

RECORDATION NO. 20892-I FILED

JUN 03 '08 -2 00 PM

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SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A LESTER

June 3, 2008

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Partial Termination of Lease Supplement No. 1 to the Rail Car Lease Agreement, dated as of June 2, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Numbers 20892 and 20892-B.

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

Successor
Lessor: M&T Credit Corporation
One M&T Plaza
Buffalo, NY 14240

[Successor
Lessee: ExxonMobil Oil Corporation (f/k/a Mobil
Oil Corporation)
3033 Irving Blvd
Dallas, TX 75247

Anne K. Quinlan, Esquire
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A description of the railroad equipment covered by the enclosed document is:

55 railcars TERMINATED within the series MBLX 80020 - MBLX 80102 as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Memorandum of Partial Termination of Lease Supplement No. 1 to the Rail Car Lease Agreement.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a horizontal line extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

JUN 03 '08 -2 00 PM

**MEMORANDUM OF PARTIAL TERMINATION
OF LEASE SUPPLEMENT NO. 1
TO THE RAIL CAR LEASE AGREEMENT**

SURFACE TRANSPORTATION BOARD

(Surface Transportation Board)

THIS MEMORANDUM OF PARTIAL TERMINATION OF LEASE SUPPLEMENT NO. 1 TO THE RAIL CAR LEASE AGREEMENT (this "Partial Lease Termination") is given as of this 2nd day of ~~May~~_{June}, 2008, by M&T CREDIT SERVICES, LLC (the "Lessor"), witnesseth:

The Lessor, as successor lessor, and ExxonMobil Oil Corporation, as successor lessee, are parties to that certain Lease Supplement No. 1 to that certain Rail Car Lease Agreement, each dated as of September 30, 1997 (collectively, the "Lease"), and those certain Memorandum of Lease dated as of September 30, 1997 bearing Surface Transportation Board Recordation No. 20892 and Memorandum of Lease Supplement No. 1 dated September 30, 1997 bearing Surface Transportation Board Recordation No. 20892-B (collectively, the "Memoranda").

NOW, THEREFORE, in consideration of the premises contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Lessor hereto submits the following:

1. The Lessor releases any lien against the railcars described in Exhibit A attached hereto and made a part hereof (collectively, the "Terminated Railcars") created by or arising out of the Lease and the Memoranda.

2. This Partial Lease Termination does not affect any right of the Lessor to, or the lien of the Lessor evidenced by the Memoranda on, any of the remaining railcars subject to the Lease and the Memoranda or affect any right of the Lessor to any surviving obligations of the Lessee with respect to the Terminated Railcars under the Lease or the Agreement for Partial Termination of Rail Car Lease Agreement dated as of May 1, 2008 among the Lessor, the Lessee and Sulcom, Inc.

3. This Partial Lease Termination shall be recorded with the Surface Transportation Board so as to record the release of the lien against the Terminated Railcars constituted by the Lease and the Memoranda.

[SIGNATURES APPEAR ON THE FOLLOWING PAGE]

IN WITNESS WHEREOF, the Lessor has caused this Partial Lease Termination to be duly executed under seal as of the date first above written.

WITNESS:

M&T CREDIT SERVICES, LLC,

Heay

By: Jeffrey A. Millard (SEAL)
Jeffrey A. Millard
Vice President

State of Maryland, City of Baltimore, TO WIT:

On this 3rd day of April, 2008 before me personally appeared Jeffrey A. Millard, to me personally known, who being by me duly sworn, says that he is the Vice President of M&T CREDIT SERVICES, LLC, that said instrument was signed on behalf of said company, by authority of its Board of Directors, and that he acknowledged that the execution of the foregoing instruments was the free act and deed of said company.

IN WITNESS WHEREOF I have set my hand and seal.

Henryka W. Grylic Craig
Notary Public

(SEAL)

My Commission Expires:

HENRYKA W. GRYC CRAIG
NOTARY PUBLIC STATE OF MARYLAND
County of Baltimore
My Commission Expires September 20, 2008 D.

Exhibit A

DESCRIPTION OF TERMINATED RAILCARS

Fifty-five (55) sulphur tank cars

Car Marks/Numbers

1	MBLX	080020
2	MBLX	080021
3	MBLX	080023
4	MBLX	080024
5	MBLX	080026
6	MBLX	080027
7	MBLX	080028
8	MBLX	080030
9	MBLX	080032
10	MBLX	080033
11	MBLX	080034
12	MBLX	080035
13	MBLX	080036
14	MBLX	080037
15	MBLX	080039
16	MBLX	080040
17	MBLX	080041
18	MBLX	080042
19	MBLX	080043
20	MBLX	080045
21	MBLX	080047
22	MBLX	080048
23	MBLX	080049
24	MBLX	080052
25	MBLX	080054
26	MBLX	080055
27	MBLX	080056
28	MBLX	080057
29	MBLX	080058
30	MBLX	080059
31	MBLX	080061
32	MBLX	080063
33	MBLX	080064
34	MBLX	080066
35	MBLX	080067
36	MBLX	080069
37	MBLX	080071
38	MBLX	080072
39	MBLX	080073
40	MBLX	080076

41	MBLX	080078
42	MBLX	080076
43	MBLX	080081
44	MBLX	080082
45	MBLX	080083
46	MBLX	080084
47	MBLX	080085
48	MBLX	080086
49	MBLX	080088
50	MBLX	080089
51	MBLX	080091
52	MBLX	080093
53	MBLX	080098
54	MBLX	080099
55	MBLX	080102

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 6/2/08



Robert W. Alvord