



DONELAN CLEARY  
WOOD & MASER, P.C.

March 5, 1999

RECORDATION NO. 22043 FILED

New Recordation No.

MAR 5 '99 10-00 AM

Dear Mr. Williams:

On behalf of BTM Funding Corporation, I submit for filing and recording under 49 U.S.C. § 11301 and the regulations applicable thereunder, counterparts of a primary document entitled Memorandum of Lease Agreement and Three Related Lease Supplements ("Lease Memorandum") dated as of February 19, 1999.

The parties to the Lease Memorandum are:

BTM Funding Corporation - LESSOR  
125 Summer Street  
Boston, MA 02110

Exxon Chemical Americas - LESSEE  
a Division of Exxon Chemical Company,  
a Division of Exxon Corporation  
13501 Katy Freeway  
Houston, TX 77079

The said Lease Memorandum covers, among other things, the leasing by the Lessor to the Lessee of 104 molten sulfur tank cars as identified in Schedules I-1, I-2 and I-3 to the Lease Memorandum, copies of each attached hereto.

A short summary of the Lease Memorandum to appear in the Surface Transportation Board Index is as follows:

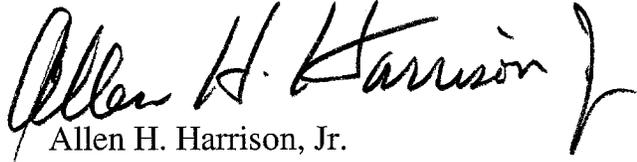
"Lease of 104 molten sulfur tank cars, ECUX numbers as listed in Schedules I-1, I-2 and I-3 to Lease Memorandum."

Enclosed is a check in the amount of twenty-six dollars (\$26.00) in payment of the filing fee.

*Counterparts to H.A. Harrison*

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter/fee receipt from the Surface Transportation Board acknowledging the filing and the two extra copies of this letter of transmittal.

Very Truly Yours,

A handwritten signature in black ink that reads "Allen H. Harrison, Jr." with a stylized flourish at the end.

Allen H. Harrison, Jr.  
*Attorney for BTM Funding Corporation,  
for the purpose of this filing.*

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

Enclosures

BY HAND

2970-005

SCHEDULE I- 1

Units of Equipment

13,500 gallon capacity, DOT class 111A100W1, molten sulfur tankcars

Unit Number

ECUX 281000  
ECUX 281001  
ECUX 281002  
ECUX 281003  
ECUX 281004  
ECUX 281005  
ECUX 281006  
ECUX 281007  
ECUX 281008  
ECUX 281009  
ECUX 281010  
ECUX 281011  
ECUX 281012  
ECUX 281013  
ECUX 281014  
ECUX 281015  
ECUX 281016  
ECUX 281017  
ECUX 281018  
ECUX 281020  
ECUX 281022  
ECUX 281023  
ECUX 281024  
ECUX 281025  
ECUX 281026  
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ECUX 281030  
ECUX 281031  
ECUX 281032  
ECUX 281036  
ECUX 281037  
ECUX 281038  
ECUX 281040

SCHEDULE I -2

Units of Equipment

13,500 gallon capacity, DOT class 111A100W1, molten sulfur tankcars

Unit Number

ECUX 281021  
ECUX 281034  
ECUX 281035  
ECUX 281041  
ECUX 281042  
ECUX 281043  
ECUX 281044  
ECUX 281045  
ECUX 281046  
ECUX 281047  
ECUX 281048  
ECUX 281049  
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ECUX 281061  
ECUX 281062  
ECUX 281064  
ECUX 281065  
ECUX 281066  
ECUX 281067  
ECUX 281068  
ECUX 281070  
ECUX 281075  
ECUX 281019  
ECUX 281033  
ECUX 281039

SCHEDULE I-3

Units of Equipment

13,500 gallon capacity, DOT class 111A100W1, molten sulfur tankcars

Unit Number

ECUX 281063  
ECUX 281069  
ECUX 281071  
ECUX 281072  
ECUX 281073  
ECUX 281074  
ECUX 281076  
ECUX 281077  
ECUX 281078  
ECUX 281079  
ECUX 281080  
ECUX 281081  
ECUX 281082  
ECUX 281084  
ECUX 281085  
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ECUX 281100  
ECUX 281101  
ECUX 281102  
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ECUX 281106  
ECUX 281107  
ECUX 281108

Surface Transportation Board  
Washington, D.C. 20423-0001

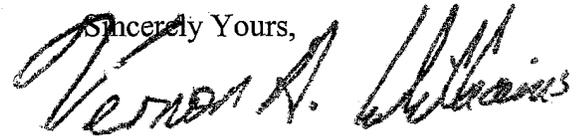
March 5, 1999

Allen H. Harrison, Jr.  
Donelan, Cleary, Wood & Maser, P.C.  
1100 New York Avenue NW  
Washington DC 20005-3934

Dear Mr. Harrison:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301 and  
and 49 CFR 1177.3 (c), on March 5, 1999 at 10:00 AM, and assigned  
recording number(s) 22043.

