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

LICENSING BRANCH
OF COUNSEL
URBAN A. LESTER
DEC 20 1993 11:53

December 17, 1993

RECORDATION NO. 18540 FILED 1425

DEC 20 1993 -9 05 AM

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

INTERSTATE COMMERCE COMMISSION
RECORDATION NO. 18540 FILED 1425

DEC 20 1993 -9 05 AM

Dear Mr. Strickland:

INTERSTATE COMMERCE COMMISSION

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:

BASF Corporation
100 Cherry Hill Road
Parsippany, New Jersey 07054

Assignee/
Secured Party:

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

Mr. Sidney L. Strickland, Jr.
December 17, 1993
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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,

A handwritten signature in cursive script, appearing to read "Robert W. Alvord", written in dark ink.

Robert W. Alvord

RWA/bg
Enclosures

RECORDATION NO. **18540** FILED 1425

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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

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

Equipment

Exhibit A

<u>Lessee</u>	<u>Car Service Contract No.</u>	<u>Identifying Numbers (Both Inclusive)</u>	<u>Number of Cars</u>	<u>AAR Designator</u>
BASF CORPORATION CHEMICALS DIV.	7114009	ACFX 55970	1	C614
BASF CORPORATION CHEMICALS DIV.	7114017	ACFX 83145	1	T015
BASF CORPORATION CHEMICALS DIV.	7114017	ACFX 83149	1	T015
BASF CORPORATION CHEMICALS DIV.	7114017	ACFX 83158	1	T015
BASF CORPORATION CHEMICALS DIV.	7114021	ACFX 14619	1	T103
BASF CORPORATION CHEMICALS DIV.	7114035	ACFX 58004	1	C214
BASF CORPORATION CHEMICALS DIV.	7114041	ACFX 58343	1	C214
BASF CORPORATION CHEMICALS DIV.	7114043	ACFX 58506	1	C214
BASF CORPORATION CHEMICALS DIV.	7114043	ACFX 58966	1	C214
BASF CORPORATION CHEMICALS DIV.	7114043	ACFX 58981	1	C214
BASF CORPORATION CHEMICALS DIV.	7114043	ACFX 58984	1	C214
BASF CORPORATION CHEMICALS DIV.	7114046	ACFX 58532	1	C214
BASF CORPORATION CHEMICALS DIV.	7114046	ACFX 58567	1	C214
BASF CORPORATION CHEMICALS DIV.	7114046	ACFX 58644	1	C214
BASF CORPORATION CHEMICALS DIV.	7114054	ACFX 58082	1	C214
BASF CORPORATION CHEMICALS DIV.	7114055	ACFX 58116	1	C214
BASF CORPORATION CHEMICALS DIV.	7114056	ACFX 58024	1	C214