

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

ATTORNEYS AND COUNSELORS AT LAW

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May 9, 1997

RECORDATION NO. 20679 FILED

MAY 9 '97 10-46 AM

RECORDATION NO. 20679-A FILED

MAY 9 '97 10-46 AM

MAY 9 10 46 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 (i) Memorandum of Railcar Lease Agreement ("Memorandum of Lease") between The First National Bank of Maryland, as Lessor, and Mobil Oil Corporation, as Lessee, a primary document not previously recorded, dated as of May 9, 1997; and (ii) Assignment of Lease and Rents ("Assignment") from The First National Bank of Maryland, as Assignor, to and for the benefit of Aid Association for Lutherans, as Assignee, relating to the aforesaid Memorandum of Lease, a secondary document not previously recorded, dated as of May 9, 1997.

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

Memorandum of Railcar Lease Agreement

LESSOR: The First National Bank of Maryland
25 South Charles Street
Baltimore, Maryland 21201

LESSEE: Mobil Oil Corporation
3225 Gallows Road
Fairfax, Virginia 22037

Assignment of Lease and Rents

ASSIGNOR: The First National Bank of Maryland
25 South Charles Street
Baltimore, Maryland 21201

Counter parts - J.M. Maser

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ASSIGNEE:

Aid Association for Lutherans
4321 North Ballard Road
Appleton, Wisconsin 54919

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

The Lessor and the Lessee are entering into that certain Equipment Schedule No. 9, dated May 9, 1997, to that certain Lease Agreement, dated as of April 28, 1994, between Lessor and Lessee (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. Similarly, the Assignor and the Assignee wish to show for the public record that Assignor has, inter alia, assigned, transferred, conveyed and set over to the Assignee all of the Assignor's estate, right, title and interest in, to and under the Lease, and accordingly have caused the Assignment to be executed and recorded with the Board.

It is also requested that the Assignment be cross-indexed in the "Vendee" Index Book ("white pages") under the name of the Assignee, namely, under Aid Association for Lutherans, saying: See Recordation No. 20679-A.

Also enclosed is a remittance in the amount of \$48.00 for the required recording fees.

A short summary of each of the documents to appear in the index follows:

PRIMARY DOCUMENT

Memorandum of Railcar Lease Agreement, dated as of May 9, 1997, between The First National Bank of Maryland ("Lessor") and Mobil Oil Corporation ("Lessee") relating to the lube tank railcars and covered hopper plastic pellet railcars, as set forth in Exhibit A hereto.

SECONDARY DOCUMENT

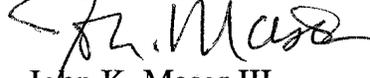
Assignment of Lease and Rents, dated as of May 9, 1997, between the First National Bank of Maryland ("Assignor") and Aid Association for Lutherans ("Assignee") relating to the lube tank railcars and covered hopper plastic pellet railcars, as set forth in Exhibit A hereto.

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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,
Aid Association for Lutherans and
Mobil Oil Corporation*

Enclosures
0970-020

DESCRIPTION OF RAILCARS

- Group I:** Twenty-one (21) newly manufactured 6,221 cubic foot capacity covered hopper plastic pellet railcars bearing road marks as follows: MBLX 53182,53184,53186,53191,53192, 53199, 53201, 53203 through 53216, inclusive.
- Group II:** Twenty-five (25) newly manufactured, double compartment, 26,950 gallon capacity lube tank railcars bearing road marks as follows: MBLX 2809 through 2833, inclusive.
- Group III:** Two (2) newly manufactured, triple compartment, 26,483 gallon capacity lube tank railcars bearing road marks as follows: MBLX 3809 and 3810.

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MAY 9 '97 10-46 AM

THE FIRST NATIONAL BANK OF MARYLAND

MEMORANDUM OF RAILCAR LEASE AGREEMENT

dated as of May 9, 1997

between

THE FIRST NATIONAL BANK OF MARYLAND,

as Lessor

and

MOBIL OIL CORPORATION,

as Lessee

MEMORANDUM OF RAILCAR LEASE AGREEMENT

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of ^{May 9} ~~March 19~~, 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 9 dated May 9, 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. Folio

MOBIL OIL CORPORATION,
Lessee

By: James A. Montoney

STATE OF MARYLAND, CITY OF BALTIMORE, TO WIT:

On this 22nd day of ^{April} ~~May~~, 1997 before me personally appeared, Richard M. Folio 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} ~~May~~ 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 E. Sperato
Notary Public

[Notarial Seal]

My commission expires:

STATE OF VIRGINIA, COUNTY OF FAIRFAX, TO WIT:

On this 23rd day of ~~May~~ ^{April} ^{Sec}, 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 ~~May~~ ^{Sec} May, 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:FN171244.MEM/Mobil(Sch9)/Disk1/mes

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