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OF COUNSEL
URBAN A. LESTER

February 6, 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) duly executed copies of a Memorandum of Assignment of Lease, dated as of February 2, 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 the Memorandum of Lease, which was duly filed with the Commission under Recordation Number 18593.

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

Lessor/Assignor: ACF Industries, Incorporated
3301 Rider Trail South
Earth City, Missouri 63045

Lessee: National Starch & Chemical Company
PO Box 6500
Bridgewater, New Jersey 08807

Assignee: First Security Bank of Utah, N.A.
79 South Main Street
Salt Lake City, Utah 94111

Counterparts - Give

18593 B

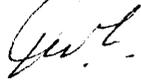
Mr. Vernon A. Williams
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A description of the railroad equipment covered by the enclosed document is attached as Exhibit A to the aforesaid document.

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 a stamped copy of the enclosed to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/khb
Enclosures

18593-B
FEB 8 1995 12 15 PM

MEMORANDUM OF ASSIGNMENT OF LEASES

BETWEEN

ACF INDUSTRIES, INCORPORATED ("DEBTOR")

AND

FIRST SECURITY BANK OF UTAH,
NATIONAL ASSOCIATION, as Trustee

Filed and recorded with the Interstate Commerce Commission pursuant to Section 11303, Title 49, United States Code on February , 1995, at , Recordation No.

Exhibit A