	340258	61	DBUX	340310	113	DBUX	340362
10	DBUX	340259	62	DBUX	340311	114	DBUX	340363
11	DBUX	340260	63	DBUX	340312	115	DBUX	340364
12	DBUX	340261	64	DBUX	340313	116	DBUX	340365
13	DBUX	340262	65	DBUX	340314	117	DBUX	340366
14	DBUX	340263	66	DBUX	340315	118	DBUX	340367
15	DBUX	340264	67	DBUX	340316	119	DBUX	340368
16	DBUX	340265	68	DBUX	340317	120	DBUX	340369
17	DBUX	340266	69	DBUX	340318	121	DBUX	340370
18	DBUX	340267	70	DBUX	340319	122	DBUX	340371
19	DBUX	340268	71	DBUX	340320	123	DBUX	340372
20	DBUX	340269	72	DBUX	340321	124	DBUX	340373
21	DBUX	340270	73	DBUX	340322	125	DBUX	340374
22	DBUX	340271	74	DBUX	340323	126	DBUX	340375
23	DBUX	340272	75	DBUX	340324	127	DBUX	340376
24	DBUX	340273	76	DBUX	340325	128	DBUX	340377
25	DBUX	340274	77	DBUX	340326	129	DBUX	340378
26	DBUX	340275	78	DBUX	340327	130	DBUX	340379
27	DBUX	340276	79	DBUX	340328	131	DBUX	340380
28	DBUX	340277	80	DBUX	340329	132	DBUX	340381
29	DBUX	340278	81	DBUX	340330	133	DBUX	340382
30	DBUX	340279	82	DBUX	340331	134	DBUX	340383
31	DBUX	340280	83	DBUX	340332	135	DBUX	340384
32	DBUX	340281	84	DBUX	340333	136	DBUX	340385
33	DBUX	340282	85	DBUX	340334	137	DBUX	340386
34	DBUX	340283	86	DBUX	340335	138	DBUX	340387
35	DBUX	340284	87	DBUX	340336	139	DBUX	340388
36	DBUX	340285	88	DBUX	340337	140	DBUX	340389
37	DBUX	340286	89	DBUX	340338	141	DBUX	340390
38	DBUX	340287	90	DBUX	340339	142	DBUX	340391
39	DBUX	340288	91	DBUX	340340	143	DBUX	340393
40	DBUX	340289	92	DBUX	340341	144	DBUX	340394
41	DBUX	340290	93	DBUX	340342	145	DBUX	340395
42	DBUX	340291	94	DBUX	340343	146	DBUX	340396
43	DBUX	340292	95	DBUX	340344	147	DBUX	340397
44	DBUX	340293	96	DBUX	340345	148	DBUX	340400
45	DBUX	340294	97	DBUX	340346	149	DBUX	340403
46	DBUX	340295	98	DBUX	340347	150	DBUX	340404
47	DBUX	340296	99	DBUX	340348	151	DBUX	340430
48	DBUX	340297	100	DBUX	340349			
49	DBUX	340298	101	DBUX	340350			
50	DBUX	340299	102	DBUX	340351			
51	DBUX	340300	103	DBUX	340352			
52	DBUX	340301	104	DBUX	340353			