

19764

DEC 8 1995 AM

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

20006-2973

(202) 393-2266

FAX (202) 393-2156

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

19764-A

DEC 8 1995 AM

OF COUNSEL
URBAN A. LESTER

December 4, 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) copies of a Memorandum of Lease, dated as of December 1, 1995, a primary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177 and two (2) copies of a Memorandum of Assignment of Lease, also dated as of December 1, 1995 a secondary document related thereto.

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

Lessor/Assignor: ACF Industries, Incorporated
620 North Second Street
St. Charles, Missouri 63301

Lessee: Engelhard Corporation
Route 1 Box 410
McIntyre, Georgia 31054

Assignee: First Security Bank of Utah
79 South Main Street
Salt Lake City, Utah 84111

A description of the railroad equipment covered by the enclosed documents is set forth on Exhibit A attached to both the Lease and the Assignment.

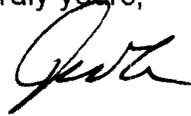
Qua
Qua
Qua

Mr. Vernon A. Williams
December 4, 1995
Page 2

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 documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

14764

1995 AM

Memorandum dated as of December 1, 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").

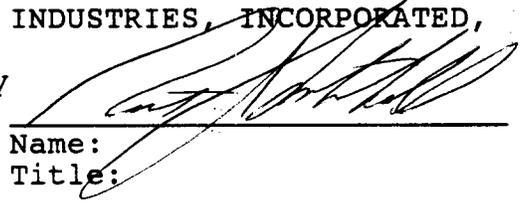
W I T N E S S E T H:

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:
Title:

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

On this ^{30th} ~~1st~~ day of ^{November} ~~December~~, 1995, before me personally appeared Robert J. Mitchell, to me personally known, who being by me duly sworn, says that he is the Senior Vice President of ACF INDUSTRIES, INCORPORATED that the foregoing instrument was signed on behalf of said corporation on the date hereof, and he acknowledged that the execution of the said instrument was his free act and deed.


NOTARY PUBLIC

My commission expires:

ALICE BLUMBERG
Notary Public, State of New York
No. 01BL5026266
Qualified in New York County
Commission Expires April 18, 1996

Exhibit A

Lessee	Car Service Contract #	Identifying Numbers	Number of Cars	AAR Designator
ENGELHARD CORPORATION	77300016	ACFX 78060	1	T104
ENGELHARD CORPORATION	77300016	ACFX 78061	1	T104
ENGELHARD CORPORATION	77300016	ACFX 78062	1	T104
ENGELHARD CORPORATION	77300016	ACFX 78063	1	T104
ENGELHARD CORPORATION	77300016	ACFX 78064	1	T104
ENGELHARD CORPORATION	77300016	ACFX 78065	1	T104
ENGELHARD CORPORATION	77300016	ACFX 78066	1	T104
ENGELHARD CORPORATION	77300016	ACFX 78068	1	T104
ENGELHARD CORPORATION	77300016	ACFX 78069	1	T104
ENGELHARD CORPORATION	77300016	ACFX 78070	1	T104
ENGELHARD CORPORATION	77300016	ACFX 78071	1	T104
ENGELHARD CORPORATION	77300016	ACFX 78072	1	T104
ENGELHARD CORPORATION	77300016	ACFX 78073	1	T104
ENGELHARD CORPORATION	77300016	ACFX 78152	1	T104
ENGELHARD CORPORATION	77300016	ACFX 78153	1	T104
ENGELHARD CORPORATION	77300016	ACFX 78154	1	T104
ENGELHARD CORPORATION	77300016	ACFX 78156	1	T104
ENGELHARD CORPORATION	77300016	ACFX 78157	1	T104
ENGELHARD CORPORATION	77300016	ACFX 78158	1	T104
ENGELHARD CORPORATION	77300016	ACFX 78159	1	T104
ENGELHARD CORPORATION	77300016	ACFX 78160	1	T104
ENGELHARD CORPORATION	77300016	ACFX 78161	1	T104
ENGELHARD CORPORATION	77300016	ACFX 78162	1	T104
ENGELHARD CORPORATION	77300016	ACFX 78163	1	T104
ENGELHARD CORPORATION	77300016	ACFX 78164	1	T104
ENGELHARD CORPORATION	77300018	ACFX 78897	1	T104
ENGELHARD CORPORATION	77300018	ACFX 78900	1	T104
ENGELHARD CORPORATION	77300018	ACFX 78901	1	T104
ENGELHARD CORPORATION	77300018	ACFX 78902	1	T104
ENGELHARD CORPORATION	77300018	ACFX 78903	1	T104
ENGELHARD CORPORATION	77300018	ACFX 78904	1	T104
ENGELHARD CORPORATION	77300018	ACFX 78905	1	T104
ENGELHARD CORPORATION	77300018	ACFX 78906	1	T104