

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

18536 - C  
DEC 6 1995 10:48 AM

*Counterparts - Kim Bartman*

December 4, 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 Reassignment of Leases, dated as of December 1, 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 Memorandum of Lease duly filed with the Commission under Recordation Number 18536.

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

Assignor : BA Leasing & Capital Corporation  
Four Embarcadero Center, Suite 1200  
San Francisco, California 94111

Assignee : First Security Bank of Utah, National Association  
79 South Main Street  
Salt Lake City, Utah 84111

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A attached to the Reassignment.

The Reassignment is being made by the Assignor pursuant to the Assignment, Assumption and Release Agreement, dated as of December 1, 1995, which has been filed under Recordation Number 18576-A.

Mr. Vernon A. Williams  
December 4, 1995  
Page 2

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,



Robert W. Alvord

RWA/bg  
Enclosures



Interstate Commerce Commission  
Washington, D.C. 20423-0001

12/8/95

Office Of The Secretary

Robert W. Alvord  
Alvord And Alvord  
918 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 12/8/95 at 8:55AM , and

assigned recordation number(s).	(See Below)			
	18536 C	18555 C	18573 C	18596 C
	18537 C	18556 C	18579 E	18597 C
	18539 C	18560 C	18580 C	18598 C
	18540 C	18561 C	18582 C	18600 C
	18541 E	18563 C	18583 C	18601 C
	18544 E	18565 C	18584 G	18602 C
	18545 E	18566 C	18585 C	18605 G
	18546 C	18567 C	18588 C	18608 C
	18548 C	18568 C	18590 C	18609 C
	18549 C	18569 C	18591 I	18615 C
	18550 C	18570 E	18593 C	18616 C
	18552 C	18571 C	18595 I	18617 C
Enclosure(s)	18554 C	18572 C		

Sincerely Yours,

Vernon A. Williams  
Secretary

\$ 1,050.00 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

18536-C

1995 6 21 AM

MEMORANDUM OF REASSIGNMENT OF LEASES dated as of December 1, 1995, made by BA Leasing & Capital Corporation, a California corporation (the "Assignor").

WHEREAS ACF Industries, Incorporated (the "Lessor") has entered into certain leases specified under the heading "Car Service Contract No." in Exhibit A hereto (the "Leases") with the lessee named in said Exhibit A, covering the railroad equipment identified by reporting mark and number in said Exhibit A (the "Equipment");

WHEREAS a memorandum of the Leases has been recorded with the Interstate Commerce Commission pursuant to section 11303 of Title 49 of the United States Code on the date specified in Exhibit B hereto and assigned the recordation number specified in said Exhibit B;

WHEREAS the Lessor has assigned all of its right, title, and interest in and to the Leases, the Equipment, the proceeds thereof and certain other collateral to the Assignor pursuant to that certain Assignment and Security Agreement (Chattel Mortgage) dated as of December 17, 1993 (the "Security Agreement"); and

WHEREAS a memorandum of such assignment has been recorded with the Interstate Commerce Commission pursuant to section 11303 of Title 49 of the United States Code; and

WHEREAS the Assignor is assigning all of its right, title, and interest in and to the Leases, the Equipment, the proceeds thereof and the other collateral specified in the memorandum relating to the Security Agreement to First Security Bank of Utah, National Association, as trustee (the "Assignee"), pursuant to that certain Assignment, Assumption and Release Agreement dated as of December 1, 1995, among Assignor, Assignee and Lessor.

IN WITNESS WHEREOF, the Assignor wishes to show for the public record the assignment of the Leases, the Equipment and the proceeds thereof and the other collateral specified in the memorandum relating to the Security Agreement, and accordingly has caused this memorandum to be executed by one of its officers thereunto duly authorized, as of the date first above written.

