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RECORDATION NO. 20706 FILED

RECORDATION NO. 20707 FILED

JUN 5 '97 11-01 AM June 4, 1997

JUN 5 '97 11-01 AM

VIA FEDERAL EXPRESS

Secretary Vernon A. Williams
Surface Transportation Board
1925 K Street, NW
Suite 700
Washington, DC 20423

RECORDATION NO. 20708 FILED
JUN 5 '97 11-01 AM

RECEIVED
SURFACE TRANSPORTATION
BOARD
JUN 5 11 01 AM '97

Re: Recordation of Memorandums of Lease Agreements dated February 25, March 27, and April 4, 1997

Dear Mr. Secretary:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are six (6) original Memorandums of Lease Agreements, two (2) dated February 25, two (2) dated March 27, and two (2) dated April 4, 1997. Each is a primary document as defined in the Board's Rules for the Recordation of Documents.

A description of the railroad equipment covered by each of the enclosed documents is set forth on Schedule I (referencing the February 25 transaction), Schedule II (referencing the March 27 transaction), and Schedule III (referencing the April 4 transaction), attached hereto. Also enclosed is a check in the amount of \$72.00 payable to the order of the Surface Transportation Board covering the combined recordation fees.

Please return one (1) stamped original document for each transaction date (total of three) to the undersigned. A Business Reply Mail envelope is enclosed for your convenience. If you have any questions regarding these documents or this matter, please do not hesitate to contact me at (704) 331-2405.

Respectfully,

MOORE & VAN ALLEN, PLLC


Thomas H. Schnitzlein
Document Clerk

ths
Enclosures
cc: Robert I. Kenny, Esq. (without enclosures)

SCHEDULE II

DESCRIPTION OF EQUIPMENT
(March 27, 1997)

DESCRIPTION OF UNITS: Fifty (50) 13,500 gallon capacity, DOT Class III A 100W, molten sulfur tankcars.

REPORTING MARKS: ECUX

CAR NUMBERS: 259051 through 259086, 259089, 259091, 259095 through 259103, 259106, 259107, and 259109.

JUN 5 '97

11-01 AM

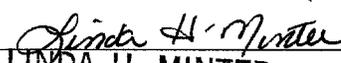
MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT dated as of March 27, 1997, is between FIRST UNION COMMERCIAL CORPORATION, a North Carolina corporation ("Lessor") and EXXON CHEMICAL AMERICAS, a division of EXXON CHEMICAL COMPANY, a division of EXXON CORPORATION, a New Jersey corporation ("Lessee").

WHEREAS, the Lessor and the Lessee are entering into that certain Lease Supplement No. 2 dated as of March 27, 1997 (the "Lease Supplement"), which supplements and amends that certain Lease agreement dated as of December 6, 1996 (the "Master Lease"; the Lease as supplemented and amended by the Lease Supplement, being referred to herein as the "Lease") between Lessor and Lessee and places under lease that certain equipment set forth on Schedule I attached hereto, and all additions thereto, alterations thereof, replacements thereof and substitutions therefor;

IN WITNESS WHEREOF, the parties wish to show for the public record the aforesaid Lease, and accordingly have caused this Memorandum of Lease Agreement to be executed by their officers thereunto duly authorized, as of the date first above written. This memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

FIRST UNION COMMERCIAL CORPORATION,
Lessor

By: 
Name: LINDA H. MINTER
Title: VICE PRESIDENT

EXXON CHEMICAL AMERICAS,
a division of Exxon Chemical Corporation
a division of Exxon Corporation,
Lessee

By: 
Name: T.B. Campbell, Jr
Title: Manager, Transportation
Purchasing and Safety

PJA

STATE OF TEXAS

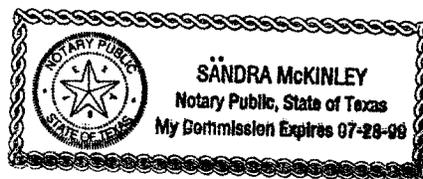
COUNTY OF HARRIS

I, Sandra McKinley, a Notary Public in and for said state and county, do hereby certify that T.B. Campbell, Jr. personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease Agreement.

Witness my hand and official seal this 26th day of MARCH, 1997

Sandra McKinley
Notary Public

My commission expires: _____



[NOTARY SEAL]

STATE OF North Carolina

COUNTY OF Mecklenburg

I, Thomas H. Schnitzlein, a Notary Public in and for said state and county, do hereby certify that Linda H. Minter personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease Agreement.

Witness my hand and official seal this 27th day of March, 1997.

Thomas H. Schnitzlein
Notary Public

My commission expires: _____
My Commission Expires August 14, 2000

[NOTARY SEAL]

SCHEDULE I

DESCRIPTION OF EQUIPMENT

(March 27, 1997)

DESCRIPTION OF UNITS: Fifty (50) 13,500 gallon capacity, DOT Class III A 100W, molten sulfur tankcars.

REPORTING MARKS: ECUX

UNIT NUMBERS: 259051 through 259086, 259089, 259091, 259095 through 259103, 259106, 259107, and 259109