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URBAN A. LESTER

April 26, 1999

RECORDATION NO. 21529-A FILED

APR 26 '99 12-10 PM  
TS

*Q. L.*  
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 four (4) copies of a Memorandum of Master Equipment Lease Agreement, dated as of April 23, 1999, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement previously filed with the Board under Recordation Number 21529.

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

Lessor: Fleet Capital Corporation  
50 Kennedy Plaza, 5<sup>th</sup> Floor  
Providence, Rhode Island 02903-2305

Lessee: Calumet Lubricants Co., Limited Partnership  
2780 Waterfront Parkway East Drive  
Suite 200  
Indianapolis, Indiana 46214

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

Mr. Vernon A. Williams  
April 26, 1999  
Page 2

Also enclosed is a check in the amount of \$26.00 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 stylized flourish at the end.

Robert W. Alvord

RWA/bg  
Enclosures



50 Kennedy Plaza; 5th Floor  
Providence, Rhode Island 02903-2305

RECORDATION NO. 21529-A FILED

APR 26 '99

12-10 PM  
TS

FILED AND RECORDED

on: \_\_\_\_\_  
at: \_\_\_\_\_  
and given Recordation No.: \_\_\_\_\_

**MEMORANDUM OF MASTER EQUIPMENT LEASE AGREEMENT** dated as of March 27, 1998 by and between Fleet Capital Corporation, a Rhode Island corporation ("Lessor") and Calumet Lubricants Co., Limited Partnership, an Indiana corporation ("Lessee"), as such agreement related to Lease Schedule Nos. 32591-00003 and 32591-00004 thereof (together, the "Lease").

WITNESSETH:

1. Pursuant to the Lease, Lessor has agreed to lease to Lessee, and the Lessee has agreed to lease from the Lessor, Fifty (50) 29,188 Gallon, Coiled & Insulated Tank RailCars. Model #30-292-5 Railcars bearing the Reporting Marks/Running Numbers set forth on the Schedule A attached hereto.

2. The Lease shall be effective as of the date set forth below and shall be subject to the Lease Term, as defined in the Lease.

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Memorandum of Master Equipment Lease Agreement to be signed and sealed by their respective duly authorized signatories as of the date set forth below.

Dated as of: April 23, 1999

Lessor:  
**Fleet Capital Corporation**

By:

Name: **MICHAEL P. MARINELLI**  
**Assistant Vice President**

Title: \_\_\_\_\_

Lessee:  
**Calumet Lubricants Co., Limited Partnership**  
By its General Partner, Calumet, Incorporated

By:

Name: **R. Patrick Murray, II**

Title: **Vice President & CFO**



**SCHEDULE A  
EQUIPMENT**

Attached hereto and made part of the following documents: Memorandum of Master Equipment Lease Agreement

With: Calumet Lubricants Co., Limited Partnership (32591-00003)

Depreciable Life: Seven (7) Years

Quantity	Model	Description	Railmarks
		Vendor: Trinity Industries, Inc. Location (01)	
25	30-292-5	29,188 Gallon Coiled/Insulated Tank Railcars	CLIX 298050 CLIX 298051 CLIX 298052 CLIX 298053 CLIX 298054 CLIX 298055 CLIX 298056 CLIX 298057 CLIX 298058 CLIX 298059 CLIX 298060 CLIX 298061 CLIX 298062 CLIX 298063 CLIX 298064 CLIX 298065 CLIX 298066 CLIX 298067 CLIX 298068 CLIX 298069 CLIX 298070 CLIX 298071 CLIX 298072 CLIX 298073 CLIX 298074

WITH ALL STANDARD AND ACCESSORY EQUIPMENT

**FLEET CAPITAL CORPORATION**

By:   
 Name: **MICHAEL P. MARINELLI**  
 Title: **Assistant Vice President**

**CALUMET LUBRICANTS CO.,  
LIMITED PARTNERSHIP**

By its General Partner, Calumet, Incorporated

By:   
 Name: **R. Patrick Murray, II**  
 Title: **Vice President & CFO**



**SCHEDULE A  
EQUIPMENT**

Attached hereto and made part of the following documents: Memorandum of Master Equipment Lease Agreement

With: Calumet Lubricants Co., Limited Partnership (32591-00004)  
 Depreciable Life: Seven (7) Years

Quantity	Model	Description	Railmarks
		Vendor: Trinity Industries, Inc.	
		Location (01)	
25	30-292-5	29,188 Gallon Coiled/Insulated Tank Railcars	CLIX 298075 CLIX 298076 CLIX 298077 CLIX 298078 CLIX 298079 CLIX 298080 CLIX 298081 CLIX 298082 CLIX 298083 CLIX 298084 CLIX 298085 CLIX 298086 CLIX 298087 CLIX 298088 CLIX 298089 CLIX 298090 CLIX 298091 CLIX 298092 CLIX 298093 CLIX 298094 CLIX 298095 CLIX 298096 CLIX 298097 CLIX 298098 CLIX 298099

WITH ALL STANDARD AND ACCESSORY EQUIPMENT

**FLEET CAPITAL CORPORATION**

By: *Michael P. Marinelli*  
 Name: **MICHAEL P. MARINELLI**  
 Title: **Assistant Vice President**

**CALUMET LUBRICANTS CO.,  
LIMITED PARTNERSHIP**

By its General Partner, Calumet, Incorporated

By: *R. Patrick Murray, II*  
 Name: **R. Patrick Murray, II**  
 Title: **Vice President & CFO**

STATE OF: Indiana

SS.

COUNTY OF: Johnson

On April 22, 1999 before me, Rhonda M Alford, Esq. Secretary  
(Notary Name and Title)

personally appeared R. Patrick Murray, II personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to within the instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature: Rhonda M Alford

(Notary Seal) **RHONDA M ALFORD  
NOTARY PUBLIC STATE OF INDIANA  
JOHNSON COUNTY  
MY COMMISSION EXP. NOV. 14, 2001**

STATE OF: Rhode Island

SS.

COUNTY OF: Providence

On April 23, 1999 before me, Debra Lucchesi  
(Notary Name and Title)

personally appeared Michael P. Marinelli personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to within the instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature: Debra Lucchesi

(Notary Seal)