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RECORDATION NO. 18526 FILED 1993
DEC 17 1993 4 22 PM
INTERSTATE COMMERCE COMMISSION

December 17, 1993

0100069029

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

RECORDATION NO. 18526-A FILED 1993
DEC 17 1993 4 22 PM
INTERSTATE COMMERCE COMMISSION

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two duly executed copies each of a Memorandum of Lease and a Memorandum of Assignment of Lease, both dated as of December 17, 1993, 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 document are:

Lessor/Assignor	
Debtor:	ACF Industries, Incorporated 3301 Rider Trail South Earth City, Missouri 63045
Lessee:	Quantum Chemical Corporation 11500 Northlake Drive Cincinnati, Ohio 45249
Assignee/ Secured Party:	National Financial Capital Corporation One Canterbury Green 201 Broad Street, 2nd Floor Stamford, Connecticut 06901

John M. Davis Counterparts

NOTICE OF RECORDATION
DATE: 12/17/93
FILE NO. 18526-A
RECORDATION NO. 18526-A
FILED 1993

Mr. Sidney L. Strickland, Jr.
December 17, 1993
Page 2

A description of the railroad equipment and leases covered by the enclosed documents is attached to each document as Exhibit A.

Also enclosed is a check in the amount of \$36.00 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

REGISTRATION NO. 18526 FILED 1993

DEC 17 1993 4 55 PM

INTERSTATE COMMERCE COMMISSION

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 December , 1993, at , Recordation No.

[4408-103/CV01.WPF/13NS/4276/38NS]

Memorandum dated as of December 17, 1993 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").

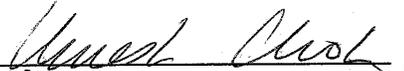
W I T N E S S E T H:

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



Title: ASSISTANT TREASURER

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

On this 15th day of December, 1993, before me personally appeared Umesh Choksi, to me personally known, who being by me duly sworn, says that he is the Director of Finance and Assistant 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:

DAVID M BRENSILBER
Notary Public, State of New York
Qualified in New York County
No. 4980938
Commission Expires April 29, 1995

EXHIBIT A

Lessee	Car Service Contract No.	Identifying Numbers (Both Inclusive)			AAR Designation	
		Rptg Mark	From	To		Number of Cars
QUANTUM CHEMICAL CORPORATION	C-0862	ACFX	57216	0	1	C214
QUANTUM CHEMICAL CORPORATION	C-0862	ACFX	96733	0	1	C214
QUANTUM CHEMICAL CORPORATION	C-0862	ACFX	96735	96737	3	C214
QUANTUM CHEMICAL CORPORATION	C-0904	ACFX	96587	96588	2	C114
QUANTUM CHEMICAL CORPORATION	C-0904	ACFX	96590	96591	2	C114
QUANTUM CHEMICAL CORPORATION	C-0904	ACFX	96586	0	1	C214
QUANTUM CHEMICAL CORPORATION	C-0904	ACFX	96589	0	1	C214
QUANTUM CHEMICAL CORPORATION	C-0904	ACFX	96593	96594	2	C214
QUANTUM CHEMICAL CORPORATION	C-0904	ACFX	96596	96597	2	C214
QUANTUM CHEMICAL CORPORATION	C-1047	ACFX	57613	57620	8	C214
QUANTUM CHEMICAL CORPORATION	C-1047	ACFX	57622	0	1	C214
QUANTUM CHEMICAL CORPORATION	C-1063	ACFX	97054	97056	3	C214
QUANTUM CHEMICAL CORPORATION	C-1063	ACFX	97058	97070	13	C214
QUANTUM CHEMICAL CORPORATION	C-1063	ACFX	97072	97093	22	C214
QUANTUM CHEMICAL CORPORATION	C-1063	ACFX	97508	97557	50	C214
QUANTUM CHEMICAL CORPORATION	C-1122	ACFX	97147	97199	53	C214
QUANTUM CHEMICAL CORPORATION	C-1122	ACFX	97201	97214	14	C214
QUANTUM CHEMICAL CORPORATION	C-1122	ACFX	97216	97226	11	C214
QUANTUM CHEMICAL CORPORATION	C-1355	ACFX	97560	97561	2	C214
QUANTUM CHEMICAL CORPORATION	C-1355	ACFX	97564	0	1	C214
QUANTUM CHEMICAL CORPORATION	C-1355	ACFX	97568	97573	6	C214
QUANTUM CHEMICAL CORPORATION	C-1355	ACFX	97575	97580	6	C214
QUANTUM CHEMICAL CORPORATION	C-1355	ACFX	97583	97602	20	C214
QUANTUM CHEMICAL CORPORATION	C-1355	ACFX	97605	0	1	C214
QUANTUM CHEMICAL CORPORATION	C-1355	ACFX	97607	0	1	C214
QUANTUM CHEMICAL CORPORATION	C-1355	ACFX	97609	97621	13	C214
QUANTUM CHEMICAL CORPORATION	C-2251	ACFX	57242	0	1	C214
QUANTUM CHEMICAL CORPORATION	C-2251	ACFX	57356	57357	2	C214
QUANTUM CHEMICAL CORPORATION	C-2251	ACFX	57359	57361	3	C214

