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ELIAS C. ALVORD (1942)  
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REC'D  
OF COUNSEL  
URBAN A. LESTER  
MAR 29 11 19 AM '95

19321  
RECORDATION NO. FILED 1995  
MAR 29 1995 11 20 AM  
INTERSTATE COMMERCE COMMISSION

March 29, 1995

Mr. Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) copies of a Memorandum of Master Equipment Lease Agreement, with Equipment Schedule No. 914, dated as of March 23, 1995, attached, a primary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

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

Lessor: Pitney Bowes Credit Corporation  
201 Merritt Seven  
Norwalk, Connecticut 06856-5151

Lessee: USX Corporation  
600 Grant Street  
Pittsburgh, Pennsylvania 15219

A description of the railroad equipment covered by the enclosed document is:

Six (6) dump cars USX 2576 through USX 2581, inclusive.

*Country - Galt*

Mr. Vernon A. Williams  
March 29, 1995  
Page 2

Also enclosed is a check in the amount of \$21.00 payable to the order of the Interstate Commerce Commission 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", written in black ink.

Robert W. Alvord

RWA/bg  
Enclosures



Interstate Commerce Commission  
Washington, D.C. 20423-0001

3/29/95

Office Of The Secretary

Robert W. Alvord  
Alvord And Alvord  
918 Sixteenth Street, NW., Ste. 200  
Washington, DC., 20006-2973

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 3/29/95 at 11:20AM, and assigned recordation number(s). 19321.

Sincerely yours,

Vernon A. Williams  
Secretary

Enclosure(s)

(0100576022)

\$ 21.00 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

REGISTRATION NO. 19321  
FILED  
MAR 23 1995 11:22 AM  
FEDERAL BUREAU OF INVESTIGATION

**MEMORANDUM  
OF MASTER EQUIPMENT LEASE AGREEMENT**

On the date hereof, the parties hereto entered into that certain Master Equipment Lease Agreement No. 1801414 (the "Lease Agreement") dated as of February 5, 1993, and that certain Equipment Schedule No. 914 dated as of March 22, 1995 attached and incorporated by reference thereto, by and between Pitney Bowes Credit Corporation ("Lessor"), having a place of business located at 201 Merritt Seven, Norwalk, Connecticut 06856-5151, and USX Corporation ("Lessee"), having its principal place of business located at 600 Grant Street, Pittsburgh, Pennsylvania 15219 pursuant to which Lessor has leased to Lessee the Equipment described on Annex I hereto, subject to the terms and conditions of said Lease Agreement.

IN WITNESS WHEREOF, each of the undersigned pursuant to due corporate authority has caused this Memorandum to be duly executed in its respective corporate name and hereby declares under penalty of perjury that this Memorandum is a true and correct document and was executed as of this 23rd day of March, 1995.

PITNEY BOWES CREDIT CORPORATION

BY: Michael J. Levitt

ITS: MICHAEL J. LEVITT  
Vice President  
Credit/Operations

USX CORPORATION

BY: R. R. Young  
R. R. Young, Manager Leasing, Marathon Oil Company

ITS: as authorized agent for USX Corporation

ANNEX I  
 TO EQUIPMENT SCHEDULE NO. 914  
 UNDER MASTER LEASE AGREEMENT  
 DATED FEBRUARY 5, 1993  
 BETWEEN  
 PITNEY BOWES CREDIT CORPORATION, LESSOR  
 AND  
 USX CORPORATION, LESSEE

<u>Quantity</u>	<u>Manufacturer</u>	<u>Railcar No.</u>	<u>Description</u>	<u>Location</u>	<u>Serial Number</u>	<u>Lessor's Cost</u>	<u>Rent</u>
1	Difco	USX-2576	Air Side Dump Car	Mt. Iron, MN	2064-1	\$119,125.00	\$3,804.85
1	Difco	USX-2577	Air Side Dump Car	Mt. Iron, MN	2064-2	119,125.00	3,804.85
1	Difco	USX-2578	Air Side Dump Car	Mt. Iron, MN	2064-3	119,125.00	3,804.85
1	Difco	USX-2579	Air Side Dump Car	Mt. Iron, MN	2064-4	119,125.00	3,804.85
1	Difco	USX-2580	Air Side Dump Car	Mt. Iron, MN	2064-5	119,125.00	3,804.85
1	Difco	USX-2581	Air Side Dump Car	Mt. Iron, MN	2064-6	119,125.00	3,804.85

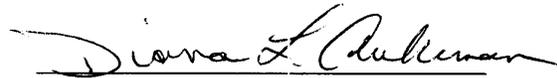
**CORPORATE FORM OF ACKNOWLEDGEMENT**

State of Ohio

SS:

County of Hancock

On this 23rd day of March, 1995, before me personally appeared R. R. Young, to me personally known, who being by me duly sworn, says that he is the Manager, Leasing of Marathon Oil Company as authorized agent for USX Corporation, that said instrument was signed on behalf of said corporation, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Signature of Notary Public

DIANA L. AUKERMAN  
NOTARY PUBLIC, STATE OF OHIO  
My Commission Expires Mar. 3, 1997

My commission expires \_\_\_\_\_

Seal

