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OF COUNSEL  
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RECORDATION NO. 192097A FILED 1426

FEB 3 - 1995 - 3 05 PM

INTERSTATE COMMERCE COMMISSION

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 the following: a Memorandum of Lease and a Memorandum of Assignment of Lease, both dated as of February 2, 1995, 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 documents are:

**Lessor/Assignor**

Debtor: ACF Industries, Incorporated  
3301 Rider Trail South  
Earth City, Missouri 63045

Lessee: Huntsman Chemical Company  
5100 Bainebridge Blvd.  
Chesapeake, Virginia 23320

**Assignee/  
Secured Party:**

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

*Counter parts - [Signature]*

Mr. Vernon A. Williams  
February 2, 1995  
Page Two

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 to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", written in a cursive style.

Robert W. Alvord

RWA/bg  
Enclosures

RECORDATION NO. 9209 FILED 1425

FEB 3 - 1995 -3 05 PM

INTERSTATE COMMERCE COMMISSION

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**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 February 3, 1995, at , Recordation No.

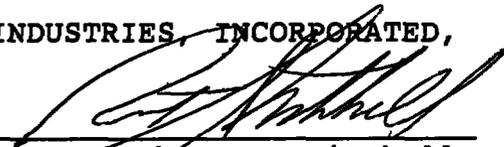
Memorandum dated as of February 2, 1995 of Leases specified on Exhibit A attached hereto by and between ACF Industries, Incorporated, a New Jersey corporation, ("Lessor") and the Lessee identified on Exhibit A attached hereto ("Lessee") (as the same have been and may be amended, supplemented, otherwise 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.

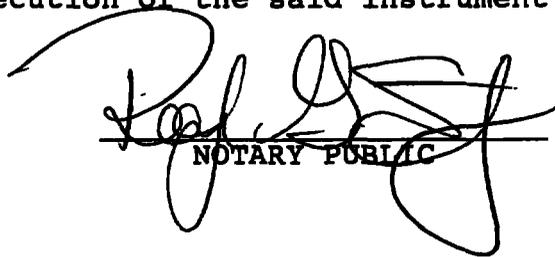
ACF INDUSTRIES, INCORPORATED,

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

Exhibit A

Lessee	Car Service Contract #	Identifying Numbers (Both Inclusive)	Number of Cars	AAR Designat
HUNTSMAN CHEMICAL COMPANY	5294	ACFX 38566	1	C214
HUNTSMAN CHEMICAL COMPANY	5294	ACFX 38587	1	C214
HUNTSMAN CHEMICAL COMPANY	5294	ACFX 38589	1	C214
HUNTSMAN CHEMICAL COMPANY	5294	ACFX 38592	1	C214
HUNTSMAN CHEMICAL COMPANY	5294	ACFX 38600	1	C214
HUNTSMAN CHEMICAL COMPANY	5294	ACFX 38605	1	C214
HUNTSMAN CHEMICAL COMPANY	5294	ACFX 38609	1	C214
HUNTSMAN CHEMICAL COMPANY	5294	ACFX 38612	1	C214
HUNTSMAN CHEMICAL COMPANY	5294	ACFX 38614	1	C214
HUNTSMAN CHEMICAL COMPANY	5294	ACFX 38617	1	C214
HUNTSMAN CHEMICAL COMPANY	5294	ACFX 38618	1	C214
HUNTSMAN CHEMICAL COMPANY	5294	ACFX 38620	1	C214
HUNTSMAN CHEMICAL COMPANY	5294	ACFX 38622	1	C214
HUNTSMAN CHEMICAL COMPANY	5294	ACFX 38630	1	C214
HUNTSMAN CHEMICAL COMPANY	5294	ACFX 38636	1	C214
HUNTSMAN CHEMICAL COMPANY	5294	ACFX 38642	1	C214
HUNTSMAN CHEMICAL COMPANY	5294	ACFX 38647	1	C214
HUNTSMAN CHEMICAL COMPANY	5294	ACFX 38648	1	C214
HUNTSMAN CHEMICAL COMPANY	5294	ACFX 38653	1	C214
HUNTSMAN CHEMICAL COMPANY	5294	ACFX 38659	1	C214
HUNTSMAN CHEMICAL COMPANY	5294	ACFX 38664	1	C214
HUNTSMAN CHEMICAL COMPANY	5294	ACFX 38665	1	C214
HUNTSMAN CHEMICAL COMPANY	5294	ACFX 38668	1	C214
HUNTSMAN CHEMICAL COMPANY	5294	ACFX 38671	1	C214
HUNTSMAN CHEMICAL COMPANY	5294	ACFX 38672	1	C214
HUNTSMAN CHEMICAL COMPANY	5295	ACFX 38602	1	C214

RECORDATION NO. 18523-B FILED 1425  
MAR 10 1997 2:35 PM

**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	18574-C	18841-D	19768-B	20091-B
18525-B	18575-B	18842-C	19769-B	20092-B
18526-B	18576-C	18843-D	19770-B	20093-B
18527-B	18577-C	18844-F	19771-B	20094-B
18528-B	18578-C	18845-C	19772-B	20095-B
18529-B	18579-F	18846-C	19773-B	20096-B
18530-B	18580-D	18847-G	19774-B	20097-B
18535-C	18581-C	18848-C	19775-B	20098-B
18536-D	18582-D	18965-C	19776-B	20099-B
18537-D	18583-D	19201-B	19777-B	20100-B
18538-E	18584-H	19202-B	19778-B	
18539-D	18585-D	19203-B	19779-B	
18540-D	18586-F	19204-B	19780-B	
18541-F	18587-C	19205-B	19781-B	
18542-C	18588-D	19206-B	19782-B	
18543-C	18589-C	19207-B	19783-B	
18544-G	18590-D	19208-B	19784-B	
18545-G	18591-J	19209-B	19785-B	
18546-D	18592-C	19210-B	19786-B	
18547-C	18593-D	19211-B	19787-B	
18548-D	18594-C	19212-B	19788-B	
18549-D	18595-J	19213-B	19789-B	
18550-D	18596-D	19214-B	19790-B	
18551-C	18597-D	19215-B	19791-B	
18552-D	18598-D	19216-B	19792-B	
18553-C	18599-C	19217-B	19793-B	
18554-D	18600-D	19218-B	19794-B	
18555-D	18601-D	19219-B	19795-B	
18556-D	18602-D	19220-B	19818-B	
18557-C	18603-C	19221-B	19819-B	
18558-C	18604-C	19222-B	20075-B	
18559-C	18605-I	19223-B	20076-B	
18560-D	18606-C	19754-B	20077-B	
18561-D	18607-C	19755-B	20078-B	
18562-C	18608-D	19756-B	20079-B	
18563-D	18609-D	19757-B	20080-B	
18564-C	18613-B	19758-B	20081-B	
18565-D	18614-B	19759-B	20082-B	
18566-D	18615-D	19760-B	20083-B	
18567-D	18616-D	19761-B	20084-B	
18568-D	18617-D	19762-B	20085-B	
18569-D	18777-D	19763-B	20086-B	
18570-F	18778-C	19764-B	20087-B	
18571-D	18838-D	19765-B	20088-B	
18572-D	18839-C	19766-B	20089-B	
18573-D	18840-D	19767-B	20090-B	