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December 15, 1997

RECORDATION NO. 20892-G
FILED

DEC 15 '97

11-10 AM

Dec 15 11 06 AM '97

RECEIVED
SURFACE TRANSPORTATION
BOARD

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, D.C. 20423-0001

Re: Mobil Oil Corporation
Leveraged Lease Financing of Railroad Rolling Stock
(Second Closing)

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the document described below. As an attorney representing one of the parties in this transaction, I have knowledge of the matters described in this letter.

The enclosed document is as follows:

Memorandum of Lease Assignment, dated December 15, 1997, between The First National Bank of Maryland, as Lessor (the "Lessor" or the "Assignor") and First Security Bank, National Association, as Indenture Trustee (the "Indenture Trustee" or the "Assignee").

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

Lessor and Assignor:	The First National Bank of Maryland Transportation and Leasing Division 25 South Charles Street Baltimore, Maryland 21201
Indenture Trustee and Assignee:	First Security Bank, National Association 79 South Main Street Salt Lake City, Utah 84111

The description of the Equipment covered as of the date hereof by the aforesaid Memorandum of Lease Assignment is as set forth on Exhibit A hereto.

A fee of twenty-four dollars (\$24.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of

Country parts -

CHAPMAN AND CUTLER

filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Larry Elkins, Esq.
Chapman and Cutler
111 West Monroe
Chicago, Illinois 60603

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

MEMORANDUM OF LEASE ASSIGNMENT:

Memorandum of Lease Assignment between The First National Bank of Maryland, as Lessor, Transportation and Leasing Division, 25 South Charles Street, Baltimore, Maryland 21201 and First Security Bank, National Association, as Indenture Trustee, 79 South Main Street, Salt Lake City, Utah 84111, dated December 15, 1997, covering certain new railroad rolling stock having the road numbers listed in the exhibit thereto. This document relates to the Memorandum of Lease, dated as of September 30, 1997 and the Memorandum of Indenture, dated as of September 30, 1997 which were recorded with the Surface Transportation Board on September 29, 1997 at 1:10 p.m. under recordation numbers 20892 and 20892-A, respectively, and the Memorandum of Lease Supplement No. 2, dated December 15, 1997 and the Memorandum of Indenture Supplement No. 2, dated December 15, 1997, which were recorded with the Surface Transportation Board on December 15, 1997 at 11:10 a.m. under recordation numbers 20892-E and 20892-F, respectively, pursuant to Section 11301 of Title 49 of the United States Code.

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-3832).

Sincerely,

CHAPMAN AND CUTLER

By Larry Elkins
Larry Elkins

LE/dml
Enclosure

CHAPMAN AND CUTLER

EXHIBIT A

ITEMS OF EQUIPMENT	QUANTITY	ROAD NUMBERS
Single compartment lube oil tank railcars manufactured by Union Tank Car Company	108	MBLX 28174, MBLX 28175, MBLX 28177 through MBLX 28184, inclusive, MBLX 28186, MBLX 28195 and MBLX 28202 through MBLX 28297, inclusive
340 pound liquid propane gas tank railcars manufactured by Union Tank Car Company	64	MBLX 34814, MBLX 34823, MBLX 34842, MBLX 34844, MBLX 34845, MBLX 34850 through MBLX 34853, inclusive, MBLX 34855, MBLX 34857 and MBLX 34860 through MBLX 34912, inclusive
400 pound liquid propane gas tank railcars manufactured by Union Tank Car Company	55	MBLX 40150 through MBLX 40204, inclusive

RECORDATION NO. 20892-6

FILED

DEC 15 '97

11-10 AM

MEMORANDUM OF LEASE ASSIGNMENT

Memorandum of Lease Assignment, made and entered into on December 15, 1997, by and between The First National Bank of Maryland, a national banking association, as Lessor (the "Lessor") and First Security Bank, national Association, a national banking association, as Indenture Trustee (the "Indenture Trustee").