Sincerely Yours,



Vernon A. Williams  
Secretary

Enclosure(s)

\$ 26.00 The amount indicated at the left has been received in payment of a fee in  
connection with a document filed on the date shown. This receipt is issued for the amount  
paid. In the event of an error or any questions concerning this fee, you will receive a  
notification after the Surface Transportation Board has an opportunity to examine your  
document.

Signature: \_\_\_\_\_



RECORDATION NO.

22043

FILED

MAR 5 '99

10-00 AM

MEMORANDUM OF LEASE AGREEMENT  
AND THREE RELATED LEASE SUPPLEMENTS

THIS MEMORANDUM OF LEASE AGREEMENT AND THREE RELATED LEASE SUPPLEMENTS ("Memorandum"), dated as of this 19<sup>th</sup> day of February, 1999, is made by and between BTM Funding Corporation, a Massachusetts Corporation ("Lessor"), with its principal office at 125 Summer Street, Boston, Massachusetts 02110 and Exxon Chemical Americas, a division of Exxon Chemical Company, a division of Exxon Corporation, a New Jersey Corporation ("Lessee"), with its principal office at 13501 Katy Freeway, Houston, Texas 77079, hereinafter Lessor and Lessee together referred to as "Parties."

KNOW ALL PERSONS BY THESE PRESENT THAT:

WHEREAS, Parties entered into that certain Lease Agreement dated as of December 1, 1997 ("Lease"), whereby, among other things, the Lessor would lease to the Lessee, and the Lessee would lease from the Lessor, certain 13,500 gallon capacity, DOT class 111A100W1, molten sulfur tank cars ("tank cars"); and

WHEREAS, Lease Supplement No. 1, by and between the Parties, dated September 23, 1998, to the Lease, among other things, made subject to the Lease the thirty-five (35) tank cars identified in Schedule I-1 hereto attached; and

WHEREAS, Lease Supplement No.2, by and between the Parties, dated October 30, 1998, to the Lease, among other things, made subject to the Lease the thirty-five (35) tank cars identified in Schedule I-2 hereto attached; and

WHEREAS, Lease Supplement No. 3, by and between the Parties, dated December 23, 1998, to the Lease, among other things, made subject to the Lease the thirty-four (34) tank cars identified in Schedule I-3 hereto attached; and

WHEREAS, the Parties find it desirable to place of record this Memorandum in the public files maintained by the Surface Transportation Board under the provisions of 49 U.S.C. 11301.

NOW THEREFORE, this Memorandum is entered into by the Parties thereto for the purpose of placing of record the existence of the aforesaid Lease Agreement dated as of December 1, 1997, related Lease Supplement No. 1 dated September 23, 1998, related Lease Supplement No. 2 dated October 30, 1998 and related Lease Supplement No. 3 dated as of December 23, 1998.

IN WITNESS WHEREOF, the Parties have caused this Memorandum to be executed by its duly authorized officers as of the date herein first set forth above.

BTM FUNDING CORPORATION, Lessor.

By: 

Name: Roky P. Laughna

Title: Sr. Vice President

EXXON CHEMICAL AMERICAS, a  
Division of Exxon Chemical Company, a  
Division of Exxon Corporation, Lessee.

By: 

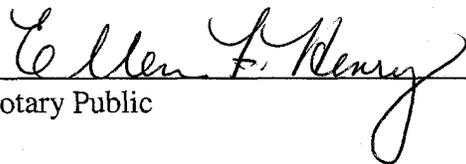
Name: **Warren R. Needels**

**Manager, Transportation & Logistics**

Title: \_\_\_\_\_

COMMONWEALTH OF MASSACHUSETTS )  
 ) SS  
COUNTY OF SUFFOLK )

On this 9<sup>th</sup> day of February, 1999, before me personally appeared in the City of Boston, Commonwealth of Massachusetts, Bory P. Laughna, to me personally known, who being by me duly sworn, says that he/she is Sr. Vice President of BTM Funding Corporation, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

[NOTARIAL SEAL]

**Ellen F. Henry**  
**NOTARY PUBLIC**  
My commission exp. January 17, 2003

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

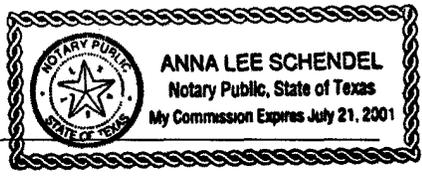
STATE OF TEXAS            )  
  ) SS  
COUNTY OF HARRIS        )

On this 19<sup>th</sup> day of February 1999, before me personally appeared in the City of Houston, State of Texas, Garrett R. Hedges, to me personally known, who being by me duly sworn, says that he/she is Mr. Transp. Logistics of Exxon Chemical Americas, a division of Exxon Chemical Company, a division of Exxon Corporation, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said division/corporation.

Anna Lee Schendel  
Notary Public

[NOTARIAL SEAL]

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



SCHEDULE I- 1

Units of Equipment

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