

18048 A
REGISTRATION NO. FILED

DEC 21 1992 -1 22 PM

MEMORANDUM
OF MASTER EQUIPMENT LEASE AGREEMENT

INTERSTATE COMMERCE COMMISSION

On the date hereof, the parties hereto entered into that certain Car Service Agreement dated as of December 1, 1990, and that certain Rider No. 3 attached and incorporated by reference thereto, by and between Union Tank Car Company ("Lessor"), having a place of business located at 111 W. Jackson Blvd., Chicago, IL 60604, and Martin Gas Sales, Inc. ("Lessee"), having its principal place of business located at 101 E. Sabine, Kilgore, TX 75662, 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 day 16th of December, 1992.

UNION TANK CAR COMPANY
BY: x K.P. Juir
ITS: Vice President

MARTIN GAS SALES, INC.
BY: x [Signature]
ITS: x President

EXHIBIT A

<u>QTY</u>	<u>ITEM</u>	<u>MANUFACTURER MODEL & SERIAL NO.</u>	
Sixty (60)	13,470 Gallon Capacity Tank Cars DOT Class 111A100W1	MGSX 165	MGSX 195
		MGSX 166	MGSX 196
		MGSX 167	MGSX 197
		MGSX 168	MGSX 198
		MGSX 169	MGSX 199
		MGSX 170	MGSX 200
		MGSX 171	MGSX 201
		MGSX 172	MGSX 202
		MGSX 173	MGSX 203
		MGSX 174	MGSX 204
		MGSX 175	MGSX 205
		MGSX 176	MGSX 206
		MGSX 177	MGSX 207
		MGSX 178	MGSX 208
		MGSX 179	MGSX 209
		MGSX 180	MGSX 210
		MGSX 181	MGSX 211
		MGSX 182	MGSX 212
		MGSX 183	MGSX 213
		MGSX 184	MGSX 214
		MGSX 185	MGSX 215
		MGSX 186	MGSX 216
		MGSX 187	MGSX 217
		MGSX 188	MGSX 218
		MGSX 189	MGSX 219
		MGSX 190	MGSX 220
		MGSX 191	MGSX 221
		MGSX 192	MGSX 222
		MGSX 193	MGSX 223
		MGSX 194	MGSX 224

CORPORATE FORM OF ACKNOWLEDGEMENT

State of Ill)
County of Cook) SS:

On this 16th day of DEC., 1984, before me personally appeared KENNETH FISCHLE, to me personally known, who being by me duly sworn, says that he is the VICE PRESIDENT of Union Tank Car Company, 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.

Sandra R. Toman
Signature of Notary Public

My commission expires 4/18/94

Seal



CORPORATE FORM OF ACKNOWLEDGEMENT

State of x Texas)
) SS:
County of x Gregg)

On this x 16th day of x December, 19x 92 before me personally appeared x Ruben S. Martin III, to me personally known, who being by me duly sworn, says that he is the x President of Martin Gas Sales, Inc., 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.

x Karen Williams
Signature of Notary Public

My commission expires x 5-2-96

