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

OF COUNSEL
URBAN A. LESTER

19206 A

FEB 3 - 1995 - 3 05 PM

Counterparts - Original

February 2, 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 each of a Memorandum of Lease and a Memorandum of Assignment of Lease, both dated as of February 3, 1995, the first being a primary document and the other a secondary document 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 documents are:

Lessor/Assignor Debtor:	ACF Industries, Incorporated 3301 Rider Trail South Earth City, Missouri 63045
Lessee:	E.C.C.I. 5775 Peachtree-Dunwoody Road, N.E. Atlanta, Georgia 30342
Assignee/ Secured Party:	First Security Bank of Utah, N.A. 79 South Main Street Salt Lake City, Utah 94111

A description of the railroad equipment covered by the enclosed documents is attached as Exhibit A to both of the aforesaid documents.

Also enclosed is a check in the amount of $42.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return stamped copies of the enclosed document ot the undersigned.

Very truly yours,

Robert W. Alvord

RWA/bg
Enclosures

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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 February 3, 1995, at , Recordation No.

Memorandum dated as of February 2, 1995 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

Name: Robert J. Mitchell
Title: Treasurer

STATE OF NEW YORK)
) ss.
COUNTY OF NEW YORK)

On this 2nd day of February, 1995, before me personally appeared Robert J. Mitchell, to me personally known, who being by me duly sworn, says that he is the 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:

ROBYN G. STEINBERG
Notary Public, State of New York
No. 01ST5026264
Qualified in New York County
Commission Expires April 18, 1996

Exhbit A

Lessee	Car Service Contract #	Identifying Numbers (Both Inclusive)		Number of Cars	AAR Designat
E.C.C.I.	3520	ACFX	76781	1	T104
E.C.C.I.	3520	ACFX	76782	1	T104
E.C.C.I.	3520	ACFX	76783	1	T104
E.C.C.I.	3520	ACFX	76784	1	T104
E.C.C.I.	3520	ACFX	76785	1	T104
E.C.C.I.	3520	ACFX	76786	1	T104
E.C.C.I.	3520	ACFX	76787	1	T104
E.C.C.I.	3520	ACFX	76788	1	T104
E.C.C.I.	3520	ACFX	76789	1	T104
E.C.C.I.	3520	ACFX	76790	1	T104
E.C.C.I.	3520	ACFX	76791	1	T104
E.C.C.I.	3520	ACFX	76792	1	T104
E.C.C.I.	3520	ACFX	76793	1	T104
E.C.C.I.	3520	ACFX	76794	1	T104
E.C.C.I.	3520	ACFX	76795	1	T104
E.C.C.I.	3520	ACFX	76796	1	T104
E.C.C.I.	3520	ACFX	76797	1	T104
E.C.C.I.	3520	ACFX	76798	1	T104
E.C.C.I.	3520	ACFX	76799	1	T104
E.C.C.I.	3520	ACFX	76800	1	T104
E.C.C.I.	3520	ACFX	76801	1	T104
E.C.C.I.	3520	ACFX	76802	1	T104
E.C.C.I.	3520	ACFX	76803	1	T104
E.C.C.I.	3520	ACFX	76804	1	T104
E.C.C.I.	3520	ACFX	76805	1	T104
E.C.C.I.	3619	ACFX	76931	1	T104
E.C.C.I.	3619	ACFX	76932	1	T104
E.C.C.I.	3619	ACFX	76933	1	T104
E.C.C.I.	3619	ACFX	76934	1	T104
E.C.C.I.	3619	ACFX	76935	1	T104
E.C.C.I.	3619	ACFX	76936	1	T104
E.C.C.I.	3619	ACFX	76937	1	T104
E.C.C.I.	3619	ACFX	76938	1	T104
E.C.C.I.	3619	ACFX	76939	1	T104
E.C.C.I.	3619	ACFX	76940	1	T104
E.C.C.I.	3619	ACFX	76941	1	T104
E.C.C.I.	3619	ACFX	76942	1	T104
E.C.C.I.	3619	ACFX	76943	1	T104
E.C.C.I.	3619	ACFX	76944	1	T104
E.C.C.I.	3619	ACFX	76945	1	T104
E.C.C.I.	3619	ACFX	76946	1	T104
E.C.C.I.	3619	ACFX	76947	1	T104
E.C.C.I.	3619	ACFX	76949	1	T104
E.C.C.I.	3619	ACFX	76950	1	T104
E.C.C.I.	3619	ACFX	76951	1	T104
E.C.C.I.	3619	ACFX	76952	1	T104
E.C.C.I.	3619	ACFX	76953	1	T104
E.C.C.I.	3665	ACFX	71051	1	T104
E.C.C.I.	3665	ACFX	71052	1	T104
E.C.C.I.	3665	ACFX	71053	1	T104
E.C.C.I.	3665	ACFX	71054	1	T104
E.C.C.I.	3665	ACFX	71055	1	T104
E.C.C.I.	3665	ACFX	71056	1	T104
E.C.C.I.	3665	ACFX	71057	1	T104
E.C.C.I.	3665	ACFX	71058	1	T104

Lessee	Car Service Contract #	Identifying Numbers (Both Inclusive)		Number of Cars	AAR Designat
E.C.C.I.	3665	ACFX	71059	1	T104
E.C.C.I.	3665	ACFX	71060	1	T104
E.C.C.I.	3665	ACFX	71061	1	T104
E.C.C.I.	3665	ACFX	71062	1	T104
E.C.C.I.	3665	ACFX	71063	1	T104
E.C.C.I.	3665	ACFX	71064	1	T104
E.C.C.I.	3665	ACFX	71065	1	T104

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RECORDATION NO. _____ FILED 1425

MAY 24 1996 -11 49 AM

INTERSTATE COMMERCE COMMISSION

NOTICE OF TERMINATION
OF
MEMORANDA OF LEASE
AND
MEMORANDA OF ASSIGNMENT

NOTICE IS HEREBY GIVEN that pursuant to the Release and Termination Statement dated as of May 24, 1996, made by First Security Bank of Utah, National Association, filed and recorded with the Interstate Commerce Commission, Recordation No. 19200-J, the security interest in the leases and railcars listed on Schedule 1 attached hereto has been released and the assignment of said leases has been terminated.

