

**DONELAN, CLEARY, WOOD & MASER, P.C.**

ATTORNEYS AND COUNSELORS AT LAW  
SUITE 750  
1100 NEW YORK AVENUE, N.W.  
WASHINGTON, D.C. 20005-3934

OFFICE: (202) 371-9500

TELECOPIER: (202) 371-0900

April 25, 1997

RECORDATION NO. 20653 FILED

APR 25 '97

10-45 AM

APR 25 10 45 AM '97

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

Via Hand Delivery

The Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W., Rm. 704  
Washington, DC 20423-0001

Dear Secretary Williams:

Enclosed for recordation, under the provision of 49 U.S.C. § 11301(a) and the regulations thereunder, are executed original counterparts of Memorandum of Railcar Lease Agreement ("Memorandum of Lease") between The First National Bank of Maryland, as Lessor, and Mobile Oil Corporation, as Lessee, a primary document not previously recorded, dated as of April 25, 1997.

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

LESSOR:	The First National Bank of Maryland 25 South Charles Street Baltimore, Maryland 21201
LESSEE:	Mobil Oil Corporation 3225 Gallows Road Fairfax, Virginia 22037

A general description of the railroad equipment covered by the enclosed document is set forth in Exhibit A attached hereto.

The Lessor and the Lessee are entering into that certain Equipment Schedule No 8, dated April 25, 1997, to that certain Lease Agreement, dated as of April 28, 1994, between Lessor and Leasee (collectively referred to as the "Lease") covering the aforesaid railroad equipment. The parties wish to show for the public record the ownership of the said railroad equipment by the Lessor and the leasehold interest in the said railroad equipment of the Lessee and accordingly have caused this Memorandum of Lease to be executed and recorded with the Board.

*Counterparts - J. Maser*

Letter to Honorable Vernon A. Williams  
April 25, 1997  
Page 2

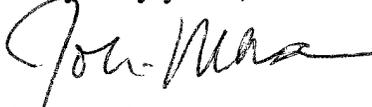
Also enclosed is a remittance in the amount of \$24.00 for the required recording fee.

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

Memorandum of Railcar Lease Agreement, dated as of April 25, 1997, between The First National Bank of Maryland ("Lessor") and Mobil Oil Corporation ("Lessee") relating to the lube tank railcars as set forth in Exhibit A thereto.

Once the filing has been made, please return to bearer the stamped counterparts not needed for your files, together with the fee receipt, the letter from the STB acknowledging the filing, and the extra copies of this letter of transmittal.

Very truly yours,



John K. Maser III  
*Attorney for purposes of this filing for  
The First National Bank of Maryland and  
Mobil Oil Corporation*

*Enclosures*

0970-020

DESCRIPTION OF RAILCARS

Fourteen (14) newly manufactured, single compartment, 27,755 gallon capacity lube tank railcars bearing road marks as follows:

MBLX 28081  
28083  
28104  
28115  
28122  
28134  
28135  
28137  
28138  
28140  
28141  
28142  
28143  
28144

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**THE FIRST NATIONAL BANK OF MARYLAND**

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**MEMORANDUM OF RAILCAR LEASE AGREEMENT**

**dated as of April 25, 1997**

**between**

**THE FIRST NATIONAL BANK OF MARYLAND,**

**as Lessor**

**and**

**MOBIL OIL CORPORATION,**

**as Lessee**

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MEMORANDUM OF RAILCAR LEASE AGREEMENT

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of April 25, 1997 by and between THE FIRST NATIONAL BANK OF MARYLAND, a national banking association ("Lessor"), and MOBIL OIL CORPORATION, a New York corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, certain railcars as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Equipment Schedule Number 8 dated April 25, 1997 between Lessor and Lessee, to that certain Lease Agreement dated as of April 28, 1994 between Lessor and Lessee (the "Lease").
2. The Lease shall be effective as of the execution date thereof and shall be subject to the Term of the Lease, as defined therein.

This Agreement may be executed in any number of counterparts, all of which when taken together shall constitute one agreement.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

THE FIRST NATIONAL BANK OF MARYLAND  
Lessor

By: Richard M. Felt

MOBIL OIL CORPORATION,  
Lessee

By: Jamie Armstrong

STATE OF MARYLAND, CITY OF BALTIMORE, TO WIT:

On this 27<sup>th</sup> day of April, 1997 before me personally appeared, Richard M. Felt to me personally known, who being by me duly sworn, says that he is a AVP of THE FIRST NATIONAL BANK OF MARYLAND, a national banking association, that the seal affixed to the foregoing instrument is the corporate seal of said association, that said instrument was signed and sealed on April 22, 1997 on behalf of said association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

Michelle J. Sperato  
Notary Public

[Notarial Seal]

My commission expires: January 28, 2001

STATE OF VIRGINIA, COUNTY OF FAIRFAX, TO WIT:

On this 23<sup>rd</sup> day of April, 1997 before me personally appeared JAMES ARMSTRONG to me personally known, who being by me duly sworn, says that he is the SOURCING SPECIALIST, of Mobil Oil Corporation, that said instrument was signed and sealed on April 23, 1997 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Susan C. Wilson  
Notary Public

[Notarial Seal]

My commission expires: April 30, 2000

B:FN171234.MEM/Mobil(Sch8)/Disk1/mes

DESCRIPTION OF RAILCARS

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