

RECORDATION NO. 20540 FILED
20840
AUG 29 '97 11-30 AM

ADD TO SERVICE LIST ONLY

AUG 29 1997

ALVORD AND ALVORD
ATTORNEYS AT LAW
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

AUG 29 11 28 AM '97

RECEIVED
SURFACE TRANSPORTATION
BOARD

August 29, 1997

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 two (2) copies of a Memorandum of Master Lease Agreement, dated as of August 29, 1997, a secondary document as defined in the Board's Rules for the Recordation of Documents.

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

- Lessor: Fleet Capital Corporation
50 Kennedy Plaza
Providence, Rhode Island 02903
- Lessee: ALLIEDSIGNAL Inc.
101 Columbia Road
Morristown, New Jersey 07962

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A attached to the Lease Agreement.

Mr. Vernon A. Williams
August 29, 1997
Page 2

Also enclosed is a check in the amount of \$24.00 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,

A handwritten signature in cursive script, appearing to read "R. Alvord", with a horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg
Enclosures

AUG 29 '97

11:00AM

MEMORANDUM OF MASTER LEASE AGREEMENT

Memorandum of Master Lease Agreement, made and entered into on August 29, 1997 by and between FLEET CAPITAL CORPORATION, a Rhode Island corporation ("Lessor"), and ALLIEDSIGNAL INC., a Delaware corporation ("Lessee").

WITNESSETH:

The undersigned have entered into that certain Master Lease Agreement, dated August 27, 1997, whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain tank cars bearing road numbers and ACTX reporting marks as listed on Exhibit A attached hereto, subject to the term defined in said Master Lease Agreement.

IN WITNESS WHEREOF, the parties hereto has each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

FLEET CAPITAL CORPORATION

By: Kevin J. O'Callahan

Name: KEVIN J. O'CALLAHAN

Title:

Vice President/Sr. Lender

ALLIEDSIGNAL INC.

By: _____

Name:

Title:

Executed on this ____ day of _____, 1997.

STATE OF _____)
) ss:
COUNTY OF _____)

On this the _____ day of _____, 1997, before me, the undersigned officer, personally appeared _____, who acknowledged himself/herself to be an _____ of AlliedSignal Inc., and that he/she as such _____, being duly authorized so to do, executed the foregoing instrument for the purposes therein contained, and who duly acknowledged the execution of the same to be his/her free act and deed individually and as such _____, and the free act and deed of said entity for the purposes therein contained, by signing the name of the entity by himself/herself as such _____.

IN WITNESS WHEREOF, I hereunto set my hand.

Notary Public
My Commission Expires:

STATE OF Rhode Island)
) ss:
COUNTY OF Providence)

On this the 27th day of August, 1997, before me, the undersigned officer, personally appeared Kevin J O'Callahan, who acknowledged himself/herslef to be an Vice President of Fleet Capital Corporation, and that he/she as such officer being duly authorized so to do, executed the foregoing instrument for the purposes therein contained, and who duly acknowledged the execution of the same to be his/her free act and deed individually and as such officer, and the free act and deed of said entity for the purposes therein contained, by signing the name of the entity by himself/herself as such officer.

IN WITNESS WHEREOF, I hereunto set my hand.

Sandra Bernau
Notary Public
My Commisions Expires: 4/25/98

MEMORANDUM OF MASTER LEASE AGREEMENT

Memorandum of Master Lease Agreement, made and entered into on August 27, 1997 by and between FLEET CAPITAL CORPORATION, a Rhode Island corporation ("Lessor"), and ALLIEDSIGNAL INC., a Delaware corporation ("Lessee").

WITNESSETH:

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IN WITNESS WHEREOF, the parties hereto has each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

FLEET CAPITAL CORPORATION

By: _____
Name:
Title:

ALLIEDSIGNAL INC.

By: 
Name: John W. Gamble, Jr.
Title: Assistant Treasurer

Executed on this 27 day of August, 1997.

STATE OF New Jersey)
) ss:
COUNTY OF Morris)

On this the 27 day of August, 1997, before me, the undersigned officer, personally appeared John W. Gamble, Jr., who acknowledged himself/herself to be an Assistant Treasurer of AlliedSignal Inc., and that he/she as such Assistant Treasurer, being duly authorized so to do, executed the foregoing instrument for the purposes therein contained, and who duly acknowledged the execution of the same to be his/her free act and deed individually and as such Assistant Treasurer, and the free act and deed of said entity for the purposes therein contained, by signing the name of the entity by himself/herself as such Assistant Treasurer.

IN WITNESS WHEREOF, I hereunto set my hand.

Duth Shackelford
Notary Public
My Commission Expires:
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires May 1, 2001

STATE OF _____)
) ss:
COUNTY OF _____)

On this the _____ day of _____, 1997, before me, the undersigned officer, personally appeared _____, who acknowledged himself/herself to be an _____ of Fleet Capital Corporation, and that he/she as such officer being duly authorized so to do, executed the foregoing instrument for the purposes therein contained, and who duly acknowledged the execution of the same to be his/her free act and deed individually and as such officer, and the free act and deed of said entity for the purposes therein contained, by signing the name of the entity by himself/herself as such officer.

IN WITNESS WHEREOF, I hereunto set my hand.

Notary Public
My Commissions Expires:



EXHIBIT A

Attached to and made part of the following: Memorandum Of Master Lease Agreement

With: ALLIEDSIGNAL INC.

QTY	Location, Vendor, Description	Identification No.	AAR Mechanical Designation
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Depreciable Tax Life Is 7 Years

23	used 23,700 gallon non-jacketed acid pressure tank cars	ACTX 423000	112-S-400W
		ACTX 423001	
		ACTX 423002	
		ACTX 423003	
		ACTX 423004	
		ACTX 423005	
		ACTX 423006	
		ACTX 423007	
		ACTX 423008	
		ACTX 423009	
		ACTX 423010	
		ACTX 423011	
		ACTX 423012	
		ACTX 423013	
		ACTX 423014	
		ACTX 423015	
		ACTX 423016	
		ACTX 423017	
		ACTX 423018	
		ACTX 423019	
		ACTX 423020	
		ACTX 423021	
		ACTX 423022	
17	used 20,798 gallon coil insulated coal tar products tank cars	ACTX 420112	111-A-100W-2
		ACTX 420113	
		ACTX 420114	
		ACTX 420115	
		ACTX 420116	
		ACTX 420117	
		ACTX 420118	

[CONTINUED ON NEXT PAGE]



EXHIBIT A

Attached to and made part of the following: Memorandum Of Master Lease Agreement

With: ALLIEDSIGNAL INC.

QTY	Location, Vendor, Description	Identification No.	AAR Mechanical Designation
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ACTX 420119
ACTX 420120
ACTX 420121
ACTX 420122
ACTX 420123
ACTX 420124
ACTX 420125
ACTX 420126
ACTX 420127
ACTX 420128