QUANTUM CHEMICAL CORPORATION	C-2251	ACFX 57419	0	1	C214
QUANTUM CHEMICAL CORPORATION	C-2251	ACFX 57422	0	1	C214
QUANTUM CHEMICAL CORPORATION	C-2633	ACFX 46253	0	1	C213
QUANTUM CHEMICAL CORPORATION	C-2633	ACFX 47643	0	1	C213
QUANTUM CHEMICAL CORPORATION	C-3263	ACFX 53325	0	1	C214
QUANTUM CHEMICAL CORPORATION	C-3263	ACFX 53327	0	1	C214
QUANTUM CHEMICAL CORPORATION	C-3263	ACFX 53501	0	1	C214
QUANTUM CHEMICAL CORPORATION	C-3263	ACFX 54125	0	1	C214
QUANTUM CHEMICAL CORPORATION	C-3263	ACFX 55466	0	1	C214
QUANTUM CHEMICAL CORPORATION	C-3263	ACFX 55596	0	1	C214
QUANTUM CHEMICAL CORPORATION	C-3263	ACFX 55601	0	1	C214
QUANTUM CHEMICAL CORPORATION	C-3263	ACFX 55603	0	1	C214
QUANTUM CHEMICAL CORPORATION	C-3263	ACFX 55782	0	1	C214
QUANTUM CHEMICAL CORPORATION	C-3263	ACFX 55786 55787		2	C214
QUANTUM CHEMICAL CORPORATION	C-3263	ACFX 55806	0	1	C214
QUANTUM CHEMICAL CORPORATION	C-3263	ACFX 56838	0	1	C214
QUANTUM CHEMICAL CORPORATION	C-3263	ACFX 56843	0	1	C214
QUANTUM CHEMICAL CORPORATION	C-3263	ACFX 57346	0	1	C214
QUANTUM CHEMICAL CORPORATION	C-3621	ACFX 96573	0	1	C214
QUANTUM CHEMICAL CORPORATION	C-3621	ACFX 96580 96582		3	C214
QUANTUM CHEMICAL CORPORATION	C-3799	ACFX 57243 57244		2	C214
QUANTUM CHEMICAL CORPORATION	C-3799	ACFX 57246	0	1	C214
QUANTUM CHEMICAL CORPORATION	C-3799	ACFX 57249	0	1	C214
QUANTUM CHEMICAL CORPORATION	C-3799	ACFX 57253	0	1	C214
QUANTUM CHEMICAL CORPORATION	C-3799	ACFX 57256	0	1	C214
QUANTUM CHEMICAL CORPORATION	C-3799	ACFX 57260 57261		2	C214
QUANTUM CHEMICAL CORPORATION	C-3799	ACFX 57263	0	1	C214
QUANTUM CHEMICAL CORPORATION	C-3799	ACFX 57441	0	1	C214
QUANTUM CHEMICAL CORPORATION	C-3799	ACFX 57459	0	1	C214
QUANTUM CHEMICAL CORPORATION	C-3799	ACFX 57472	0	1	C214
QUANTUM CHEMICAL CORPORATION	C-3799	ACFX 96174	0	1	C214
QUANTUM CHEMICAL CORPORATION	C-3799	ACFX 96191	0	1	C214
QUANTUM CHEMICAL CORPORATION	C-3799	ACFX 96204	0	1	C214
QUANTUM CHEMICAL CORPORATION	C-3799	ACFX 96222 96226		3	C214
QUANTUM CHEMICAL CORPORATION	C-3799	ACFX 96249	0	1	C214
QUANTUM CHEMICAL CORPORATION	C-3799	ACFX 96282 96286		5	C214
QUANTUM CHEMICAL CORPORATION	C-3799	ACFX 96289	0	1	C214
QUANTUM CHEMICAL CORPORATION	C-3799	ACFX 96291	0	1	C214
QUANTUM CHEMICAL CORPORATION	C-3799	ACFX 96293 96295		3	C214
QUANTUM CHEMICAL CORPORATION	C-3799	ACFX 96307 96314		8	C214
QUANTUM CHEMICAL CORPORATION	C-3799	ACFX 96316 96317		2	C214
QUANTUM CHEMICAL CORPORATION	C-3799	ACFX 96319 96323		3	C214
QUANTUM CHEMICAL CORPORATION	C-3799	ACFX 96326 96330		5	C214
QUANTUM CHEMICAL CORPORATION	C-3799	ACFX 96367	0	1	C214
QUANTUM CHEMICAL CORPORATION	C-3799	ACFX 96386	0	1	C214
QUANTUM CHEMICAL CORPORATION	C-3799	ACFX 96455	0	1	C214
QUANTUM CHEMICAL CORPORATION	C-3799	ACFX 96472	0	1	C214
QUANTUM CHEMICAL CORPORATION	C-3799	ACFX 96486	0	1	C214
QUANTUM CHEMICAL CORPORATION	C-3799	ACFX 96547	0	1	C214
QUANTUM CHEMICAL CORPORATION	C-3799	ACFX 96858	0	1	C214
QUANTUM CHEMICAL CORPORATION	C-3799	ACFX 96877	0	1	C214
QUANTUM CHEMICAL CORPORATION	C-3799	ACFX 96882	0	1	C214
QUANTUM CHEMICAL CORPORATION	C-3799	ACFX 97565	0	1	C214
QUANTUM CHEMICAL CORPORATION	C-4939	ACFX 11951	0	1	T103
QUANTUM CHEMICAL CORPORATION	C-4939	ACFX 11957	0	1	T103
QUANTUM CHEMICAL CORPORATION	C-4939	ACFX 11960	0	1	T103

