

RECORDATION NO. 30401
FILED September 27, 2012 05:00 PM
SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

September 27, 2012

Chief of the 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 September 27, 2012, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: Trinity Tank Car, Inc. (as assignee of Trinity
Industries Leasing Company)
2525 Stemmons Freeway
Dallas, TX 75207

[Lessee: NuStar Marketing, LLC
2330 N Loop 1604 W
San Antonio, TX 78248]

Chief of the Section of Administration
September 27, 2012
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A description of the railroad equipment covered by the enclosed document is:

65 tank railcars within the series TILX 254870 – TILX 254939 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,

A handwritten signature in black ink, appearing to read 'E. Lúria', with a stylized flourish at the end.

✓ Edward M. Lúria

EML/sem
Enclosures

MEMORANDUM OF LEASE AGREEMENT

Memorandum of Lease Agreement made and entered into on September 27, 2012 by Trinity Tank Car, Inc., a Delaware corporation (as assignee of TILC (as defined below), the "Lessor").

WITNESSETH:

Trinity Industries Leasing Company (as assignor and also acting in its capacity as agent and manager for and on behalf of Lessor, "TILC") and NuStar Marketing, LLC, a Delaware limited liability company (the "Lessee") are parties to that certain Railroad Car Lease Agreement (the "Lease Agreement"), dated as of August 26, 2009, whereby TILC has agreed to lease to the Lessee and the Lessee has agreed to lease from TILC certain railroad cars as listed on each Rider incorporated therein.

TILC and Lessee have executed Rider Six (6) to Railroad Car Lease Agreement, effective October 3, 2011 whereby TILC has agreed to lease to Lessee and the Lessee has agreed to lease from TILC certain railroad cars bearing road numbers as listed on Exhibit A hereto.

[Memorandum of Lease Agreement]

IN WITNESS WHEREOF, the undersigned has caused this memorandum to be duly executed by its officer duly authorized as of the date hereof.

TRINITY TANK CAR, INC.

By: 

Name: Eric R. Marchetto

Title: Vice President

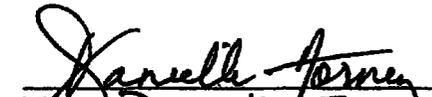
Executed on this 27th day of September, 2012

[Memorandum of Lease Agreement]

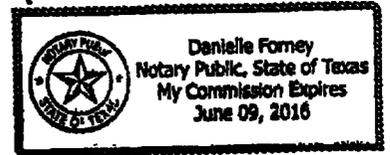
STATE OF TEXAS)
) SS:
COUNTY OF DALLAS)

On this, the 27th day of September 2012, before a Notary Public in an for said County and State, personally appeared Eric R. Marchetto, who being by me duly sworn, says that he is the Vice President of Trinity Tank Car, Inc., that said instrument was signed on September 27, 2012 on behalf of said entity by authority of its management or other governing body, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said entity.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.


Name: Danielle Forney
Notary Public

My Commission Expires:
Residing in 4/9/16



[Memorandum of Lease Agreement]

EXHIBIT A

Equipment:	25,498 nominal gallon capacity, DOT 111A100W1 coiled and insulated tank cars
Quantity:	Sixty-Five (65)
Road Numbers:	See Schedule I attached hereto

SCHEDULE I

<u>CAR MARK</u>	<u>LESSEE</u>	<u>RIDER NUMBER</u>
TILX 254870	NUSTAR MARKETING, LLC	6
TILX 254875	NUSTAR MARKETING, LLC	6
TILX 254876	NUSTAR MARKETING, LLC	6
TILX 254877	NUSTAR MARKETING, LLC	6
TILX 254878	NUSTAR MARKETING, LLC	6
TILX 254879	NUSTAR MARKETING, LLC	6
TILX 254880	NUSTAR MARKETING, LLC	6
TILX 254881	NUSTAR MARKETING, LLC	6
TILX 254882	NUSTAR MARKETING, LLC	6
TILX 254883	NUSTAR MARKETING, LLC	6
TILX 254884	NUSTAR MARKETING, LLC	6
TILX 254885	NUSTAR MARKETING, LLC	6
TILX 254886	NUSTAR MARKETING, LLC	6
TILX 254887	NUSTAR MARKETING, LLC	6
TILX 254889	NUSTAR MARKETING, LLC	6
TILX 254890	NUSTAR MARKETING, LLC	6
TILX 254891	NUSTAR MARKETING, LLC	6
TILX 254892	NUSTAR MARKETING, LLC	6
TILX 254893	NUSTAR MARKETING, LLC	6
TILX 254894	NUSTAR MARKETING, LLC	6
TILX 254895	NUSTAR MARKETING, LLC	6
TILX 254896	NUSTAR MARKETING, LLC	6
TILX 254897	NUSTAR MARKETING, LLC	6
TILX 254898	NUSTAR MARKETING, LLC	6
TILX 254899	NUSTAR MARKETING, LLC	6
TILX 254900	NUSTAR MARKETING, LLC	6
TILX 254901	NUSTAR MARKETING, LLC	6
TILX 254902	NUSTAR MARKETING, LLC	6
TILX 254903	NUSTAR MARKETING, LLC	6
TILX 254904	NUSTAR MARKETING, LLC	6
TILX 254905	NUSTAR MARKETING, LLC	6
TILX 254906	NUSTAR MARKETING, LLC	6
TILX 254907	NUSTAR MARKETING, LLC	6
TILX 254908	NUSTAR MARKETING, LLC	6
TILX 254909	NUSTAR MARKETING, LLC	6
TILX 254910	NUSTAR MARKETING, LLC	6
TILX 254911	NUSTAR MARKETING, LLC	6
TILX 254912	NUSTAR MARKETING, LLC	6

[Memorandum of Lease Agreement]

TILX 254913	NUSTAR MARKETING, LLC	6
TILX 254914	NUSTAR MARKETING, LLC	6
TILX 254915	NUSTAR MARKETING, LLC	6
TILX 254916	NUSTAR MARKETING, LLC	6
TILX 254917	NUSTAR MARKETING, LLC	6
TILX 254918	NUSTAR MARKETING, LLC	6
TILX 254919	NUSTAR MARKETING, LLC	6
TILX 254920	NUSTAR MARKETING, LLC	6
TILX 254921	NUSTAR MARKETING, LLC	6
TILX 254922	NUSTAR MARKETING, LLC	6
TILX 254923	NUSTAR MARKETING, LLC	6
TILX 254924	NUSTAR MARKETING, LLC	6
TILX 254925	NUSTAR MARKETING, LLC	6
TILX 254926	NUSTAR MARKETING, LLC	6
TILX 254927	NUSTAR MARKETING, LLC	6
TILX 254928	NUSTAR MARKETING, LLC	6
TILX 254929	NUSTAR MARKETING, LLC	6
TILX 254930	NUSTAR MARKETING, LLC	6
TILX 254931	NUSTAR MARKETING, LLC	6
TILX 254932	NUSTAR MARKETING, LLC	6
TILX 254933	NUSTAR MARKETING, LLC	6
TILX 254934	NUSTAR MARKETING, LLC	6
TILX 254935	NUSTAR MARKETING, LLC	6
TILX 254936	NUSTAR MARKETING, LLC	6
TILX 254937	NUSTAR MARKETING, LLC	6
TILX 254938	NUSTAR MARKETING, LLC	6
TILX 254939	NUSTAR MARKETING, LLC	6