ACF INDUSTRIES, INCORPORATED

By: _____

Its: _____

LESSEE	CONTRACT		IDENTIFYING NUMBER	NUMBER OF CARS	AAR DESIGNATOR
E.C.C.I.	3520	ACFX	76781	1	T104
E.C.C.I.	3520	ACFX	76782	1	T104
E.C.C.I.	3520	ACFX	76783	1	T104
E.C.C.I.	3520	ACFX	76784	1	T104
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E.C.C.I.	3520	ACFX	76787	1	T104
E.C.C.I.	3520	ACFX	76788	1	T104
E.C.C.I.	3520	ACFX	76789	1	T104
E.C.C.I.	3520	ACFX	76790	1	T104
E.C.C.I.	3520	ACFX	76791	1	T104
E.C.C.I.	3520	ACFX	76792	1	T104
E.C.C.I.	3520	ACFX	76793	1	T104
E.C.C.I.	3520	ACFX	76794	1	T104
E.C.C.I.	3520	ACFX	76795	1	T104
E.C.C.I.	3520	ACFX	76796	1	T104
E.C.C.I.	3520	ACFX	76797	1	T104
E.C.C.I.	3520	ACFX	76798	1	T104
E.C.C.I.	3520	ACFX	76799	1	T104
E.C.C.I.	3520	ACFX	76800	1	T104
E.C.C.I.	3520	ACFX	76801	1	T104
E.C.C.I.	3520	ACFX	76802	1	T104
E.C.C.I.	3520	ACFX	76803	1	T104
E.C.C.I.	3520	ACFX	76804	1	T104
E.C.C.I.	3520	ACFX	76805	1	T104
E.C.C.I.	3665	ACFX	71051	1	T104
E.C.C.I.	3665	ACFX	71052	1	T104
E.C.C.I.	3665	ACFX	71053	1	T104
E.C.C.I.	3665	ACFX	71054	1	T104
E.C.C.I.	3665	ACFX	71055	1	T104
E.C.C.I.	3665	ACFX	71056	1	T104
E.C.C.I.	3665	ACFX	71057	1	T104
E.C.C.I.	3665	ACFX	71058	1	T104
E.C.C.I.	3665	ACFX	71059	1	T104
E.C.C.I.	3665	ACFX	71060	1	T104
E.C.C.I.	3665	ACFX	71061	1	T104
E.C.C.I.	3665	ACFX	71062	1	T104
E.C.C.I.	3665	ACFX	71063	1	T104
E.C.C.I.	3665	ACFX	71064	1	T104
E.C.C.I.	3665	ACFX	71065	1	T104

RECORDATION NO. 18523-B FILED 1425
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NOTICE

Notice is hereby given that the Security Agreements previously filed under Recordation Numbers 18516, 18517 and 19200 (as the same have, from time to time, been amended, supplemented and/or partially released) have been fully terminated effective March 7, 1997.

Any security interests in the railcars and assignment of leases contained in such security agreements not previously released have now been terminated effective March 7, 1997.

Effective no later than March 7, 1997, ACF does not claim a leasehold interest in any railcar identified herein solely by reason of any Memorandum of Lease or other document filed herein.

Robert W. Alvord, Attorney for
ACF Industries, Incorporated

District of Columbia)
) ss.
City of Washington)

Subscribed and sworn to before me this 10th day of March 1997.

Kim L. Bartman,
NOTARY PUBLIC

My Commission expires: 3-31-2000

18524-B
18525-B
18526-B
18527-B
18528-B
18529-B
18530-B
18535-C
18536-D
18537-D
18538-E
18539-D
18540-D
18541-F
18542-C
18543-C
18544-G
18545-G
18546-D
18547-C
18548-D
18549-D
18550-D
18551-C
18552-D
18553-C
18554-D
18555-D
18556-D
18557-C
18558-C
18559-C
18560-D
18561-D
18562-C
18563-D
18564-C
18565-D
18566-D
18567-D
18568-D
18569-D
18570-F
18571-D
18572-D
18573-D
18574-C
18575-B
18576-C
18577-C
18578-C
18579-F
18580-D
18581-C
18582-D
18583-D
18584-H
18585-D
18586-F
18587-C
18588-D
18589-C
18590-D
18591-J
18592-C
18593-D
18594-C
18595-J
18596-D
18597-D
18598-D
18599-C
18600-D
18601-D
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18603-C
18604-C
18605-I
18606-C
18607-C
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18609-D
18613-B
18614-B
18615-D
18616-D
18617-D
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18838-D
18839-C
18840-D
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18842-C
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18845-C
18846-C
18847-G
18848-C
18965-C
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19216-B
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19756-B
19757-B
19758-B
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19763-B
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19775-B
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