

*Counter parts - Lambert*

19321-0  
FEB 24 1997

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

February 24, 1997

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

FEB 24 11 56 AM '97  
RECEIVED  
SURFACE TRANSPORTATION BOARD

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. 990, dated as of February 19, 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:

two (2) air side dump cars USX 2610 and USX 2613

Mr. Vernon A. Williams  
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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

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20425-0001

2/24/97

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 2/24/97 at 12:00PM, and assigned recordation number(s). 19321-0.

Sincerely yours,

  
Vernon A. Williams  
Secretary

Enclosure(s)

\$ 24.00 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



24 19321-0

**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. 990 dated as of February 19, 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 19th day of February, 1997.

PITNEY BOWES CREDIT CORPORATION

USX CORPORATION

BY: *MJB*

BY: *R.R. Young*



ITS: Vice President Credit/Operations

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

DATE: February 19, 1997

**CORPORATE FORM OF ACKNOWLEDGMENT**

On this 19th 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.

*Deanna F. Robinson*  
Signature of Notary Public

My commission expires NOTARY PUBLIC STATE OF OHIO  
My Commission Expires Mar. 3, 1997

Seal



ANNEX 1  
TO EQUIPMENT SCHEDULE NO. 990  
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-2610	Air Side Dump Car	Mt. Iron, MN	2126-07	\$127,630.00	\$3,973.12
1	Difco	USX-2613	Air Side Dump Car	Mt. Iron, MN	2126-10	127,630.00	3,973.12