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OF COUNSEL
URBAN A. LESTER

December 4, 1995

18537-C

DEC 8 1995 AM

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 18537.

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

Assignor : BA Leasing & Capital Corporation
Four Embarcardero Center, Suite 1200
San Francisco, California 9411

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.

Recordation Dept - Kim Bottman

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

18537-a

1995 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)
) SS.:
CITY AND COUNTY OF SAN FRANCISCO)

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

Yvette Montalvo
Comm #971135
NOTARY PUBLIC - CALIFORNIA
City & County of San Francisco
Comm. Expires Sept 15 1996

[NYCORP:80517.1]

Exhibit A

Lessee	Car Service Contract #		Identifying Numbers	Number of Cars	AAR Designator
AKZO NOBEL CHEMICALS INC.	45100051	ACFX	19238	1	T543
AKZO NOBEL CHEMICALS INC.	45100051	ACFX	19255	1	T543
AKZO NOBEL CHEMICALS INC.	45100051	ACFX	19258	1	T543
AKZO NOBEL CHEMICALS INC.	45100051	ACFX	19372	1	T543
AKZO NOBEL CHEMICALS INC.	45100051	ACFX	19379	1	T543
AKZO NOBEL CHEMICALS INC.	45100051	ACFX	19387	1	T543
AKZO NOBEL CHEMICALS INC.	45100051	ACFX	19414	1	T543

EXHIBIT B

Lessee: AKZO Chemicals, Inc.

Date of Recordation: 12/20/93

Recordation Number: 18537

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