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OF COUNSEL
URBAN A. LESTER

18536
RECORDATION NO. _____ FILED 1425

DEC 2 0 1993 -9 05 AM

INTERSTATE COMMERCE COMMISSION

December 17, 1993

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

18536
RECORDATION NO. _____ FILED 1425

DEC 2 0 1993 -9 05 AM

INTERSTATE COMMERCE COMMISSION

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two duly executed copies each of a Memorandum of Lease and a Memorandum of Assignment of Lease, both dated as of December 17, 1993, the first being a primary document and the other a secondary document related thereto, as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

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

Lessor/Assignor Debtor:	ACF Industries, Incorporated 3301 Rider Trail South Earth City, Missouri 63045
Lessee:	AG Processing P.O. Box 2047 Omaha, Nebraska 68103-2047
Assignee/ Secured Party:	BA Leasing & Capital Corporation Four Embarcadero Center, Suite 1200 San Francisco, California 94111

A description of the railroad equipment and leases covered by the enclosed documents is attached to each document as Exhibit A.

Also enclosed is a check in the amount of $36.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return one stamped copy of each of the enclosed documents to the undersigned.

Very truly yours,

Robert W. Alvord

RWA/bg
Enclosures

18536

DEC 2 0 1993 -9 05 AM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASES

BETWEEN

ACF INDUSTRIES, INCORPORATED ("LESSOR")

AND

the Lessee identified herein, ("LESSEE")

Filed and recorded with the Interstate Commerce Commission pursuant to Section 11303, Title 49, United States Code on December , 1993, at , Recordation No.

[4408-103/CV01.WPF/13NS/4276/38NS]

Memorandum dated as of December 17, 1993 of Leases specified on Exhibit A attached hereto by and between ACF Industries, Incorporated, a New Jersey corporation, ("Lessor") and the Lessee identified on Exhibit A attached hereto, ("Lessee") (as the same have been and may be amended, supplemented, otherwise modified or renewed from time to time, the "Leases").

W I T N E S S E T H:

Pursuant to the Leases, Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor certain railcars including the railroad tank cars and covered hopper cars listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the undersigned has caused this instrument to be signed by its corporate officer as of the date first above written.

ACF INDUSTRIES, INCORPORATED,

by

Title: ASSISTANT TREASURER

[4408-103/MEMLE.WPF/13NS/4276/38NS]

STATE OF NEW YORK)
) ss.
COUNTY OF NEW YORK)

On this 15th day of December, 1993, before me personally appeared Umesh Choksi, to me personally known, who being by me duly sworn, says that he is the Director of Finance and Assistant Treasurer of ACF INDUSTRIES, INCORPORATED that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

NOTARY PUBLIC

My commission expires:

DAVID M BRENSILBER
Notary Public, State of New York
Qualified in New York County
No. 4980938
Commission Expires April 29, 1995

[4408-103/MEMLE.WPF/13NS/4276/38NS]

