

ALVORD AND ALVORD SURFACE TRANSPORTATION BOARD

ATTORNEYS AT LAW

1050 SEVENTEENTH STREET, N.W.

SUITE 301

WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

December 21, 2012

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of December 20, 2012, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: JPMorgan Chase Bank, N.A.
1111 Polaris Parkway, Suite A-3
Mailcode OH1-1085
Columbus, OH 43240

Lessee: Statoil Marketing & Trading (US) Inc.
120 Long Ridge Road, Suite 3E01
Stamford, CT 06902

Section Chief
December 21, 2012
Page 2

A description of the railroad equipment covered by the enclosed document is:

113 tank cars within the series STAX 10001 – STAX 10370 as more particularly set forth in the attachment to the document.

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

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$42.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF LEASE AGREEMENT

dated as of December 20, 2012

between

STATOIL MARKETING & TRADING (US) INC.
as Lessee,

and

JPMORGAN CHASE BANK, N.A.
as Lessor

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of December 20, 2012, by and between JPMORGAN CHASE BANK, N.A. ("Lessor") and STATOIL MARKETING & TRADING (US) INC. ("Lessee"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto.

All of such railcars are more fully described in that certain Lease Supplement No. 1 dated as of December 20, 2012, executed pursuant to and incorporating the terms of that certain Lease Agreement dated as of November 14, 2012, (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.

2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

**EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT**

**DESCRIPTION OF RAILCARS AND REPORTING MARKS
113 30Mg non-coiled and non-indicated tank cars**

STAX	10001	STAX	10043	STAX	10178
STAX	10002	STAX	10044	STAX	10183
STAX	10003	STAX	10045	STAX	10184
STAX	10004	STAX	10046	STAX	10185
STAX	10005	STAX	10047	STAX	10196
STAX	10006	STAX	10048	STAX	10246
STAX	10007	STAX	10049	STAX	10247
STAX	10008	STAX	10050	STAX	10248
STAX	10009	STAX	10051	STAX	10351
STAX	10010	STAX	10052	STAX	10352
STAX	10011	STAX	10053	STAX	10353
STAX	10012	STAX	10054	STAX	10354
STAX	10013	STAX	10055	STAX	10355
STAX	10014	STAX	10056	STAX	10356
STAX	10015	STAX	10057	STAX	10357
STAX	10016	STAX	10058	STAX	10358
STAX	10017	STAX	10059	STAX	10359
STAX	10018	STAX	10060	STAX	10360
STAX	10019	STAX	10070	STAX	10361
STAX	10020	STAX	10074	STAX	10362
STAX	10021	STAX	10076	STAX	10363
STAX	10022	STAX	10082	STAX	10364
STAX	10023	STAX	10087	STAX	10365
STAX	10024	STAX	10091	STAX	10366
STAX	10025	STAX	10102	STAX	10367
STAX	10026	STAX	10109	STAX	10368
STAX	10027	STAX	10110	STAX	10369
STAX	10028	STAX	10111	STAX	10370
STAX	10029	STAX	10114	STAX	10069
STAX	10030	STAX	10128		
STAX	10031	STAX	10129		
STAX	10032	STAX	10131		
STAX	10033	STAX	10133		
STAX	10034	STAX	10136		
STAX	10035	STAX	10139		
STAX	10036	STAX	10140		

STAX	10037	STAX	10149
STAX	10038	STAX	10151
STAX	10039	STAX	10167
STAX	10040	STAX	10168
STAX	10041	STAX	10173
STAX	10042	STAX	10174

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 12/21/12

Edward M Luria
Edward M. Luria