BA LEASING & CAPITAL CORPORATION

by 

Name:

SARA FITCH

Title:

Vice President

STATE OF CALIFORNIA )  
 )  
CITY AND COUNTY OF SAN FRANCISCO) SS.:

On this            day of November, 1995, before me personally appeared Sara Fitch, to me personally known, who, by me being duly sworn, says that she is a Vice President of BA Leasing & Capital Corporation, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Yvette Montalvo*  
\_\_\_\_\_  
NOTARY PUBLIC

My commission expires

9-15-96



## Exhibit A

Lessee	Car Service Contract #	Identifying Numbers	Number of Cars	AAR Designator
AG PROCESSING, INC.	3443	ACFX 77914	1	T105
AG PROCESSING, INC.	3443	ACFX 84174	1	T106
AG PROCESSING, INC.	3443	ACFX 84175	1	T106
AG PROCESSING, INC.	3443	ACFX 84177	1	T106
AG PROCESSING, INC.	3443	ACFX 87290	1	T105
AG PROCESSING, INC.	3443	ACFX 87291	1	T105
AG PROCESSING, INC.	3443	ACFX 87293	1	T105
AG PROCESSING, INC.	56650007	ACFX 77888	1	T105
AG PROCESSING, INC.	56650007	ACFX 78651	1	T105
AG PROCESSING, INC.	56650011	ACFX 77604	1	T105
AG PROCESSING, INC.	56650011	ACFX 77610	1	T105
AG PROCESSING, INC.	56650011	ACFX 77613	1	T105
AG PROCESSING, INC.	56650011	ACFX 77873	1	T105
AG PROCESSING, INC.	56650011	ACFX 77889	1	T105
AG PROCESSING, INC.	56650011	ACFX 83587	1	T105
AG PROCESSING, INC.	56650011	ACFX 83626	1	T105
AG PROCESSING, INC.	56650011	ACFX 86658	1	T105
AG PROCESSING, INC.	56650011	ACFX 87517	1	T105
AG PROCESSING, INC.	56650012	ACFX 78670	1	T105
AG PROCESSING, INC.	56650012	ACFX 81028	1	T105
AG PROCESSING, INC.	56650012	ACFX 81101	1	T105
AG PROCESSING, INC.	56650012	ACFX 81131	1	T105
AG PROCESSING, INC.	56650012	ACFX 81161	1	T105
AG PROCESSING, INC.	56650012	ACFX 81245	1	T105
AG PROCESSING, INC.	56650012	ACFX 81258	1	T105
AG PROCESSING, INC.	56650012	ACFX 81266	1	T105
AG PROCESSING, INC.	56650012	ACFX 81278	1	T105
AG PROCESSING, INC.	56650012	ACFX 81373	1	T105
AG PROCESSING, INC.	56650012	ACFX 81456	1	T105
AG PROCESSING, INC.	56650012	ACFX 81607	1	T105
AG PROCESSING, INC.	56650012	ACFX 81694	1	T105
AG PROCESSING, INC.	56650012	ACFX 81852	1	T105
AG PROCESSING, INC.	56650012	ACFX 81869	1	T105
AG PROCESSING, INC.	56650012	ACFX 81874	1	T105
AG PROCESSING, INC.	56650012	ACFX 82009	1	T105
AG PROCESSING, INC.	56650012	ACFX 82021	1	T105
AG PROCESSING, INC.	56650012	ACFX 82087	1	T105
AG PROCESSING, INC.	56650012	ACFX 82099	1	T105
AG PROCESSING, INC.	56650012	ACFX 82117	1	T105
AG PROCESSING, INC.	56650012	ACFX 82124	1	T105
AG PROCESSING, INC.	56650012	ACFX 82203	1	T105
AG PROCESSING, INC.	56650012	ACFX 82217	1	T105
AG PROCESSING, INC.	56650012	ACFX 82244	1	T105
AG PROCESSING, INC.	56650012	ACFX 82251	1	T105
AG PROCESSING, INC.	56650012	ACFX 82255	1	T105
AG PROCESSING, INC.	56650012	ACFX 82264	1	T105
AG PROCESSING, INC.	56650012	ACFX 82266	1	T105

