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Counter Parts - Pitney Bowes

May 26, 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 Lease Schedule No. 802, dated as of May 24, 1995, 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 19370.

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: Crystal Car Line, Inc.
6500 Archer Road
Argo-Summit, Illinois 60501

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

Eighty-one (81) cars within the series CCLX 1004 through CCLX 1199 as set forth on Exhibit A attached to the Memorandum.

Mr. Vernon A. Williams
May 26, 1995
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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

19370-A

7742695

MEMORANDUM
OF MASTER EQUIPMENT LEASE AGREEMENT

On the date hereof, the parties hereto entered into that certain Master Equipment Lease Agreement No. 7742695 (the "Lease Agreement") dated as of April 4, 1995, and that certain Lease Schedule No. 802 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 Crystal Car Line, Inc. ("Lessee"), having its principal place of business located at 6500 Archer Road, Argo-Summit, IL 60501, pursuant to which Lessor has leased to Lessee the Equipment described on Exhibit A 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 by an officer duly authorized and hereby declares pursuant to 28 U.S.C. 1746 under penalty of perjury that this Memorandum is a true and correct document and was executed as of this 24th day of May, 1995.

PITNEY BOWES CREDIT CORPORATION

BY: Michael J. Leyh

ITS: MICHAEL J. LEYH
Vice President
Credit/Operations

CRYSTAL CAR LINE, INC.

BY: Edward A. Kunkin

ITS: President

EXHIBIT A

Eighty-One (81) Trinity 17,574 WG, Coiled and Insulated Railroad
Tank Cars 110 1/4 ID, DOT 111A100W3, Model 36-176-6

Carboline 891 Lining Per Car

Reporting Marks: CCLX

Running Numbers 1004, 1008, 1011, 1031, 1036, 1041, 1042, 1045,
1047, 1049, 1050, 1053, 1056, 1061, 1068, 1079,
1084, 1087, 1089, 1091, 1102, 1118, 1119, 1120,
1127, 1129, 1132, 1134, 1135, 1136, 1137, 1138,
1141, 1142, 1143, 1146, 1148, 1149, 1150, 1151,
1152, 1158, 1160, 1161, 1162, 1163, 1164, 1166,
1167, 1168, 1169, 1170, 1171, 1172, 1173, 1174,
1175, 1176, 1177, 1178, 1179, 1180, 1181, 1182,
1183, 1184, 1185, 1186, 1187, 1188, 1189, 1190,
1191, 1192, 1193, 1194, 1195, 1196, 1197, 1198,
1199

CORPORATE FORM OF ACKNOWLEDGEMENT

State of)
County of) SS:

On this 24th day of May, 1995, before me personally appeared Edward Kuske, to me personally known, who being by me duly sworn, says that he is the President of Crystal Car Line, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Diane Atsales
Signature of Notary Public



My commission expires _____

Seal