

# MOORE & VAN ALLEN, PLLC

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RECORDATION NO. 20943 FILED  
October 17, 1997

OCT 20 '97 10-00AM

OCT 20 9 56 AM '97

## VIA FEDERAL EXPRESS

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

### RE: Recordation of Memorandum of Lease Agreement

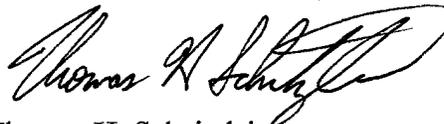
Dear Mr. Secretary:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two original Memoranda of Lease Agreement dated October 20, 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 the enclosed document is set forth on Schedule I attached hereto. Also enclosed is a check in the amount of \$24.00 payable to the order of Surface Transportation Board for the recordation fees.

Please return one recorded copy of document to the undersigned 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) 331-2405.

Respectfully,

MOORE & VAN ALLEN, PLLC



Thomas H. Schnitzlein  
Legal Assistant

ths  
Enclosures

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

**SCHEDULE I**

**DESCRIPTION OF EQUIPMENT**

**DESCRIPTION OF UNITS:** Sixty Five (65) New Center Flow Covered Hopper Cars, 100 Ton

**REPORTING MARKS:** ECUX

**CAR NUMBERS:** 887352, 887360, 887366, 887368, 887370, 887371, 887420, 887422, and 887424 through 887480 inclusive.

OCT 20 '97 10-00AM

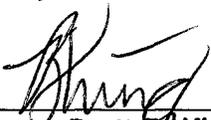
MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT dated as of Oct. 20, 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. 5 dated as of Oct. 20, 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 F. 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

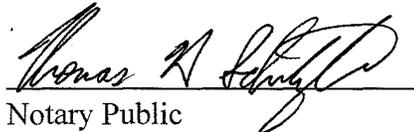
By:  *PSA*  
Name: Warren R. Needels  
Title: Manager, Transportation & Logistics

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 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 20 day of Oct., 1997.

  
Notary Public

**My Commission Expires August 14, 2000**

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 \_\_\_\_\_, 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 \_\_\_\_\_, 1997.

\_\_\_\_\_  
Notary Public

My commission expires: \_\_\_\_\_

[NOTARY SEAL]

STATE OF Texas

COUNTY OF Harris

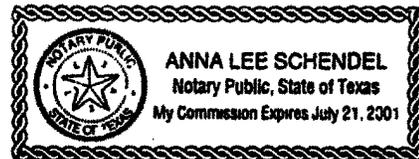
I, Anna Lee Schendel, a Notary Public in and for said state and county, do hereby certify that Harren R. Needels personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease Agreement.

Witness my hand and official seal this 16 day of Oct., 1997.

Anna Lee Schendel  
Notary Public

My commission expires: 7/21/2001

[NOTARY SEAL]



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