## Exhibit A

<b>Lessee</b>	<b>Car Service Contract #</b>	<b>Identifying Numbers</b>	<b>Number of Cars</b>	<b>AAR Designator</b>
AG PROCESSING, INC.	56650012	ACFX 82268	1	T105
AG PROCESSING, INC.	56650012	ACFX 82272	1	T105
AG PROCESSING, INC.	56650012	ACFX 82345	1	T105
AG PROCESSING, INC.	56650012	ACFX 82433	1	T105
AG PROCESSING, INC.	56650012	ACFX 82442	1	T105
AG PROCESSING, INC.	56650012	ACFX 82474	1	T105
AG PROCESSING, INC.	56650012	ACFX 82475	1	T105
AG PROCESSING, INC.	56650012	ACFX 82499	1	T105
AG PROCESSING, INC.	56650004	ACFX 12083	1	T105
AG PROCESSING, INC.	56650004	ACFX 12266	1	T105
AG PROCESSING, INC.	56650004	ACFX 12409	1	T105
AG PROCESSING, INC.	56650004	ACFX 12923	1	T105
AG PROCESSING, INC.	56650004	ACFX 77907	1	T105
AG PROCESSING, INC.	56650004	ACFX 78297	1	T105
AG PROCESSING, INC.	56650004	ACFX 78301	1	T105
AG PROCESSING, INC.	56650004	ACFX 78306	1	T105
AG PROCESSING, INC.	56650004	ACFX 78309	1	T105
AG PROCESSING, INC.	56650004	ACFX 78311	1	T105
AG PROCESSING, INC.	56650004	ACFX 78646	1	T105
AG PROCESSING, INC.	56650004	ACFX 78648	1	T105
AG PROCESSING, INC.	56650004	ACFX 78655	1	T105
AG PROCESSING, INC.	56650004	ACFX 78657	1	T105
AG PROCESSING, INC.	56650004	ACFX 78661	1	T105
AG PROCESSING, INC.	56650004	ACFX 78662	1	T105
AG PROCESSING, INC.	56650004	ACFX 78669	1	T105
AG PROCESSING, INC.	56650004	ACFX 83224	1	T105
AG PROCESSING, INC.	56650004	ACFX 83355	1	T105
AG PROCESSING, INC.	56650004	ACFX 83745	1	T105
AG PROCESSING, INC.	56650004	ACFX 83746	1	T105
AG PROCESSING, INC.	56650004	ACFX 84075	1	T105
AG PROCESSING, INC.	56650004	ACFX 84194	1	T105
AG PROCESSING, INC.	56650004	ACFX 84198	1	T105
AG PROCESSING, INC.	56650004	ACFX 84199	1	T105
AG PROCESSING, INC.	56650004	ACFX 84204	1	T105
AG PROCESSING, INC.	56650004	ACFX 84751	1	T105
AG PROCESSING, INC.	56650004	ACFX 84752	1	T105
AG PROCESSING, INC.	56650004	ACFX 84754	1	T105
AG PROCESSING, INC.	56650004	ACFX 84755	1	T105
AG PROCESSING, INC.	56650004	ACFX 84756	1	T105
AG PROCESSING, INC.	56650004	ACFX 84759	1	T105
AG PROCESSING, INC.	56650004	ACFX 84761	1	T105
AG PROCESSING, INC.	56650004	ACFX 84762	1	T105
AG PROCESSING, INC.	56650004	ACFX 84764	1	T105
AG PROCESSING, INC.	56650004	ACFX 84765	1	T105
AG PROCESSING, INC.	56650004	ACFX 84865	1	T105
AG PROCESSING, INC.	56650004	ACFX 84866	1	T105
AG PROCESSING, INC.	56650004	ACFX 84892	1	T105

