

RECORDATION NO. 20807 FILED

MOORE & VAN ALLEN, PLLC

ATTORNEYS AT LAW

AUG 6 '97

1-59 PM

STEPHEN D. PILLOW, LEGAL ASSISTANT
DIRECT DIAL 704 331-2444
INTERNET ADDRESS
pillows@mvalaw.com

NATIONSBANK CORPORATE CENTER
100 NORTH TRYON STREET FLOOR 47
CHARLOTTE, NORTH CAROLINA 28202-4003

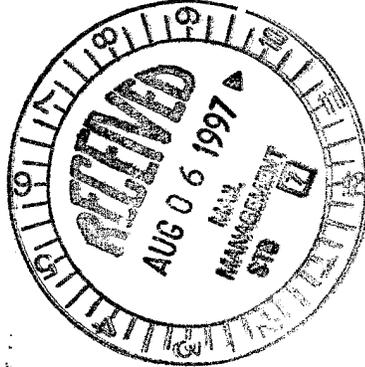
TELEPHONE 704-331-1000
FACSIMILE 704-331-1159
DIRECT FACSIMILE
704-378-1944

August 4, 1997

VIA FEDERAL EXPRESS

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

RECORDATION NO. 20808 FILED
AUG 6 '97 1-59 PM



Aug 6 1 59 PM '97
RECEIVED
SURFACE TRANSPORTATION
BOARD

RE: Recordation of Memorandums of Lease Agreements dated August 5, 1997

Dear Mr. Secretary:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are four (4) original Memoranda of Lease Agreement, two (2) dated August 5, 1997, (referencing the Lease Supplement No. 2 transaction) and two (2) dated August 5, 1997, (referencing the Lease Supplement No. 3 transaction). 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 Lease Supplement No. 2 transaction) and Schedule II (referencing the Lease Supplement No. 3 transaction), attached hereto. Also enclosed is a check in the amount of \$48.00 payable to the order of the Surface Transportation Board covering the combined recordation fees.

Please return one (1) stamped original of each of the enclosed documents to me in the enclosed Business Reply Mail envelope. If you have any questions regarding these documents or this matter, please do not hesitate to contact me at (704) 331-2444.

Respectfully,

MOORE & VAN ALLEN, PLLC

Stephen D. Pillow
Legal Assistant

sdp

Enclosures

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

20807

SCHEDULE I

DESCRIPTION OF EQUIPMENT
(February 25, 1997)

DESCRIPTION OF UNITS: ACF Manufactured 100-Ton Covered Hoppers (55)

REPORTING MARKS: ECUX

CAR NUMBERS:	887214	887274
	887232	887275
	887233	887276
	887234	887277
	887235	887278
	887236	887279
	887237	887280
	887244	887281
	887245	887282
	887246	887283
	887252	887284
	887256	887285
	887258	887286
	887259	887287
	887260	887288
	887261	887289
	887262	887290
	887263	887291
	887264	887292
	887265	887293
	887266	887294
	887267	887295
	887268	887296
	887269	887297
	887270	887298
	887271	887299
	887272	887300
	887273	

SCHEDULE II

20 808

**DESCRIPTION OF EQUIPMENT
(August 5, 1997)**

DESCRIPTION OF UNITS: ACF Manufactured 100-Ton Covered Hoppers

REPORTING MARKS: ECUX

CAR NUMBERS:	887301	887326
	887302	887327
	887303	887328
	887304	887329
	887305	887330
	887306	887331
	887307	887332
	887308	887333
	887309	887334
	887310	887335
	887311	887336
	887312	887337
	887313	887338
	887314	887339
	887315	887340
	887316	887341
	887317	887342
	887318	887343
	887319	887344
	887320	887345
	887321	887346
	887322	887347
	887323	887348
	887324	887349
	887325	887350

AUG 6 '97 1-59 PM

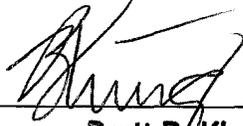
MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT dated as of August 5, 1997, is between FIRST SECURITY BANK, NATIONAL ASSOCIATION, not in its individual capacity, except as expressly provided herein, but solely as Owner Trustee ("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 August 5, 1997 (the "Lease Supplement"), which supplements and amends that certain Lease Agreement dated as of June 1, 1997 (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 SECURITY BANK, NATIONAL ASSOCIATION, not in its individual capacity, but solely as Owner Trustee, Lessor

By: 
Name: **Brett B. King**
Title: **Assistant Vice President**

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

By: _____
Name: _____
Title: _____

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FIRST SECURITY BANK, NATIONAL
ASSOCIATION, not in its individual capacity,
but solely as Owner Trustee, Lessor

By: _____
Name: _____
Title: _____

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

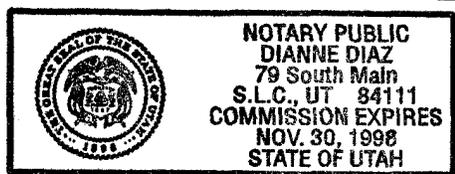
By: B. Kenneth Townsend, Jr. ^{7/31/97} BJK
Name: _____
Title: B. Kenneth Townsend, Jr.
Manager, Materials & Services Dept.

STATE OF Utah

COUNTY OF Salt Lake

I, Dianne Diaz, a Notary Public in and for said state and county, do hereby certify that Brett R. King 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 ____ day of August, 1997.



Dianne Diaz
Notary Public

My commission expires: _____

[NOTARY SEAL]

STATE OF _____

COUNTY OF _____

I, _____, a Notary Public in and for said state and county, do hereby certify that _____ 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 ____ day of August, 1997.

Notary Public

My commission expires: _____

[NOTARY SEAL]

STATE OF _____

COUNTY OF _____

I, _____, a Notary Public in and for said state and county, do hereby certify that _____ 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 ____ day of August, 1997.

Notary Public

My commission expires: _____

[NOTARY SEAL]

STATE OF TEXAS

COUNTY OF HARRIS

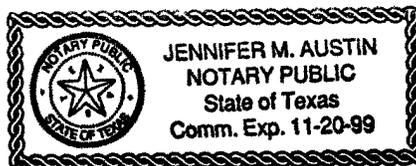
I, JENNIFER M. AUSTIN, a Notary Public in and for said state and county, do hereby certify that B. KENNETH TOWNSEND, JR. personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease Agreement.

Witness my hand and official seal this 31st day of ~~August~~ ^{July}, 1997.

Jennifer M. Austin
Notary Public

My commission expires: 11-20-99

[NOTARY SEAL]



SCHEDULE I

DESCRIPTION OF EQUIPMENT

August 5, 1997

DESCRIPTION OF UNITS: ACF Manufactured 100-Ton Covered Hoppers

REPORTING MARKS: ECUX

UNIT NUMBERS: Exhibit A Attached

EXHIBIT A

ECUX

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FIRST SECURITY BANK, NATIONAL ASSOCIATION, not in its individual capacity, but solely as Owner Trustee, Lessor

By: 
Name: Brett R. King
Title: Assistant Vice President

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

By: _____
Name: _____
Title: _____