

**BALL JANIK LLP**

A T T O R N E Y S

1455 F STREET, NW, SUITE 225  
WASHINGTON, D.C. 20005

TELEPHONE 202-638-3307  
FACSIMILE 202-783-6947

RECORDATION NO. 21117 FILED

DEC 30 '97 1-29PM

LOUIS E. GITOMER  
OF COUNSEL  
(202) 466-6532

lgitomer@bjllp.com

December 30, 1997

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

Dear Secretary Williams:

I have enclosed two originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of December 30, 1997. We request that this document be given the next available Recordation Number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

LaSalle National Leasing Corporation  
502 Washington Avenue  
Towson, MD 21204

Lessee:

Conoco, Inc.  
P.O. Box 2197  
Houston, TX 77252

A description of the equipment covered by the Memorandum of Lease Agreement consists of 92 tank cars numbered CONX 1000-1025, inclusive, 1027-1043, inclusive, 1045-1050, inclusive, 1052, 1056, 1057, 1059, and 1114-1152, inclusive.

lasacon.03

*Counterpart - [Signature]*

RECEIVED  
SURFACE TRANSPORTATION  
BOARD  
DEC 30 1 29 PM '97

BALL JANIK LLP

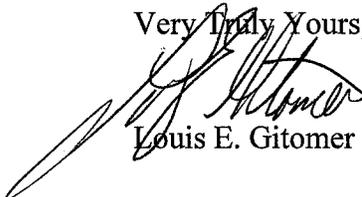
Honorable Vernon A. Williams  
December 30, 1997  
Page 2

A fee of \$24.00 is enclosed. Please return one original to:

Louis E. Gitomer  
Of Counsel  
Ball Janik LLP  
Suite 225  
1455 F Street, N.W.  
Washington, DC 20005

A short summary of the document to appear in the index follows: Memorandum of Lease Agreement between LaSalle National Leasing Corporation, 502 Washington Avenue, Towson, MD 21204, and Conoco, Inc., P.O. Box 2197, Houston, TX 77252, covering 92 tank cars numbered CONX 1000-1025, inclusive, 1027-1043, inclusive, 1045-1050, inclusive, 1052, 1056, 1057, 1059, and 1114-1152, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

**EXHIBIT NO. 1**

92 tank cars numbered CONX 1000-1025, inclusive, 1027-1043, inclusive, 1045-1050, inclusive, 1052, 1056, 1057, 1059, and 1114-1152, inclusive.

RECORDATION NO. 21117 FILED

DEC 30 '97

1-29 PM

**MEMORANDUM OF LEASE AGREEMENT**

**dated as of December 30, 1997**

**between**

**CONOCO INC.  
as Lessee,**

**and**

**LASALLE NATIONAL LEASING CORPORATION  
as Lessor**

**FILED WITH THE SURFACE TRANSPORTATION BOARD  
PURSUANT TO 49 U.S.C. § 11301  
on December \_\_, 1997 at \_\_:\_\_.m.**

## **MEMORANDUM OF LEASE AGREEMENT**

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of December 30, 1997, by and between LASALLE NATIONAL LEASING CORPORATION ("Lessor"), and CONOCO INC. ("Lessee"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto.

All of such railcars are more fully described in that certain Master Railcar Lease Agreement No. 1 dated as of October 27, 1997, and Lease Schedule No. 1 thereto, incorporating the terms thereof, dated as of December 30, 1997 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.

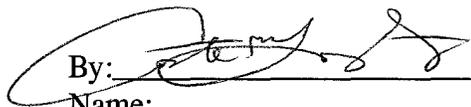
2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

**[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]**

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

LASALLE NATIONAL LEASING  
CORPORATION

By:   
Name: \_\_\_\_\_  
Title: **CONSTANCE W. LANCASTER**  
**VICE PRESIDENT**

CONOCO INC.

By:   
Name: E. L. Oshlo  
Title: Vice President

STATE OF MARYLAND )  
 ) ss.  
COUNTY OF Baltimore )

On this 23rd day of ~~September~~ <sup>December</sup>, 1997 before me appeared Constance W. Lancaster, the person who signed this instrument, who acknowledged that (s)he is the Vice President of LASALLE NATIONAL LEASING CORPORATION and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal] REGINA M. MCMANUS  
NOTARY PUBLIC  
BALTIMORE COUNTY

Regina M. McManus  
Notary Public

My commission expires:

10/29, 2000

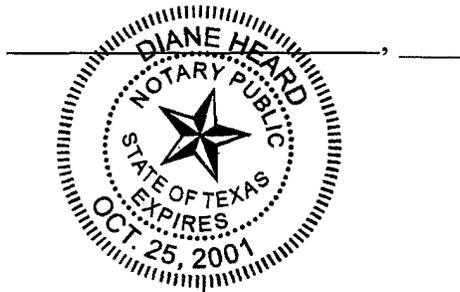
STATE OF TEXAS )  
 ) ss.  
COUNTY OF HARRIS )

On this 19 day of ~~September~~ <sup>December</sup>, 1997 before me appeared E. L. Oshlo, the person who signed this instrument, who acknowledged that (s)he is the Vice Pres. of CONOCO INC. and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

Diane Heard  
Notary Public

My commission expires:



**EXHIBIT NO. 1**

92 tank cars numbered CONX 1000-1025, inclusive, 1027-1043, inclusive, 1045-1050, inclusive, 1052, 1056, 1057, 1059, and 1114-1152, inclusive.