

RECORDATION NO. 21895 FILED

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DEC 23 '98 10-50 AM

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

DEC 23 10 47 AM '98

RECEIVED
SURFACE TRANSPORTATION
BOARD

December 22, 1998

RECORDATION NO. 21895-A FILED

DEC 23 '98 10-50 AM

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

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are three (3) copies of a Memorandum of Rail Car Lease Agreement, dated as of December 1, 1998, a primary document as defined in the Board's Rules for the Recordation of Documents and 3 copies of a Memorandum of Trust Indenture, Assignment of Lease and Security Agreement, a secondary document related thereto.

The names and addresses of the parties to the enclosed documents are:

Lease Agreement

Lessor: First Security Bank, National Association
79 South Main Street
Salt Lake City, Utah 84111

Lessee: Mobil Oil Corporation
3255 Gallows Road
Fairfax, Virginia

Counterpart

Mr. Vernon A. Williams
December 22, 1998
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Trust Indenture

Debtor: First Security Bank, National Association
79 South Main Street
Salt Lake City, Utah 84111

Indenture Trustee: The First National Bank of Maryland
25 South Maryland Street
Baltimore, Maryland 21201

A description of the railroad equipment covered by the enclosed documents is:

481 railcars bearing MBLX reporting marks and road numbers set forth on the Schedule attached hereto

Also enclosed is a check in the amount of \$52.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

<u>Manufacturer</u>	<u>Model</u>	<u>Road Numbers</u>
Trinity Industries, Inc.	AAR 211A100W1 multi compartment tank car	MBLX 3811
Union Tank Car Company	BD 30-110-28 DOT 111A100W1	MBLX 28298 through MBLX 28328 inclusive.
ACF Industries, Inc.	CF 6201 Center Flow	MBLX 53805 through MBLX 54129 inclusive.
Trinity Industries, Inc.	AAR Class 211A100W1 tank car	MBLX 28329 through MBLX 28341 inclusive; MBLX 28343 through MBLX 28453 inclusive.

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EXECUTION COPY

**MEMORANDUM OF TRUST INDENTURE,
ASSIGNMENT OF LEASE AND SECURITY AGREEMENT**

MEMORANDUM OF TRUST INDENTURE, ASSIGNMENT OF LEASE AND SECURITY AGREEMENT dated as of December 1, 1998 between First Security Bank, National Association (not in its individual capacity, but solely as Owner Trustee, the "Debtor"), a national banking association having a place of business at 79 South Main Street, Salt Lake City, Utah, 84111 USA and THE FIRST NATIONAL BANK OF MARYLAND (not in its individual capacity, but solely as Indenture Trustee, the "Indenture Trustee"), a national banking association having a place of business at 25 South Charles Street, Mail Code 101-591, Baltimore, Maryland 21201 USA.

WHEREAS, the Debtor and the Indenture Trustee have entered into that certain Trust Indenture, Assignment of Lease and Security Agreement dated as of December 1, 1998 as supplemented by Indenture Supplement No. 1 (together with any amendments or other supplements thereto, the "Indenture") covering the rolling stock equipment described in Schedule 1 hereto (the "Equipment"); and

WHEREAS, the parties wish to show for the public record the granting of a security interest by the Debtor to the Indenture Trustee and an assignment as security of the Debtor's right, title and interest in and to the Equipment and the Rail Car Lease Agreement dated as of December 1, 1998 (together with any amendments or supplements thereto, the "Lease") between the Debtor as Lessor and Mobil Oil Corporation, a New York corporation having a place of business at 3255 Gallows Road, Fairfax, Virginia, USA, as Lessee, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the parties hereto, by this instrument the Debtor hereby confirms the granting of a security interest to the Indenture Trustee and an assignment as security of the Debtor's right, title and interest in and to the Equipment and the Lease in accordance with the terms and conditions of the Indenture, and the Indenture Trustee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

[THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Trust Indenture, Assignment of Lease and Security Agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

DEBTOR:

FIRST SECURITY BANK, NATIONAL ASSOCIATION, not in its individual capacity, but solely as Owner Trustee

By William Madsen
Title: ~~Assistant Trust Officer~~

INDENTURE TRUSTEE:

THE FIRST NATIONAL BANK OF MARYLAND, not in its individual capacity, but solely as Indenture Trustee

By: _____
Title: _____

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Trust Indenture, Assignment of Lease and Security Agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

DEBTOR:

FIRST SECURITY BANK, NATIONAL ASSOCIATION, not in its individual capacity, but solely as Owner Trustee

By _____
Title: _____

INDENTURE TRUSTEE:

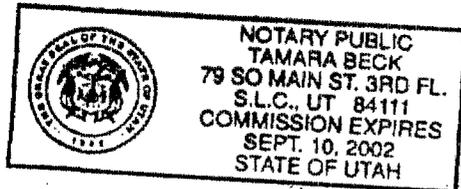
THE FIRST NATIONAL BANK OF MARYLAND, not in its individual capacity, but solely as Indenture Trustee

By: *Robert D. Brown*
Title: _____

STATE OF Utah)
) ss.:
COUNTY OF Salt Lake)

On this _____ day of December, 1998, personally appeared before me,
DeAnn Madsen, who being by me duly sworn, did say that (s)he is
Assistant Trust Officer of FIRST SECURITY BANK, NATIONAL ASSOCIATION, a
national banking association, that the foregoing instrument was signed and sealed on behalf of
said national banking association by authority of its Board of Directors, and (s)he acknowledged
that the execution of the foregoing instrument was the free act and deed of said national banking
association.

(SEAL)



Tamara Beck
Notary Public
My Commissioner Expires:

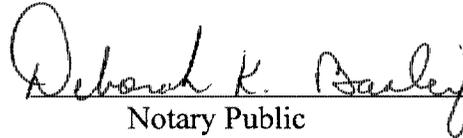
NOTARIAL CERTIFICATE

STATE OF MARYLAND)

: SS:

CITY OF BALTIMORE)

On this ____th day of December, 1998, before me personally appeared, Robert D. Brown, to me personally known, who being by me duly sworn, says that he is a Vice President of The First National Bank of Maryland, that said instrument was signed and sealed on behalf of said national banking association by authority of its Board of Directors, and he acknowledged that the execution and foregoing instrument was the free act and deed of said national banking association.


Notary Public

My Commission Expires: 4/13/2002



SCHEDULE 1 TO MEMORANDUM OF TRUST INDENTURE,
ASSIGNMENT OF LEASE AND SECURITY AGREEMENT

Four Hundred Eighty-One (481) rail cars, identified as follows:

<u>Manufacturer</u>	<u>Model</u>	<u>Road Numbers</u>
Trinity Industries, Inc.	AAR 211A100W1 multi compartment tank car	MBLX 3811
Union Tank Car Company	BD 30-110-28 DOT 111A100W1	MBLX 28298 through MBLX 28328 inclusive.
ACF Industries, Inc.	CF 6201 Center Flow	MBLX 53805 through MBLX 54129 inclusive.
Trinity Industries, Inc.	AAR Class 211A100W1 tank car	MBLX 28329 through MBLX 28341 inclusive; MBLX 28343 through MBLX 28453 inclusive.

together with all appliances, components, parts, instruments, appurtenances, accessories, furnishings and other equipment of whatever nature, which may now or from time to time be incorporated or installed in or attached thereto owned by the Owner Trustee (the "Equipment"), and including, in each case, all proceeds of any and all properties described above, including without limitation, insurance proceeds from any loss or damage to the Equipment and proceeds of any kind whatsoever with respect to the Equipment.