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OF COUNSEL
URBAN A. LESTER

April 26, 1995

19321-A

Feb 30

RECORDED
MAY 11 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. 922, dated as of April 24, 1995, attached, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to the Memorandum of Master Equipment Lease Agreement duly filed with the Commission under Recordation Number 19321.

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:

two (2) air side dump cars USX 2582 and USX 2583

Handwritten notes:
G.P.C.
Master Parts

Mr. Vernon A. Williams
April 26, 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,

Robert W. Alvord

RWA/bg
Enclosures



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

4/26/95

Office Of The Secretary

Robert W. Alvord
Alvord And Alvord
313 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 4/26/95 at 11:30AM, and assigned recordation number(s). 19321-A.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

(0100607043)

\$ 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

19321-A

**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. 922 dated as of April 24, 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 24th day of April, 1995.

PITNEY BOWES CREDIT CORPORATION

USX CORPORATION

BY: Michael J. Leyh

BY: R. R. Young

APPROVED AS TO FORM
MUEU

ITS: MICHAEL J. LEYH
Vice President
Credit/Operations

ITS: R. R. Young, Manager - Leasing, Marathon Oil Company
as authorized agent for USX Corporation

APPROVED AS TO FORM
BYE

ANNEX I
 TO EQUIPMENT SCHEDULE NO. 922
 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-2582	Air Side Dump Car	Mt. Iron, MN	2064-7	\$119,125.00	\$3,771.74
1	Difco	USX-2583	Air Side Dump Car	Mt. Iron, MN	2064-8	119,125.00	3,771.74

CORPORATE FORM OF ACKNOWLEDGEMENT

State of Ohio

SS:

County of Hancock

On this 24th day of April, 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 I. AUKERMAN
NOTARY PUBLIC, STATE OF OHIO
My commission expires My Commission Expires Mar. 3, 1997

Seal

