

7883-C, D & E

REPRODUCTION NO. FILED NO.
SEP 6 1995 9 05 AM
INTERSTATE COMMERCE COMMISSION

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

OF COUNSEL
URBAN A. LESTER

September 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) copies of each of the following documents: Memorandum of Equipment Leasing Agreement, dated as of August 18, 1995, Assignment of Lease, dated as of August 31, 1995, and Memorandum of Chattel Mortgage, Assignment and Security Agreement, dated as of August 31, 1995, all being secondary documents as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed documents relate to the Equipment Lease Agreement duly filed with the Commission under Recordation Number 7883.

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

Memorandum of Equipment Leasing Agreement

Lessor: Cypress Equipment Fund, Ltd.
880 Carillon Parkway
St. Petersburg, FL 33716

Lessee: Celtran, Inc.
1601 West LBJ Freeway
Dallas, TX 75234

Alvord
Counterparts

Vernon A. Williams
September 6, 1995
Page 2

Assignment of Lease

Assignor: Cypress Equipment Fund, Ltd.
880 Carillon Parkway
St. Petersburg, FL 33716

Assignee: Residual Based Finance Corporation
Three First National Plaza, Suite 1240
Chicago, IL 60602

Memorandum of Chattel Mortgage,
Assignment and Security Agreement

Debtor: Residual Based Finance Corporation
Three First National Plaza, Suite 1240
Chicago, IL 60602

Secured Party: Sanwa Business Credit Corporation
One North Wacker Drive
Chicago, IL 60606

A description of the railroad equipment covered by the enclosed documents is:

Eighty (80) tank cars bearing CELX reporting marks and road numbers as set forth on Exhibit A attached to each of the aforesaid documents.

Also enclosed is a check in the amount of \$63.00 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

District of Columbia

: SS

I, ROBERT W. ALVORD, being duly sworn, do hereby certify that the Memorandum of Equipment Leasing Agreement, dated as of August 18, 1995 attached hereto, is a true and complete copy of the original thereof.



ROBERT W. ALVORD

Subscribed and sworn to before me this 5th day of September, 1995.



NOTARY PUBLIC

My Commission expires: March 31, 2000

REGISTRATION NO. 7883-C
SEP 6 1995 9 09 AM

MEMORANDUM OF EQUIPMENT LEASING AGREEMENT

THIS MEMORANDUM OF EQUIPMENT LEASING AGREEMENT (this "Agreement") dated as of August 18, 1995 by and between Celtran, Inc., a Delaware corporation ("Lessee"), and Cypress Equipment Fund, Ltd., a Florida limited partnership ("Lessor").

WITNESSETH:

WHEREAS, Celanese Corporation ("Celanese") and Steiner Sea, Air & Rail Co., a Utah corporation ("Steiner"), entered into that certain Equipment Lease Agreement dated as of March 31, 1975, as heretofore amended, modified or supplemented (the "Lease"; capitalized terms used herein and not otherwise defined herein shall have the meaning given such terms in the Lease);

WHEREAS, Celanese merged into Hoechst Celanese Corporation, a Delaware corporation and successor by merger to Celanese Corporation ("Hoechst");

WHEREAS, Steiner sold its interest in the Lease and the equipment subject to the Lease (the "Leased Equipment") to Lessor;

WHEREAS, Hoechst and Lessor entered into that certain Amendment dated as of June 30, 1995 amending the Lease (the "Amendment");

WHEREAS, Hoechst assigned to Lessee all of the right, title and interest of Hoechst in the Lease;

WHEREAS, the remaining Leased Equipment is described on Exhibit A attached hereto;

WHEREAS, the parties desire to confirm the lease of the Leased Equipment on the terms set forth in the Lease, as amended by the Amendment;

NOW, THEREFORE, the parties hereto hereby agree as follows:

1. Lessor hereby leases the Leased Equipment to the Lessee, and Lessee leases the Leased Equipment from Lessor, on the terms set forth in the Lease.
2. The terms of the Lease are incorporated herein by reference.

IN WITNESS WHEREOF, the parties hereto have duly executed this instrument as of the day and year first above written.

CELTRAN, INC.

By: Douglas A Gordon

Title: Asst Secretary



CYPRESS EQUIPMENT FUND, LTD.

By: Cypress Equipment Management Corporation, its general partner

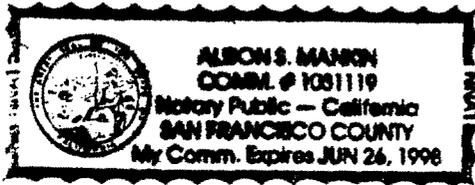
By: [Signature]

Title: EV

State of CALIFORNIA)
) SS
County of SAN FRANCISCO)

The foregoing instrument was acknowledged before me this 4th day of August, 1995 by ALEX A. NAJJAR, EVP of Cypress Equipment Management Corporation, a California corporation and the general partner of Cypress Equipment Fund, Ltd., a Florida limited partnership, on behalf of such partnership.

[Notarial Seal]



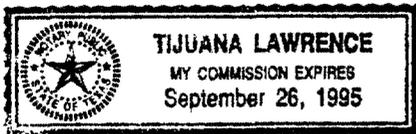
Al. S. Manson
Notary Public

My commission expires: JUNE 26, 1998

State of Texas)
) SS
County of DALLAS)

The foregoing instrument was acknowledged before me this 18th day of August, 1995 by Douglas N. Gordon, Asst. Secretary of Celtran, Inc., a Delaware corporation, on behalf of such corporation.

[Notarial Seal]



Tijuana Lawrence
Notary Public

My commission expires: 9-26-95

DESCRIPTION OF EQUIPMENT

Description, Car Marks and Number of Equipment:

<u>Description</u>	<u>Car Numbers</u>
50 Carbon Steel Tank Cars - 21,200 gallon shell capacity	CELX16200-16221; CELX16223-16237 CELX16239-16247; CELX16250-16251 CELX16253-16254
30 Carbon Steel Tank Cars - 30,000 gallon shell capacity	CELX16300-16329

Manufactured by Richmond Tank Car Company