

RECORDATION NO. **20741-A** FILED

AUG 14 '97

1-50 PM

ALVORD AND ALVORD
ATTORNEYS AT LAW
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WASHINGTON, D.C.
20006-2973

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

OF COUNSEL
URBAN A. LESTER

August 14, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

AUG 14 1 50 PM '97

RECEIVED
SURFACE TRANSPORTATION
BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an Amendment to Memorandum of Master Lease Agreement, dated as of August 4, 1997, secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Master Lease Agreement previously filed with the Board under Recordation Number 20741.

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

Lessor: Fleet Capital Corporation
50 Kennedy Plaza
Providence, Rhode Island 02903

Lessee: Mobil Oil Corporation
3225 Gallows Road
Fairfax, Virginia 22090

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A attached to the Amendment.

File

Mr. Vernon A. Williams
August 14, 1997
Page 2

Also enclosed is a check in the amount of \$24.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "R. Alvord", written in black ink.

Robert W. Alvord

RWA/bg
Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D. C. 20423-0001

OFFICE OF THE SECRETARY

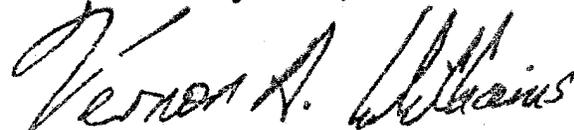
DATE: August 14, 1997

Robert W. Alvord
Alvord and Alvord
918 16th St NW Suite 200
Washington DC 20006-2973

Dear Mr. Alvord:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301
and 49 CFR 1177.3 (c), on August 14, 1997 at 1:50PM, and
assigned recordation number(s). 20741-A .

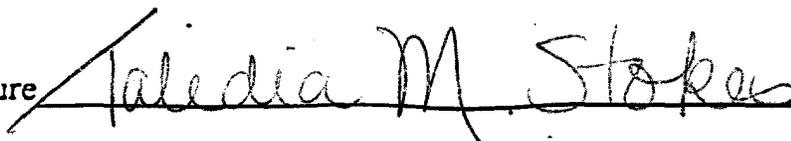
Sincerely Yours,


Vernon A. Williams
Secretary

Enclosure(s)

\$ 24.00 The amount indicated at the left has been received in payment of a fee in
connection with a document filed on the date shown. This receipt is issued for the amount paid.
In the event of an error or any questions concerning this fee, you will receive a notification after
the Surface Transportation Board has an opportunity to examine your document.

Signature



AUG 14 '97

1-50 PM

AMENDMENT TO MEMORANDUM OF MASTER LEASE AGREEMENT

Amendment to Memorandum of Master Lease Agreement, made and entered into on August 4, 1997 by and between Fleet Capital Corporation, a Rhode Island corporation ("Lessor"), and Mobil Oil Corporation, a New York corporation ("Lessee").

W I T N E S S E T H:

The undersigned entered into that certain Master Lease Agreement dated June 26, 1997, whereby the Lessor agreed to lease to the Lessee and the Lessee agreed to lease from the Lessor certain tank cars bearing road numbers as listed on Exhibit A to Equipment Schedule No. 1 thereto, subject to the term defined in said Master Lease Agreement.

The undersigned entered into that certain Memorandum to Master Lease Agreement dated June 26, 1997 ("Memorandum") and attached a description of the tank cars on Exhibit A thereto.

The undersigned wish to amend, and hereby do amend, the Memorandum by replacing Exhibit A to the Memorandum with the Exhibit A attached hereto. The undersigned hereby also agree that the Exhibit A attached hereto shall amend, replace and supersede the Exhibit A which was attached to the Memorandum for all purposes.

IN WITNESS WHEREOF, the parties hereto have each caused this amendment to the Memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

FLEET CAPITAL CORPORATION

By: David W. Kellogg
Name: **DAVID W. KELLOGG**
Title:

Vice President/Sr. Lender

MOBIL OIL CORPORATION

By: _____
Name: James Armstrong
Title: Attorney-in-fact

Executed on this 4th day of August, 1997.

AMENDMENT TO MEMORANDUM OF MASTER LEASE AGREEMENT

Amendment to Memorandum of Master Lease Agreement, made and entered into on August 4, 1997 by and between Fleet Capital Corporation, a Rhode Island corporation ("Lessor"), and Mobil Oil Corporation, a New York corporation ("Lessee").

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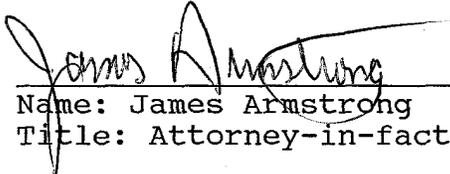
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IN WITNESS WHEREOF, the parties hereto have each caused this amendment to the Memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

FLEET CAPITAL CORPORATION

By: _____
Name:
Title:

MOBIL OIL CORPORATION

By: 
Name: James Armstrong
Title: Attorney-in-fact

Executed on this 4th day of August, 1997.

STATE OF VIRGINIA)
) ss:
COUNTY OF FAIRFAX)

August 4, 1997

On this the 4th day of August, 1997, before me, the undersigned officer, personally appeared James Armstrong, who acknowledged himself to be an Attorney-in-fact of Mobil Oil Corporation, and that he as such Attorney-in-fact, being duly authorized so to do, executed the foregoing instrument for the purposes therein contained, and who duly acknowledged the execution of the same to be his free act and deed individually and as such Attorney-in-fact, and the free act and deed of said entity for the purposes therein contained, by signing the name of the entity by himself as such Attorney-in-fact.

IN WITNESS WHEREOF, I hereunto set my hand.

