

RECORDATION NO. 19586-A
FH 10 2 400

MAR 13 1996 - 11 30 AM

INTERSTATE COMMERCE COMMISSION

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.
20006-2973
(202) 393-2266
FAX (202) 393-2156

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

March 13, 1996

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

MAR 13 11 27 AM '96
INTERSTATE COMMERCE
COMMISSION
RECEIVED

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Master Equipment Lease Agreement (with Lease Schedule No. 802 attached) dated as of March 4, 1996, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement, duly filed with the Commission under Recordation Number 19586.

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: Quantum Chemical Corporation
(through its division, Suburban Propane)
99 Wood Avenue South
Iselin, New Jersey 08830

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

One Hundred (100) tank cars bearing reporting marks and road numbers SPGX 200 through SPGX 299.

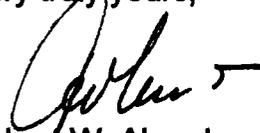
Counterpart - Govt.

Mr. Vernon A. Williams
March 13, 1996
Page 2

Also enclosed is a check in the amount of \$21.00 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,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/bg
Enclosures

MAR 13 1996 -11 30 AM

INTERSTATE COMMERCE COMMISSION

**MEMORANDUM
OF MASTER EQUIPMENT LEASE AGREEMENT**

On the date hereof, the parties hereto entered into that certain Master Equipment Lease Agreement No. 7743958 (the "Lease Agreement") dated as of June 30, 1995, and that certain Lease Schedule No. 802 dated as of March 4, 1996 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 Quantum Chemical Corporation (through its division, Suburban Propane), ("Lessee"), having its principal place of business located at 99 Wood Avenue South, Iselin, NJ 08830, 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 of Master Equipment Lease Agreement (the "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 is effective as of the 4th day of March, 1996.

LESSOR:

LESSEE:

PITNEY BOWES CREDIT CORPORATION

QUANTUM CHEMICAL CORPORATION *KON*
(through its division,
Suburban Propane)

BY: *Michael J. Levy*

BY: *[Signature]*

TITLE: MICHAEL J. LEVY
Vice President
Credit/Operations

TITLE: Vice President

Exhibit A

One Hundred (100) 33,687 gallon, non-coiled, insulated railroad tank cars, Model #60-337-1, DOT 112J340W manufactured by Trinity Industries with registration numbers SPGX 200 to and including SPGX 299.

CORPORATE FORM OF ACKNOWLEDGEMENT

State of New Jersey)
County of Morris) SS:

On this 4th day of March, 1996, before me personally appeared Charles T. Hoegger, to me personally known, who being by me duly sworn, says that he is the Vice President of Quantum Chemical Corporation (through its division, Suburban Propane), 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.

Barbara J. Verdon
Signature of Notary Public

BARBARA J. VERDON
NOTARY PUBLIC OF NEW JERSEY
~~MY COMMISSION EXPIRES APR. 24, 1999~~

My commission expires _____

Seal