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

LIBERATION SECTION  
OF COUNSEL  
URBAN A. LESTER  
RECORDATION SECTION  
SECRETARY  
DEC 20 6 59 AM '93

December 17, 1993

18564  
RECORDATION NO. \_\_\_\_\_ FILED 1425

DEC 20 1993 -9 05 AM

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

18564  
RECORDATION NO. \_\_\_\_\_ FILED 1425

Dear Mr. Strickland:

DEC 20 1993 -9 05 AM

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:

Georgia Gulf Corporation  
P.O. Box 629  
Plaquemine, LA 70765-0629

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,



Robert W. Alvord

RWA/bg  
Enclosures

RECORDATION NO. 18564 FILED 1425

DEC 20 1993 -9 05 AM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASES

BETWEEN

ACF INDUSTRIES, INCORPORATED ("LESSOR")

AND

the Lessee identified herein, ("LESSEE")

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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

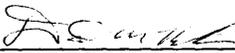


Title:

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. 0000939  
Commission Expires April 29, 1995 85

**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>
GEORGIA GULF CORPORATION	0080	ACFX 96645 To 96648	4	C214
GEORGIA GULF CORPORATION	0080	ACFX 96651 To 96657	7	C214
GEORGIA GULF CORPORATION	0080	ACFX 96659	1	C214
GEORGIA GULF CORPORATION	2807	ACFX 57194	1	C214
GEORGIA GULF CORPORATION	2807	ACFX 57200	1	C214
GEORGIA GULF CORPORATION	2807	ACFX 57206	1	C214
GEORGIA GULF CORPORATION	2807	ACFX 57208	1	C214
GEORGIA GULF CORPORATION	2807	ACFX 57212	1	C214
GEORGIA GULF CORPORATION	2807	ACFX 57219	1	C214
GEORGIA GULF CORPORATION	2807	ACFX 57221 To 57222	2	C214
GEORGIA GULF CORPORATION	2807	ACFX 57224	1	C214
GEORGIA GULF CORPORATION	2807	ACFX 57342	1	C214
GEORGIA GULF CORPORATION	2807	ACFX 57431	1	C214
GEORGIA GULF CORPORATION	2807	ACFX 57436	1	C214
GEORGIA GULF CORPORATION	2807	ACFX 96083 To 96084	2	C214
GEORGIA GULF CORPORATION	2807	ACFX 96092	1	C214
GEORGIA GULF CORPORATION	2807	ACFX 96263	1	C214
GEORGIA GULF CORPORATION	2807	ACFX 96265 To 96268	4	C214
GEORGIA GULF CORPORATION	2807	ACFX 96738	1	C214
GEORGIA GULF CORPORATION	2807	ACFX 96797	1	C214
GEORGIA GULF CORPORATION	2807	ACFX 97046	1	C214
GEORGIA GULF CORPORATION	2807	ACFX 97128 To 97141	14	C214
GEORGIA GULF CORPORATION	2807	ACFX 97143 To 97145	3	C214
GEORGIA GULF CORPORATION	2807	ACFX 97228	1	C214
GEORGIA GULF CORPORATION	2807	ACFX 97367	1	C214
GEORGIA GULF CORPORATION	2807	ACFX 97559	1	C214
GEORGIA GULF CORPORATION	2807	ACFX 97898	1	C214
GEORGIA GULF CORPORATION	2807	ACFX 98141	1	C214
GEORGIA GULF CORPORATION	2807	ACFX 98143	1	C214
GEORGIA GULF CORPORATION	2807	ACFX 98160	1	C214
GEORGIA GULF CORPORATION	2807	ACFX 98164	1	C214
GEORGIA GULF CORPORATION	2807	ACFX 98238	1	C214