

*Counterparts - Betty Jones*

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
918 SIXTEENTH STREET, N.W.  
SUITE 200  
WASHINGTON, D.C.

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

20006-2973

(202) 393-2266

FAX (202) 393-2156

OF COUNSEL  
URBAN A. LESTER

July 9, 1996

RECORDATION NO. 20175 FILED 1425

JUL 9 1996 - 11 53 AM

INTERSTATE COMMERCE COMMISSION

JUL 9 11 50 AM '96

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

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 a Memorandum of Master Rail Lease Agreement No. 7722176 (with Lease Schedule No. 801 attached), dated as of June 14, 1996, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

- Lessor: Pitney Bowes Credit Corporation  
201 Merritt Seven  
Norwalk, Connecticut 06856
- Lessee: Enterprise Products Company  
2727 North Loop West  
Houston, Texas 77210

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

Fifty (50) Trinity 33,687 gallon pressurized tank cars  
EPCX 1001 - EPCX 1050

Mr. Vernon A. Williams  
July 9, 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,

*Robert W. Alvord*  
Robert W. Alvord

RWA/bg  
Enclosures

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20427-0001

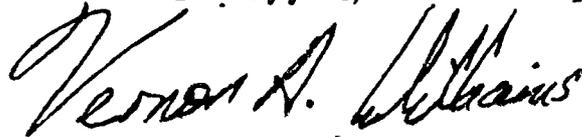
7/9/96

Robert W. Alvard  
Alvard And Alvard  
912 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 7/9/96 at 11:55AM, and assigned recordation number(s). 20175.

Sincerely yours,

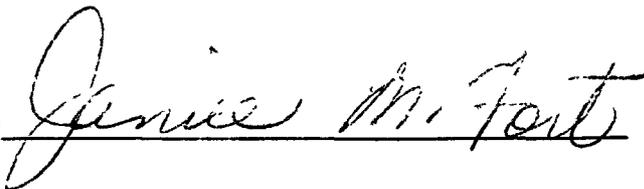


Vernon A. Williams  
Secretary

Enclosure(s)

\$ 21.00. 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



RECORDATION #20175 FILED 1420

JUL 9 1996 11 00 AM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM  
OF MASTER RAIL LEASE AGREEMENT

On the date hereof, the parties hereto entered into that certain Master Rail Lease Agreement no. 7722176 (the "Lease Agreement") dated as of June 14, 1996, and that certain Lease Schedule No. 801 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 Enterprise Products Company ("Lessee") having its principal place of business located at 2727 North Loop West, Houston, Texas 77210, 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 21<sup>st</sup> day of June, 1996

PITNEY BOWES CREDIT CORPORATION

BY: Michael E. Logan

ITS: \_\_\_\_\_

ENTERPRISE PRODUCTS COMPANY

BY: x Jay E. Miller

ITS: x E.V.P.



CORPORATE FORM OF ACKNOWLEDGEMENT

State of Texas )  
County of Harris ) SS:

On this 25 day of June, 1996, before me personally appeared Gary L. Miller to me personally known, who being by me duly sworn, says that he is the Executive Vice President of Enterprise Products 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.

Melody Lauchley  
Signature of Notary Public

My commission expires x 7-26-97

Seal x



EXHIBIT A

(50) Trinity 33,687 gallon pressurized tank cars

*EPCX 1001 - EPCX 1050*