## Exhibit A

<b>Lessee</b>	<b>Car Service Contract #</b>	<b>Identifying Numbers</b>	<b>Number of Cars</b>	<b>AAR Designator</b>	
AG PROCESSING, INC.	56650004	ACFX	84893	1	T105
AG PROCESSING, INC.	56650004	ACFX	86824	1	T105
AG PROCESSING, INC.	56650004	ACFX	86846	1	T105
AG PROCESSING, INC.	56650004	ACFX	86851	1	T105
AG PROCESSING, INC.	56650004	ACFX	87346	1	T105
AG PROCESSING, INC.	56650004	ACFX	87347	1	T105
AG PROCESSING, INC.	56650004	ACFX	87353	1	T105
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

---

EXHIBIT B

Lessee: AG Processing

Date of Recordation: 12/20/93

Recordation Number: 18536

[RICE--ATTY/EXB.WPF/22D/4265]

RECORDATION NO. 18523-B FILED 1425  
MAR 10 1997 2:35 PM

**NOTICE**

Notice is hereby given that the Security Agreements previously filed under Recordation Numbers 18516, 18517 and 19200 (as the same have, from time to time, been amended, supplemented and/or partially released) have been fully terminated effective March 7, 1997.

Any security interests in the railcars and assignment of leases contained in such security agreements not previously released have now been terminated effective March 7, 1997.

Effective no later than March 7, 1997, ACF does not claim a leasehold interest in any railcar identified herein solely by reason of any Memorandum of Lease or other document filed herein.



Robert W. Alvord, Attorney for  
ACF Industries, Incorporated

District of Columbia     )  
                                          )     ss.  
City of Washington        )

Subscribed and sworn to before me this 10th day of March 1997.



Kim L. Bartman,  
NOTARY PUBLIC

My Commission expires: 3-31-2000

18524-B	18574-C	18841-D	19768-B	20091-B
18525-B	18575-B	18842-C	19769-B	20092-B
18526-B	18576-C	18843-D	19770-B	20093-B
18527-B	18577-C	18844-F	19771-B	20094-B
18528-B	18578-C	18845-C	19772-B	20095-B
18529-B	18579-F	18846-C	19773-B	20096-B
18530-B	18580-D	18847-G	19774-B	20097-B
18535-C	18581-C	18848-C	19775-B	20098-B
18536-D	18582-D	18965-C	19776-B	20099-B
18537-D	18583-D	19201-B	19777-B	20100-B
18538-E	18584-H	19202-B	19778-B	
18539-D	18585-D	19203-B	19779-B	
18540-D	18586-F	19204-B	19780-B	
18541-F	18587-C	19205-B	19781-B	
18542-C	18588-D	19206-B	19782-B	
18543-C	18589-C	19207-B	19783-B	
18544-G	18590-D	19208-B	19784-B	
18545-G	18591-J	19209-B	19785-B	
18546-D	18592-C	19210-B	19786-B	
18547-C	18593-D	19211-B	19787-B	
18548-D	18594-C	19212-B	19788-B	
18549-D	18595-J	19213-B	19789-B	
18550-D	18596-D	19214-B	19790-B	
18551-C	18597-D	19215-B	19791-B	
18552-D	18598-D	19216-B	19792-B	
18553-C	18599-C	19217-B	19793-B	
18554-D	18600-D	19218-B	19794-B	
18555-D	18601-D	19219-B	19795-B	
18556-D	18602-D	19220-B	19818-B	
18557-C	18603-C	19221-B	19819-B	
18558-C	18604-C	19222-B	20075-B	
18559-C	18605-I	19223-B	20076-B	
18560-D	18606-C	19754-B	20077-B	
18561-D	18607-C	19755-B	20078-B	
18562-C	18608-D	19756-B	20079-B	
18563-D	18609-D	19757-B	20080-B	
18564-C	18613-B	19758-B	20081-B	
18565-D	18614-B	19759-B	20082-B	
18566-D	18615-D	19760-B	20083-B	
18567-D	18616-D	19761-B	20084-B	
18568-D	18617-D	19762-B	20085-B	
18569-D	18777-D	19763-B	20086-B	
18570-F	18778-C	19764-B	20087-B	
18571-D	18838-D	19765-B	20088-B	
18572-D	18839-C	19766-B	20089-B	
18573-D	18840-D	19767-B	20090-B	