Equipment

Exhibit A

Lessee	Car Service Contract No.	Identifying Numbers (Both Inclusive)	Number of Cars	AAR Designator
AG PROCESSING, INC.	3443	ACFX 77914	1	T105
AG PROCESSING, INC.	3443	ACFX 87290 To 87291	2	T105
AG PROCESSING, INC.	3443	ACFX 87293	1	T105
AG PROCESSING, INC.	3443	ACFX 84174 To 84175	2	T106
AG PROCESSING, INC.	3443	ACFX 84177	1	T106
AG PROCESSING, INC.	5297	ACFX 79527	1	T105
AG PROCESSING, INC.	5297	ACFX 79534	1	T105
AG PROCESSING, INC.	5297	ACFX 79539	1	T105
AG PROCESSING, INC.	5297	ACFX 79541	1	T105
AG PROCESSING, INC.	5297	ACFX 79546	1	T105
AG PROCESSING, INC.	5297	ACFX 79548	1	T105
AG PROCESSING, INC.	5297	ACFX 79554	1	T105
AG PROCESSING, INC.	5297	ACFX 79558	1	T105
AG PROCESSING, INC.	5297	ACFX 79560	1	T105
AG PROCESSING, INC.	5297	ACFX 79562	1	T105
AG PROCESSING, INC.	5297	ACFX 79564	1	T105
AG PROCESSING, INC.	5371	ACFX 78605 To 78613	9	T105
AG PROCESSING, INC.	5371	ACFX 83038	1	T105
AG PROCESSING, INC.	5665004	ACFX 12083	1	T105
AG PROCESSING, INC.	5665004	ACFX 12266	1	T105
AG PROCESSING, INC.	5665004	ACFX 12280	1	T105
AG PROCESSING, INC.	5665004	ACFX 12409	1	T105
AG PROCESSING, INC.	5665004	ACFX 12923	1	T105
AG PROCESSING, INC.	5665004	ACFX 77907	1	T105
AG PROCESSING, INC.	5665004	ACFX 78297	1	T105
AG PROCESSING, INC.	5665004	ACFX 78301	1	T105
AG PROCESSING, INC.	5665004	ACFX 78306	1	T105
AG PROCESSING, INC.	5665004	ACFX 78309	1	T105
AG PROCESSING, INC.	5665004	ACFX 78311	1	T105
AG PROCESSING, INC.	5665004	ACFX 78646	1	T105
AG PROCESSING, INC.	5665004	ACFX 78648	1	T105
AG PROCESSING, INC.	5665004	ACFX 78655	1	T105
AG PROCESSING, INC.	5665004	ACFX 78657	1	T105
AG PROCESSING, INC.	5665004	ACFX 78661 To 78662	2	T105
AG PROCESSING, INC.	5665004	ACFX 78669	1	T105
AG PROCESSING, INC.	5665004	ACFX 83224	1	T105
AG PROCESSING, INC.	5665004	ACFX 83355	1	T105
AG PROCESSING, INC.	5665004	ACFX 83745 To 83746	2	T105
AG PROCESSING, INC.	5665004	ACFX 84075	1	T105
AG PROCESSING, INC.	5665004	ACFX 84194	1	T105
AG PROCESSING, INC.	5665004	ACFX 84198 To 84199	2	T105
AG PROCESSING, INC.	5665004	ACFX 84204	1	T105
AG PROCESSING, INC.	5665004	ACFX 84751 To 84752	2	T105
AG PROCESSING, INC.	5665004	ACFX 84754 To 84756	3	T105
AG PROCESSING, INC.	5665004	ACFX 84759	1	T105
AG PROCESSING, INC.	5665004	ACFX 84761 To 84762	2	T105
AG PROCESSING, INC.	5665004	ACFX 84764 To 84765	2	T105
AG PROCESSING, INC.	5665004	ACFX 84865 To 84866	2	T105
AG PROCESSING, INC.	5665004	ACFX 84892 To 84893	2	T105
AG PROCESSING, INC.	5665004	ACFX 86824	1	T105
AG PROCESSING, INC.	5665004	ACFX 86846	1	T105
AG PROCESSING, INC.	5665004	ACFX 86851	1	T105
AG PROCESSING, INC.	5665004	ACFX 87346 To 87347	2	T105
AG PROCESSING, INC.	5665004	ACFX 87353	1	T105
AG PROCESSING, INC.	5665007	ACFX 77888	1	T105
AG PROCESSING, INC.	5665007	ACFX 78651	1	T105

