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SURFACE TRANSPORTATION
BOARD

DONELAN, CLEARY, WOOD & MASER, P.C.

MAY 26 11 04 AM '98

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WASHINGTON, D.C. 20005-3934

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May 26, 1998

RECORDATION NO. 21425 FILED

New Recordation No.

MAY 26 '98

11-04 AM

Dear Mr. Williams:

On behalf of NationsBanc Leasing Corporation, I submit for filing and recording under 49 U.S.C. § 11301(a) and the regulations applicable thereunder, executed counterparts of a primary document, not previously recorded, entitled Memorandum of Lease Agreement ("Lease") dated as of May 26, 1998.

The parties to the enclosed Lease are:

NationsBanc Leasing Corporation - LESSOR
101 South Tryon Street
Charlotte, NC 28255

Albright & Wilson Americas Inc. - LESSEE
4851 Lake Brook Drive
Glen Allen, VA 23060

The said Lease, among other things, acts to lease the equipment listed in Exhibit A to the Lessee by the Lessor.

The equipment covered by the instant Lease is as identified in Exhibit A thereto, copy attached.

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

"Covers 10 tank cars WACX 151185-151194 as listed in Exhibit A"

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

Counterparts - CH Harrison Jr

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,



Allen H. Harrison, Jr.
*Attorney for NationsBanc Leasing
Corporation for the purpose of this filing.*

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423
Enclosures

BY HAND

8357-020

MAY 26 '98

11-04AM

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT dated as of MAY 26, 1998, is between NationsBanc Leasing Corporation ("Lessor"), a North Carolina corporation having its principal place of business at 101 South Tryon Street, NC1-002-38-20, Charlotte, North Carolina 28255 and Albright & Wilson Americas Inc. ("Lessee"), a Delaware corporation having its principal place of business at 4851 Lake Brook Drive, Glen Allen, Virginia 23060.

WHEREAS, the Lessor and Lessee are entering into that certain Master Equipment Lease Agreement dated as of April 8, 1998 (the "Lease") which places under lease that certain equipment set forth on Exhibit A 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 duly authorized officers as of the date first above written. This Memorandum of Lease Agreement may be executed in counterparts, each such counterparts shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

NATIONSBANC LEASING CORPORATION

By: Jennifer HomerName: JENNIFER HOMERTitle: ASSISTANT VICE PRESIDENT

ALBRIGHT & WILSON AMERICAS INC.

By: Jeffrey C. Hauck V.P. OF FINANCE & ADM.Name: Jeffrey C. HauckTitle: Vice President, Finance
& Administration

Exhibit "A"
Albright & Wilson Americas, Inc.
Description of Equipment

<u>Qty.</u>	<u>Description</u>	<u>Car Nos.</u>
1	Trinity 16,900 gallon non-coiled, insulated, rubberlined carbon steel tank cars-9787	WACX 151185
1	Trinity 16,900 gallon non-coiled, insulated, rubberlined carbon steel tank cars-9787	WACX 151186
1	Trinity 16,900 gallon non-coiled, insulated, rubberlined carbon steel tank cars-9787	WACX 151187
1	Trinity 16,900 gallon non-coiled, insulated, rubberlined carbon steel tank cars-9787	WACX 151188
1	Trinity 16,900 gallon non-coiled, insulated, rubberlined carbon steel tank cars-9787	WACX 151189
1	Trinity 16,900 gallon non-coiled, insulated, rubberlined carbon steel tank cars-9787	WACX 151190
1	Trinity 16,900 gallon non-coiled, insulated, rubberlined carbon steel tank cars-9787	WACX 151191
1	Trinity 16,900 gallon non-coiled, insulated, rubberlined carbon steel tank cars-9787	WACX 151192
1	Trinity 16,900 gallon non-coiled, insulated, rubberlined carbon steel tank cars-9787	WACX 151193
1	Trinity 16,900 gallon non-coiled, insulated, rubberlined carbon steel tank cars-9787	WACX 151194

STATE OF Virginia)
COUNTY OF Henrico)
Henrico County

SS:

On this 25th day of March, 1998 before me personally appeared Jeffrey C. Hauke to me personally known, who being by me duly sworn, says that he/she is the V.P. Finance + Admin. of Albright & Wilson Americas Inc., that the foregoing instrument was signed on behalf of Albright & Wilson Americas Inc. 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.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Christine R. Dwyer
Notary Public

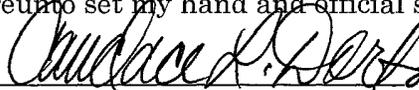
[SEAL]

My commission expires October 31, 2001.

STATE OF North Carolina)
) SS:
COUNTY OF Mecklenburg)

On this 2nd day of April, 1998 before me personally appeared Jennifer Homer to me personally known, who being by me duly sworn, says that she is the Assistant Vice President of NationsBanc Leasing Corporation, that the foregoing instrument was signed on behalf of NationsBanc Leasing Corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of the said NationsBanc Leasing Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Notary Public

[SEAL]

My commission expires December 4, 1999.