QUANTUM CHEMICAL CORPORATION	C-4939	ACFX 11965	0	1	T103
QUANTUM CHEMICAL CORPORATION	C-4939	ACFX 11976 11977		2	T103
QUANTUM CHEMICAL CORPORATION	C-4939	ACFX 14770	0	1	T103
QUANTUM CHEMICAL CORPORATION	C-4939	ACFX 14798	0	1	T103
QUANTUM CHEMICAL CORPORATION	C-4939	ACFX 16153	0	1	T103
QUANTUM CHEMICAL CORPORATION	C-4939	ACFX 16215	0	1	T103
QUANTUM CHEMICAL CORPORATION	C-4939	ACFX 16218	0	1	T103
QUANTUM CHEMICAL CORPORATION	C-4939	ACFX 16220	0	1	T103
QUANTUM CHEMICAL CORPORATION	C-5323	ACFX 84122 84125		4	T105
QUANTUM CHEMICAL CORPORATION	C-7276	ACFX 18902	0	1	T389
QUANTUM CHEMICAL CORPORATION	C-7598	ACFX 82980 82986		7	T105
QUANTUM CHEMICAL CORPORATION	C-7598	ACFX 82988 82999		12	T105
QUANTUM CHEMICAL CORPORATION	C-9380	ACFX 96101 96115		15	C214
QUANTUM CHEMICAL CORPORATION	C-9433	ACFX 96116	0	1	C214
QUANTUM CHEMICAL CORPORATION	C-9433	ACFX 96118 96137		20	C214
QUANTUM CHEMICAL CORPORATION	C-9433	ACFX 96139 96141		3	C214
QUANTUM CHEMICAL CORPORATION	C-9433	ACFX 96143 96164		22	C214
QUANTUM CHEMICAL CORPORATION	C-9839	ACFX 96598 96622		25	C214