WITNESSETH:

1. The Lessor and Mobil Oil Corporation ("*Lessee*") have entered into that certain Rail Car Lease Agreement (the "*Lease*"), dated as of September 30, 1997, and Lease Supplement No. 2 (the "*Lease Supplement No. 2*") thereto, dated December 15, 1997, covering certain railroad rolling stock bearing road numbers as listed on Exhibit A attached hereto.

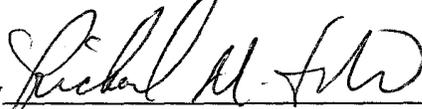
2. Memorandum of said Lease was recorded with the Surface Transportation Board on September 29, 1997 at 1:10 p.m. under recordation number 20892 and Memorandum of said Lease Supplement No. 2 was recorded with the Surface Transportation Board on December 15, 1997 at 11:10 a.m. under recordation number 20892-E, pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Trust Indenture, Assignment of Lease and Security Agreement (the "*Indenture*"), dated as of September 30, 1997, and Indenture Supplement No. 2 (the "*Indenture Supplement No. 2*") thereto, dated December 15, 1997, pursuant to which The First National Bank of Maryland, as Debtor, has assigned the aforesaid Lease, the aforesaid Lease Supplement No. 2, and the rents and other proceeds therefrom (with certain exceptions) to the Indenture Trustee.

4. Memorandum of said Indenture was recorded with the Surface Transportation Board on September 29, 1997 at 1:10 p.m. under recordation numbers 20892-A and Memorandum of said Indenture Supplement No. 2 was recorded with the Surface Transportation Board on December 15, 1997 at 11:10 a.m. under recordation number 20892-F, pursuant to Section 11301 of Title 49 of the United States Code.

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

THE FIRST NATIONAL BANK OF MARYLAND

By 

Name: Richard M. Folio

Title: Vice President

Executed on this 10th day of December, 1997.

FIRST SECURITY BANK, NATIONAL
ASSOCIATION

By _____

Name:

Title:

Executed on this ___ day of December, 1997.

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

THE FIRST NATIONAL BANK OF MARYLAND

By _____

Name:

Title:

Executed on this ___ day of December, 1997.

FIRST SECURITY BANK, NATIONAL
ASSOCIATION

By  _____

Name: **Brett B. King**

Title: **Assistant Vice President**

Executed on this 10th day of December, 1997.

STATE OF Maryland)
City) SS.:
COUNTY OF Baltimore)

On this, the 10th day of December, 1997, before me, a Notary Public in and for said County and State, personally appeared Richard M. Foko, who being by me duly sworn, says that (s)he is the VP of THE FIRST NATIONAL BANK OF MARYLAND, that said instrument was signed on December 12, 1997 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

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

Name: Mehle G. Spivak
Notary Public
My Commission Expires: 1/28/2001
Residing in Baltimore

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the _____ day of December, 1997, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of FIRST SECURITY BANK, NATIONAL ASSOCIATION, that said instrument was signed on December __, 1997 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

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

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the ____ day of December, 1997, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of THE FIRST NATIONAL BANK OF MARYLAND, that said instrument was signed on December __, 1997 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

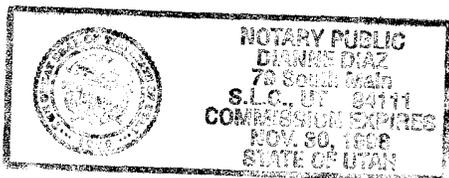
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF Utah)
) SS.:
COUNTY OF Salt Lake)

On this, the 10th day of December, 1997, before me, a Notary Public in and for said County and State, personally appeared Brett R. King, who being by me duly sworn, says that (s)he is the Asst. Vice President of FIRST SECURITY BANK, NATIONAL ASSOCIATION, that said instrument was signed on December 10, 1997 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

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



Name: Dianne Diaz
Notary Public
My Commission Expires:
Residing in _____

EXHIBIT A

EQUIPMENT	QUANTITY	ROAD NUMBERS
Single compartment lube oil tank railcars manufactured by Union Tank Car Company	108	MBLX 28174, MBLX 28175, MBLX 28177 through MBLX 28184, inclusive, MBLX 28186, MBLX 28195 and MBLX 28202 through MBLX 28297, inclusive
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