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RECORDATION NO. 29601 FILED

JAN 03 '11 -8 00 AM

SURFACE TRANSPORTATION BOARD

January 3, 2011

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 1, 2010, 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:	The Fifth Third Leasing Company 38 Fountain Square Plaza Cincinnati, OH 45263
Lessee:	Marathon Petroleum Company LP 539 South Main Street Findlay, OH_45840

Chief
Section of Administration
January 3, 2011
Page Two

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

1 N-Viromotive 2GS-14B-R, Serial #058-0205: NREX 2010.

A short summary of the schedule to appear in the index follows.

Memorandum of Lease Agreement

Also enclosed is a check in the amount of \$41 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,

A handwritten signature in black ink, appearing to read "Alvord", followed by a horizontal line extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

RECORDATION NO. 29601 FILED

JAN 03 '11 -8 00 AM

TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

(Equipment Schedule No. 002)

Dated as of December 1, 2010

between

THE FIFTH THIRD LEASING COMPANY,
Lessor

and

MARATHON PETROLEUM COMPANY LP,
formerly known as MARATHON PETROLEUM COMPANY LLC,

Lessee

Filed with the Surface Transportation Board pursuant to
49 U.S.C. § 11301 on _____, 2010, at _____M
Recordation Number _____

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT dated as of December 1, 2010 is made by and between **MARATHON PETROLEUM COMPANY LP** a Delaware limited partnership f/k/a Marathon Petroleum Company LLC ("Lessee"), and **THE FIFTH THIRD LEASING COMPANY**, an Ohio corporation ("Lessor").

WITNESSETH

1. Pursuant to a Master Equipment Lease Agreement, dated March 27, 2008, together with Equipment Schedule - No. 2 signed by the parties August 24, 2010 and August 25, 2010, and effective December 1, 2010, (collectively, the "Lease Agreement"), Lessor has agreed to lease to Lessee, and the Lessee has agreed to lease from Lessor the equipment as set forth on Exhibit A attached hereto.

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Base Lease Term and any Renewal Terms as defined in the Lease Agreement

3. The Lease Agreement does not contain a hereafter acquired clause.

4. This Memorandum of Lease Agreement may be executed in duplicate originals and any number of counterparts and by different parties in separate counterparts, each of which shall be deemed to be an original and all of which taken together shall constitute one and the same instrument.

[Signature page follows]

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Lease Agreement to be signed by their respective authorized representatives.

Lessee:

MARATHON PETROLEUM COMPANY LP
formerly known as **MARATHON PETROLEUM COMPANY I.L.C.**

By. MPC Investment LLC, its General Partner

By: John F. Cavallero

Name: John F. Cavallero

Title: Treasurer



STATE OF Ohio)
COUNTY OF Hamilton) ss:

On this 11th day of November 2010, before me the subscriber personally appeared John F. Cavallero, who being by me duly sworn, did depose and say: that he is a Treasurer of MPC Investment LLC, a Delaware limited liability company and general partner of Marathon Petroleum Company LP, and executed the foregoing instrument with the authority of, as its free act and deed.

Renee Pochard
NOTARY PUBLIC

My Commission Expires: June 29, 2014

Renee Pochard
Notary Public, State of Ohio
My Commission Expires June 29, 2014

[Lessee signature page]

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Lease Agreement to be signed by their respective authorized representatives

Lessor:

THE FIFTH THIRD LEASING COMPANY

By [Signature]

Name Robert Krefting, VP

Title _____

STATE OF OHIO)
) ss.
COUNTY OF HAMILTON)

On this 7th day of December, 2010, before me the subscriber personally appeared Robert Krefting, who being by me duly sworn, did depose and say that he is a Vice President of THE FIFTH THIRD LEASING COMPANY, the corporation described in and which executed the foregoing instrument and that he signed his name thereto by order of the Board of Directors of said corporation

[Signature]
NOTARY PUBLIC



Charles Allen Arkin, Attorney At Law
NOTARY PUBLIC - STATE OF OHIO
My commission has no expiration date
Sec. 147.03 R.C.

My Commission Expires: No Expiration

[Lessor signature page]

EXHIBIT A
EQUIPMENT DESCRIPTION

Lease: **Master Lease Agreement dated March 27, 2008, Equipment Schedule No. 2**

Lessor: **THE FIFTH THIRD LEASING COMPANY**

Lessee: **MARATHON PETROLEUM COMPANY LP**
 f/k/a Marathon Petroleum Company LLC

Manuf. and/or Vendor Name: National Railway Equipment Co.

Description of Equipment: Locomotive model N-ViroMotive 2GS-14B-R

Quantity: one

Car Numbers: serial number 058-0205, Road Number 2010, Reporting Mark NREX

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, 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:

1/3/11



Robert W. Alvord