

MOORE & VAN ALLEN, PLLC

ATTORNEYS AT LAW

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NATIONS BANK CORPORATE CENTER
100 NORTH TRYON STREET FLOOR 14
CHARLOTTE, NORTH CAROLINA 28202-4003

RECORDATION NO. 20918

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

RECORDATION NO. 20917 FILED

OCT 2 '97

2-37 PM

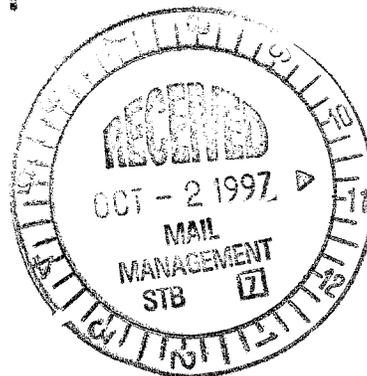
October 1, 1997

OCT 2 '97

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VIA FEDERAL EXPRESS

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



OCT 2 2 37 PM '97

RECEIVED
SURFACE TRANSPORTATION
BOARD

RE: *Recordation of Memoranda of Lease Agreements dated September 30, 1997 for Exxon Chemical Americas/First Security Bank, National Association (the "Exxon Transaction") and for Farmers Commodities Transportation Company, L.L.C./First Union Rail Corporation (the "Farmers Commodities Transaction")*

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 September 30, 1997, (referencing the Exxon Transaction Lease Supplement No. 4) and two (2) dated September 30, 1997, (referencing the Farmers Commodities Transaction Lease Supplement No. 6). 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 Exxon Transaction Lease Supplement No. 4) and Schedule II (referencing the Farmers Commodities Transaction Lease Supplement No. 6), 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 each of the enclosed documents to me in the enclosed Business Reply Mail envelope.

Secretary Vernon A. Williams
Surface Transportation Board
October 1, 1997
Page 2

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

A handwritten signature in black ink, appearing to read "Stephen D. Pillow", written over the printed name.

Stephen D. Pillow
Legal Assistant

sdp
Enclosures

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

SCHEDULE I

DESCRIPTION OF EQUIPMENT
Exxon Transaction
(September 30, 1997)

DESCRIPTION OF UNITS: Sixty-five (65) new center flow 100-ton covered hoppers

REPORTING MARKS: ECUX

CAR NUMBERS:

887351	887363	887377	887387	887397	887407	887417
887353	887364	887378	887388	887398	887408	887418
887354	887365	887379	887389	887399	887409	887419
887355	887367	887380	887390	887400	887410	887421
887356	887369	887381	887391	887401	887411	887423
887357	887372	887382	887392	887402	887412	
887358	887373	887383	887393	887403	887413	
887359	887374	887384	887394	887404	887414	
887361	887375	887385	887395	887405	887415	
887362	887376	887386	887396	887406	887416	

OCT 2 '97 2-37 PM

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT dated as of September 30, 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. 4 dated as of September 30, 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 R. King
Title: Assistant Vice President

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

By: _____
Name: _____
Title: _____

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT dated as of September 30, 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").

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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. 9/25/97 PJA
Name: _____
Title: B. Kenneth Townsend, Jr.
Manager, Materials & Services Dept.

STATE OF Utah

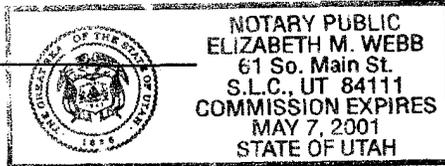
COUNTY OF Salt Lake

I, ELIZABETH M. WEBB, 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 30 day of September, 1997.

Elizabeth M. Webb
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 September, 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 September, 1997.

Notary Public

My commission expires: _____

[NOTARY SEAL]

STATE OF TEXAS

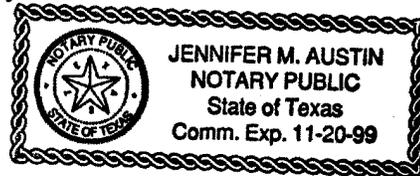
COUNTY OF HARRIS

I, JENNIFER M. AUSTIN, a Notary Public in and for said state and county, do hereby certify that B. KENNETH TOWNSEND 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 25TH day of September, 1997.

Jennifer M. Austin
Notary Public

My commission expires: 11-30-97



[NOTARY SEAL]

SCHEDULE I

DESCRIPTION OF EQUIPMENT

September 30, 1997

DESCRIPTION OF UNITS: Sixty-five (65) New Center Flow Cover Hopper Cars
100 Ton CF 6201 20"/PN 5236 @ \$65,350.00

REPORTING MARKS: ECUX

UNIT NUMBERS:

887351	887363	887377	887387	887397	887407	887417
887353	887364	887378	887388	887398	887408	887418
887354	887365	887379	887389	887399	887409	887419
887355	887367	887380	887390	887400	887410	887421
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