Equipment

Exhibit A

Lessee	Car Service Contract No.	Identifying Numbers (Both Inclusive)	Number of Cars	AAR Designator
AG PROCESSING, INC.	5665007	ACFX 78658 To 78659	2	T105
AG PROCESSING, INC.	5665007	ACFX 87348	1	T105
AG PROCESSING, INC.	5665007	ACFX 87507	1	T105
AG PROCESSING, INC.	5665010	ACFX 77874	1	T105
AG PROCESSING, INC.	5665010	ACFX 77879	1	T105
AG PROCESSING, INC.	5665010	ACFX 77890	1	T105
AG PROCESSING, INC.	5665010	ACFX 78647	1	T105
AG PROCESSING, INC.	5665010	ACFX 78654	1	T105
AG PROCESSING, INC.	5665010	ACFX 78665	1	T105
AG PROCESSING, INC.	5665010	ACFX 78671	1	T105
AG PROCESSING, INC.	5665011	ACFX 77604	1	T105
AG PROCESSING, INC.	5665011	ACFX 77610	1	T105
AG PROCESSING, INC.	5665011	ACFX 77613	1	T105
AG PROCESSING, INC.	5665011	ACFX 77873	1	T105
AG PROCESSING, INC.	5665011	ACFX 77889	1	T105
AG PROCESSING, INC.	5665011	ACFX 81517	1	T105
AG PROCESSING, INC.	5665011	ACFX 81519	1	T105
AG PROCESSING, INC.	5665011	ACFX 82005	1	T105
AG PROCESSING, INC.	5665011	ACFX 82096	1	T105
AG PROCESSING, INC.	5665011	ACFX 82909	1	T105
AG PROCESSING, INC.	5665011	ACFX 82974	1	T105
AG PROCESSING, INC.	5665011	ACFX 83225	1	T105
AG PROCESSING, INC.	5665011	ACFX 83530	1	T105
AG PROCESSING, INC.	5665011	ACFX 83534	1	T105
AG PROCESSING, INC.	5665011	ACFX 83536	1	T105
AG PROCESSING, INC.	5665011	ACFX 83587	1	T105
AG PROCESSING, INC.	5665011	ACFX 83623	1	T105
AG PROCESSING, INC.	5665011	ACFX 83626	1	T105
AG PROCESSING, INC.	5665011	ACFX 83743	1	T105
AG PROCESSING, INC.	5665011	ACFX 84027	1	T105
AG PROCESSING, INC.	5665011	ACFX 84041	1	T105
AG PROCESSING, INC.	5665011	ACFX 84306	1	T105
AG PROCESSING, INC.	5665011	ACFX 84495	1	T105
AG PROCESSING, INC.	5665011	ACFX 86574	1	T105
AG PROCESSING, INC.	5665011	ACFX 86595	1	T105
AG PROCESSING, INC.	5665011	ACFX 86604	1	T105
AG PROCESSING, INC.	5665011	ACFX 86625 To 86626	2	T105
AG PROCESSING, INC.	5665011	ACFX 86658	1	T105
AG PROCESSING, INC.	5665011	ACFX 86672	1	T105
AG PROCESSING, INC.	5665011	ACFX 87119	1	T105
AG PROCESSING, INC.	5665011	ACFX 87500	1	T105
AG PROCESSING, INC.	5665011	ACFX 87517	1	T105
AG PROCESSING, INC.	5665011	ACFX 87524	1	T105
AG PROCESSING, INC.	5665011	ACFX 87533	1	T105
AG PROCESSING, INC.	5665011	ACFX 88936	1	T105
AG PROCESSING, INC.	5665012	ACFX 78670	1	T105
AG PROCESSING, INC.	5665012	ACFX 81028	1	T105
AG PROCESSING, INC.	5665012	ACFX 81101	1	T105
AG PROCESSING, INC.	5665012	ACFX 81131	1	T105
AG PROCESSING, INC.	5665012	ACFX 81161	1	T105
AG PROCESSING, INC.	5665012	ACFX 81245	1	T105
AG PROCESSING, INC.	5665012	ACFX 81258	1	T105
AG PROCESSING, INC.	5665012	ACFX 81266	1	T105
AG PROCESSING, INC.	5665012	ACFX 81278	1	T105
AG PROCESSING, INC.	5665012	ACFX 81373	1	T105
AG PROCESSING, INC.	5665012	ACFX 81456	1	T105

Equipment

Exhibit A

Lessee	Car Service Contract No.	Identifying Numbers (Both Inclusive)	Number of Cars	AAR Designator
AG PROCESSING, INC.	5665012	ACFX 81474	1	T105
AG PROCESSING, INC.	5665012	ACFX 81607	1	T105
AG PROCESSING, INC.	5665012	ACFX 81694	1	T105
AG PROCESSING, INC.	5665012	ACFX 81852	1	T105
AG PROCESSING, INC.	5665012	ACFX 81869	1	T105
AG PROCESSING, INC.	5665012	ACFX 81874	1	T105
AG PROCESSING, INC.	5665012	ACFX 82009	1	T105
AG PROCESSING, INC.	5665012	ACFX 82021	1	T105
AG PROCESSING, INC.	5665012	ACFX 82087	1	T105
AG PROCESSING, INC.	5665012	ACFX 82099	1	T105
AG PROCESSING, INC.	5665012	ACFX 82117	1	T105
AG PROCESSING, INC.	5665012	ACFX 82124	1	T105
AG PROCESSING, INC.	5665012	ACFX 82203	1	T105
AG PROCESSING, INC.	5665012	ACFX 82217	1	T105
AG PROCESSING, INC.	5665012	ACFX 82244	1	T105
AG PROCESSING, INC.	5665012	ACFX 82251	1	T105
AG PROCESSING, INC.	5665012	ACFX 82255	1	T105
AG PROCESSING, INC.	5665012	ACFX 82264	1	T105
AG PROCESSING, INC.	5665012	ACFX 82266	1	T105
AG PROCESSING, INC.	5665012	ACFX 82268	1	T105
AG PROCESSING, INC.	5665012	ACFX 82272	1	T105
AG PROCESSING, INC.	5665012	ACFX 82345	1	T105
AG PROCESSING, INC.	5665012	ACFX 82433	1	T105
AG PROCESSING, INC.	5665012	ACFX 82441 To 82442	2	T105
AG PROCESSING, INC.	5665012	ACFX 82474 To 82475	2	T105
AG PROCESSING, INC.	5665012	ACFX 82499	1	T105