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December 17, 1993

RECORDATION NO. 18577 FILED 1425

DEC 20 1993 -9 05 AM

INTERSTATE COMMERCE COMMISSION

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

RECORDATION NO. 18577 FILED 1425

DEC 20 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:

Solvay Minerals Inc.
PO Box 27328
Houston, TX 77227

Assignee/
Secured Party:

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

Mr. Sidney L. Strickland, Jr.
December 17, 1993
Page 2

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

• 18577

RECORDATION NO. _____ FILED 1420

DEC 20 1993 -9 05 AM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASES

BETWEEN

ACF INDUSTRIES, INCORPORATED ("LESSOR")

AND

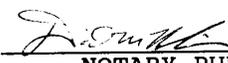
the Lessee identified herein, ("LESSEE")

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]

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:

UMESH CHOKSI SEN
Notary Public, State of New York
Qualified in New York County
No. 498093E
Commission Expires April 29, 1995

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

Equipment

Exhibit A

Lessee	Car Service Contract No.	Identifying Numbers (Both Inclusive)	Number of Cars	AAR Designator
SOLVAY MINERALS, INC.	4978	ACFX 49346	1	C113
SOLVAY MINERALS, INC.	4978	ACFX 49348	1	C113
SOLVAY MINERALS, INC.	4978	ACFX 49351	1	C113
SOLVAY MINERALS, INC.	4978	ACFX 49354	1	C113
SOLVAY MINERALS, INC.	4978	ACFX 49356	1	C113
SOLVAY MINERALS, INC.	4978	ACFX 49358	1	C113
SOLVAY MINERALS, INC.	4978	ACFX 49363 To 49364	2	C113
SOLVAY MINERALS, INC.	4978	ACFX 49368	1	C113
SOLVAY MINERALS, INC.	4978	ACFX 49370	1	C113
SOLVAY MINERALS, INC.	4978	ACFX 49372 To 49374	3	C113
SOLVAY MINERALS, INC.	4978	ACFX 49381	1	C113
SOLVAY MINERALS, INC.	4978	ACFX 49384	1	C113
SOLVAY MINERALS, INC.	4978	ACFX 49392	1	C113
SOLVAY MINERALS, INC.	4978	ACFX 49398	1	C113
SOLVAY MINERALS, INC.	4978	ACFX 49401	1	C113
SOLVAY MINERALS, INC.	4978	ACFX 49403	1	C113
SOLVAY MINERALS, INC.	4978	ACFX 49407	1	C113
SOLVAY MINERALS, INC.	4978	ACFX 49415	1	C113
SOLVAY MINERALS, INC.	4978	ACFX 49417	1	C113
SOLVAY MINERALS, INC.	4978	ACFX 49420	1	C113
SOLVAY MINERALS, INC.	4978	ACFX 49424	1	C113
SOLVAY MINERALS, INC.	4978	ACFX 49426	1	C113
SOLVAY MINERALS, INC.	4978	ACFX 49428	1	C113
SOLVAY MINERALS, INC.	4978	ACFX 49433 To 49437	5	C113
SOLVAY MINERALS, INC.	4978	ACFX 49445	1	C113
SOLVAY MINERALS, INC.	4978	ACFX 49449	1	C113
SOLVAY MINERALS, INC.	4978	ACFX 49457	1	C113
SOLVAY MINERALS, INC.	4978	ACFX 49471	1	C113
SOLVAY MINERALS, INC.	4978	ACFX 49480 To 49482	3	C113
SOLVAY MINERALS, INC.	4978	ACFX 49485	1	C113
SOLVAY MINERALS, INC.	4978	ACFX 49488	1	C113
SOLVAY MINERALS, INC.	4978	ACFX 49387	1	C313
SOLVAY MINERALS, INC.	4978	ACFX 49463	1	C313