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URBAN A. LESTER

September 28, 1999

RECORDATION NO. 21529-B FILED

SEP 29 '99

10-20AM

Ken Bartman
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 September 24, 1999, a ~~primary~~ ^{secondary} document as defined in the Board's Rules for the Recordation of Documents. *KAB*

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

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

Lessor: Fleet Capital Corporation
50 Kennedy Plaza
Providence, Rhode Island 02903

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:

twenty-five (25) tank railcars bearing CLIX reporting marks
and road numbers set forth in the Schedule A to the Lease Agreement

Mr. Vernon A. Williams
September 28, 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 "Robert W. Alvord", written in a cursive style.

Robert W. Alvord

RWA/bg
Enclosures

Fleet
Capital Leasing

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

RECORDATION NO. 21529-B FILED

SEP 29 '99 10-20AM

FILED AND RECORDED

on: _____
at: _____
and given Recordation No.: _____

MEMORANDUM OF MASTER EQUIPMENT LEASE AGREEMENT dated as of August 12, 1999 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. 32591-00005 and 32591-00006 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 Rail Cars. Model #30-292-5 bearing the Reporting Marks/Running Numbers set forth on the Schedule A's 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: 9-24-99

Lessor:
Fleet Capital Corporation

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

By: David R. Cournoye

By: x R. Patrick Murray, II

Name: DAVID R. COURNOYE

Name: x R. Patrick Murray, II

Title: Vice President/Sr. Lender

Title: x 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 (32591-00005)
 Depreciable Life: Seven (7) Years

Quantity	Model	Description	Railmarks
		Location (01) Vendor: Trinity Industries, Inc.	
25	30-292-5	29,188 Gallon Coiled/Insulated Tank Railcars	CLIX 298100 CLIX 298101 CLIX 298102 CLIX 298103 CLIX 298104 CLIX 298105 CLIX 298106 CLIX 298107 CLIX 298108 CLIX 298109 CLIX 298110 CLIX 298111 CLIX 298112 CLIX 298113 CLIX 298114 CLIX 298115 CLIX 298116 CLIX 298117 CLIX 298118 CLIX 298119 CLIX 298120 CLIX 298121 CLIX 298122 CLIX 298123 CLIX 298124

WITH ALL STANDARD AND ACCESSORY EQUIPMENT

FLEET CAPITAL CORPORATION

**CALUMET LUBRICANTS CO.,
LIMITED PARTNERSHIP**

By its General Partner, Calumet, Incorporated

By: David R. Cournoyer

By: x R. Patrick Murray, II

Name: DAVID R. COURNOYER

Name: x R. Patrick Murray, II

Title: Vice President/Sr. Lender

Title: x 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 (32591-00006)
 Depreciable Life: Seven (7) Years

Quantity	Model	Description	Railmarks
		Location (01) Vendor: Trinity Industries, Inc.	
25	30-292-5	29,188 Gallon Coiled/Insulated Tank Railcars	CLIX 298125 CLIX 298126 CLIX 298127 CLIX 298128 CLIX 298129 CLIX 298130 CLIX 298131 CLIX 298132 CLIX 298133 CLIX 298134 CLIX 298135 CLIX 298136 CLIX 298137 CLIX 298138 CLIX 298139 CLIX 298140 CLIX 298141 CLIX 298142 CLIX 298143 CLIX 298144 CLIX 298145 CLIX 298146 CLIX 298147 CLIX 298148 CLIX 298149

WITH ALL STANDARD AND ACCESSORY EQUIPMENT

FLEET CAPITAL CORPORATION

**CALUMET LUBRICANTS CO.,
LIMITED PARTNERSHIP**

By its General Partner, Calumet, Incorporated

By: David R. Cournoyer
 Name: **DAVID R. COURNOYER**
 Title: **Vice President/Sr. Lender**

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

STATE OF: x Indiana

SS.

COUNTY OF: x Marion

On x September 24, 1999 before me, Rhonda M Alford - Executive Secretary
(Notary Name and Title)

personally appeared x 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: x Rhonda M Alford

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

STATE OF: Rhode Island

SS.

COUNTY OF: Providence

On September 27, 1999 before me, Debra Lucchesi, Contract Administrator
(Notary Name and Title)

personally appeared David R. Cournoyer 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)