Notary Public
My Commission Expires: _____

STATE OF RHODE ISLAND)
) ss:
COUNTY OF PROVIDENCE)

August 4, 1997

On this the 4th day of August, 1997, before me, the undersigned officer, personally appeared DAVID W. KELLOGG, who acknowledged himself to be an Vice President of Fleet Capital Corporation, and that he/she as such officer being duly authorized so to do, executed the foregoing instrument for the purposes therein contained, and who duly acknowledged the execution of the same to be his/her free act and deed individually and as such officer, and the free act and deed of said entity for the purposes therein contained, by signing the name of the entity by himself/herself as such officer.

IN WITNESS WHEREOF, I hereunto set my hand.

Mary J. McFarland
Notary Public
My Commission Expires: 12/29/97

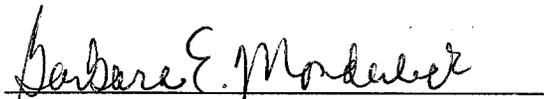
STATE OF VIRGINIA)
)
COUNTY OF FAIRFAX)

ss:

August 4, 1997

On this the 4th day of August, 1997, before me, the undersigned officer, personally appeared James Armstrong, who acknowledged himself to be an Attorney-in-fact of Mobil Oil Corporation, and that he as such Attorney-in-fact, being duly authorized so to do, executed the foregoing instrument for the purposes therein contained, and who duly acknowledged the execution of the same to be his free act and deed individually and as such Attorney-in-fact, and the free act and deed of said entity for the purposes therein contained, by signing the name of the entity by himself as such Attorney-in-fact.

IN WITNESS WHEREOF, I hereunto set my hand.



Notary Public

My Commission Expires: 12/31/97

STATE OF RHODE ISLAND)
)
COUNTY OF PROVIDENCE)

ss:

August 4, 1997

On this the 4th day of August, 1997, before me, the undersigned officer, personally appeared _____, who acknowledged himself to be an _____ of Fleet Capital Corporation, and that he/she as such officer being duly authorized so to do, executed the foregoing instrument for the purposes therein contained, and who duly acknowledged the execution of the same to be his/her free act and deed individually and as such officer, and the free act and deed of said entity for the purposes therein contained, by signing the name of the entity by himself/herself as such officer.

IN WITNESS WHEREOF, I hereunto set my hand.

Notary Public

My Commission Expires: _____

EXHIBIT A

EQUIPMENT DESCRIPTION

<u>Qty</u>	<u>Manufacturer, Description</u>	<u>Trinity Car #</u>	<u>Mobil Car #</u>
75	Trinity Industries 1992 Tank Cars 33,687 Gallon Capacity D.O.T #112J340	TILX 300973	MBLX 34729
		TILX 300974	MBLX 34730
		TILX 300975	MBLX 34731
		TILX 300976	MBLX 34732
		TILX 300977	MBLX 34733
		TILX 300978	MBLX 34734
		TILX 300979	MBLX 34735
		TILX 300980	MBLX 34736
		TILX 300981	MBLX 34737
		TILX 300982	MBLX 34738
		TILX 300983	MBLX 34739
		TILX 300984	MBLX 34740
		TILX 300985	MBLX 34741
		TILX 300986	MBLX 34742
		TILX 300987	MBLX 34743
		TILX 300988	MBLX 34744
		TILX 300989	MBLX 34745
		TILX 300990	MBLX 34746
		TILX 300991	MBLX 34747
		TILX 300992	MBLX 34748
		TILX 300993	MBLX 34749
		TILX 300994	MBLX 34750
		TILX 300995	MBLX 34751
		TILX 300996	MBLX 34752
		TILX 300997	MBLX 34753
		TILX 300998	MBLX 34754
		TILX 300999	MBLX 34755
		TILX 301000	MBLX 34756
		TILX 301001	MBLX 34757
		TILX 301002	MBLX 34758
		TILX 301003	MBLX 34759
		TILX 301004	MBLX 34760
		TILX 301005	MBLX 34761
		TILX 301006	MBLX 34762
		TILX 301007	MBLX 34763
		TILX 301008	MBLX 34764
		TILX 301009	MBLX 34765
		TILX 301010	MBLX 34766
		TILX 301011	MBLX 34767
		TILX 301012	MBLX 34768
		TILX 301013	MBLX 34769
		TILX 301014	MBLX 34770
		TILX 301015	MBLX 34771

Qty

Manufacturer,Description

Trinity Car #

Mobil Car #

TILX 301016	MBLX 34772
TILX 301017	MBLX 34773
TILX 301018	MBLX 34774
TILX 301019	MBLX 34775
TILX 301020	MBLX 34776
TILX 301021	MBLX 34777
TILX 301022	MBLX 34778
TILX 301023	MBLX 34779
TILX 301024	MBLX 34780
TILX 301025	MBLX 34781
TILX 301026	MBLX 34782
TILX 301027	MBLX 34783
TILX 301028	MBLX 34784
TILX 301029	MBLX 34785
TILX 301030	MBLX 34786
TILX 301031	MBLX 34787
TILX 301032	MBLX 34788
TILX 301033	MBLX 34789
TILX 301034	MBLX 34790
TILX 301035	MBLX 34791
TILX 301036	MBLX 34792
TILX 301037	MBLX 34793
TILX 301038	MBLX 34794
TILX 301039	MBLX 34795
TILX 301040	MBLX 34796
TILX 301041	MBLX 34797
TILX 301042	MBLX 34798
TILX 301043	MBLX 34799
TILX 301044	MBLX 34800
TILX 301045	MBLX 34801
TILX 301046	MBLX 34802
TILX 301047	MBLX 34803

fleet\mobil\exhibit a