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RECORDATION NO. 20571 FILED 1425  
MAR 10 1997 3 45 PM

March 10, 1997

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

MAR 10 3 44 PM '97

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 February 28, 1997. We request that this document be recorded under the next available Recordation Number.

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

Lessor:

Signet Leasing and Financial Corporation  
7 St. Paul Street  
Baltimore, MD 21203

Lessee:

Mobil Oil Corporation  
3225 Gallows Road  
Fairfax, VA 22037

*Counter parts - per J. Williams*

Honorable Vernon A. Williams

March 10, 1997

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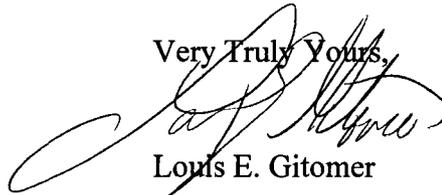
A description of the equipment covered by the Memorandum of Lease Agreement consists of 20 13,470 gallon insulated, exterior coiled tank cars each including Devoe 253 interior lining numbered MBLX 80000-80019, inclusive.

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: a Memorandum of Lease Agreement between Signet Leasing and Financial Corporation, 7 St. Paul Street, Baltimore, MD 21203, and Mobil Oil Corporation, 3225 Gallows Road, Fairfax, VA 22037, and covering 20 13,470 gallon insulated, exterior coiled tank cars each including Devoe 253 interior lining numbered MBLX 80000-80019, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001

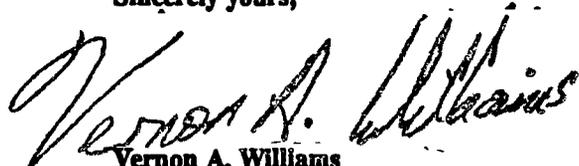
3/10/97

Louis E. Gitomer  
Of Counsel  
Ball Janik LLP  
1455 F Street, NW., Ste. 225  
Washington, DC., 20005

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3/10/97 at 3:45PM, and assigned recordation number(s) 20571.

Sincerely yours,

  
Vernon A. Williams  
Secretary

Enclosure(s)

\$ 24.00 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 and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



EXECUTION COPY

20571  
W/FILE 1/29/97

MEMORANDUM OF LEASE AGREEMENT

dated as of February 28, 1997

between

MOBIL OIL CORPORATION  
as Lessee,

and

SIGNET LEASING AND FINANCIAL CORPORATION

as Lessor

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

20571  
MAR 10 1997

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of February 28, 1997, by and between SIGNET LEASING AND FINANCIAL CORPORATION, a Maryland corporation ("Lessor"), and MOBIL OIL CORPORATION, a New York corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, Twenty (20) New Union Tank DOT111A100W1 13,470 gallon insulated, exterior coiled tank cars bearing reporting marks MBLX 80000 through MBLX 80019, inclusive, described in that certain Master Lease Agreement, dated as of April 1, 1993, and Equipment Schedule Number 51-3801-39 thereto and incorporating the terms thereof, dated as of February 28, 1997 (together with all of the addenda, exhibits, schedules and other attachments thereto, collectively, the "Lease"), between Lessor and Lessee.
2. The Lease shall be effective as of the date hereof and shall be subject to the Initial Term (as such capitalized term is defined in the Lease), and any renewal or other 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.

SIGNET LEASING AND FINANCIAL CORPORATION

By: [Signature]  
Title: V.P.

MOBIL OIL CORPORATION

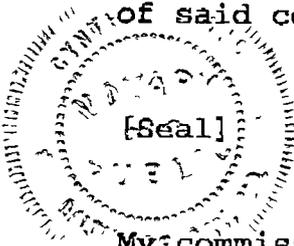
By: [Signature]  
Title: SOURCING SPECIALIST

[EXECUTION PAGE]

STATE OF MARYLAND )  
 ) ss.

CITY OF BALTIMORE )

On this the 7<sup>th</sup> day of ~~February~~ <sup>March</sup>, 1997 before me appeared H. Clifton Gottwals, the person who signed this instrument, who acknowledged that ~~(s)~~ he is the Vice President of SIGNET LEASING AND FINANCIAL CORPORATION and that being duly authorized ~~(s)~~ he signed such instrument as a free act on behalf of said corporation.



Cynthia L. O'Connell  
Notary Public

My commission expires:

01-03-98

COMMONWEALTH OF VIRGINIA )  
 ) ss.  
COUNTY OF FAIRFAX )

On this the 5<sup>th</sup> day of ~~February~~ <sup>MARCH</sup> <sup>20</sup>, 1997 before me appeared JAMES ARMSTRONG, the person who signed this instrument, who acknowledged that ~~(s)~~ he is the SOURCING SPECIALIST of MOBIL OIL CORPORATION and that being duly authorized ~~(s)~~ he signed such instrument as a free act on behalf of said corporation.

[Seal]

Susan C. Wilson  
Notary Public

My commission expires:

April 30, 2000