

Counterparts - Williams

19321-N
FEB 18 1997

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

February 18, 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 Equipment Schedule No. 989, dated as of January 31, 1997, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to Master Lease Agreement previously 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

Lessee: USX Corporation
600 Grant Street
Pittsburgh, Pennsylvania 15219

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

one (1) locomotive crane bearing serial number L 4273

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Mr. Vernon A. Williams
February 18, 1997
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Also enclosed is a check in the amount of \$22.00 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,



Robert W. Alvord

RWA/bg
Enclosures

19321-N

**MEMORANDUM
OF MASTER LEASE AGREEMENT**

On the date hereof, the parties hereto entered into that certain Master Lease Agreement No. 1801414 (the "Lease Agreement") dated as of February 5, 1993, and that certain Equipment Schedule No. 989 effective as of January 31, 1997 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 is effective as of the 31st day of January, 1997.



PITNEY BOWES CREDIT CORPORATION

USX CORPORATION

BY: *Michael J. Levy*

BY: *R. R. Young*

ITS: MICHAEL J. LEVY
Vice President
Credit/Operations

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

DATE: February 12, 1997

CORPORATE FORM OF ACKNOWLEDGMENT

On this 12th day of February, 1997, before me personally appeared R. R. Young, to me personally known, who being by me duly sworn, says that he is Manager, Leasing 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.

Diana E. Aukerman

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

Signature of Notary Public

My commission expires

Seal

ANNEX I
 TO EQUIPMENT SCHEDULE NO. 989
 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>Description</u>	<u>Location</u>	<u>Serial Number</u>	<u>Lessor's Cost</u>	<u>Rent</u>
1	American Hoist	Remanufactured Locomotive Crane	Clairton, PA	L4273	\$324,095.00	\$13,239.28