

RECORDATION NO. **18538-B/C** FILED 1-25

ALVORD AND ALVORD
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SEP 2 1994 -2 30 PM

INTERSTATE COMMERCE COMMISSION

OF COUNSEL
URBAN A. LESTER

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

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OFFICE OF THE
SECRETARY
SEP 2 2 19 PM '94
LICENSING BRANCH

September 2, 1994

Mr. Vernon A. Williams
Acting Secretary
Interstate Commerce Commission
Washington, DC 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 of a Memorandum of Leases and a Memorandum of Assignment of Leases, both dated as of September 1, 1994, both 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 Memorandum of Lease and the Memorandum of Assignment of Lease, dated as of December 17, 1993, which were duly filed with the Commission under Recordation Numbers 18538 and 18538-A, respectively.

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

- Lessor/Assignor: ACF Industries, Incorporated
3301 Rider Trail South
Earth City, Missouri 63045
- Lessee: Allied Signal, Inc.
P.O. Box 131
Hopewell, Virginia 23860
- Assignee: BA Leasing & Capital Corporation
Four Embarcadero Center, Suite 1200
San Francisco, California 94111

Edward M. Levin

Mr. Vernon A. Williams
September 2, 1994
Page 2

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

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

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

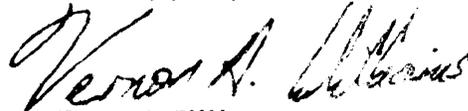
SEPTEMBER 2, 1994

ROBERT W. ALVORD
ALVORD & ALVORD
918 16TH ST NW SUITE 200
WASHINGTON DC 20006-2973

Dear MR. ALVORD:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/2/94 at 2:30PM, and assigned recordation number(s). 18538-B,C, 18570-B,C, 18579-B,C, 18584-D,E, 18591-F,G, 18595-F,G, 18605-D,E, 18844-B,C, 18965, 18965-A.

Sincerely yours,

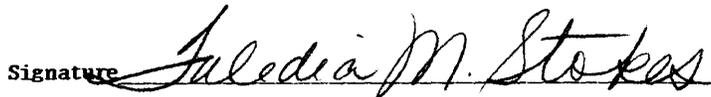


Vernon A. Williams
Acting Secretary

Enclosure(s)

§ 324.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



RECORDATION NO. *18538-B* FILED 1425

SEP 2 1994 -2 50 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
, at , Recordation No.

9/1/94; 11:48am
24950/1760/48492.1

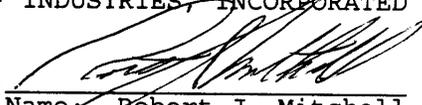
Memorandum dated as of September 1, 1994 of Leases specified on Exhibit A attached hereto by and between ACF Industries, Incorporated, a New Jersey corporation, ("Lessor") and the Lessee identified on Exhibit A attached hereto, ("Lessee") (as the same have been and may be amended, supplemented, otherwise 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 the 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

[MEMORANDUM OF LEASES]

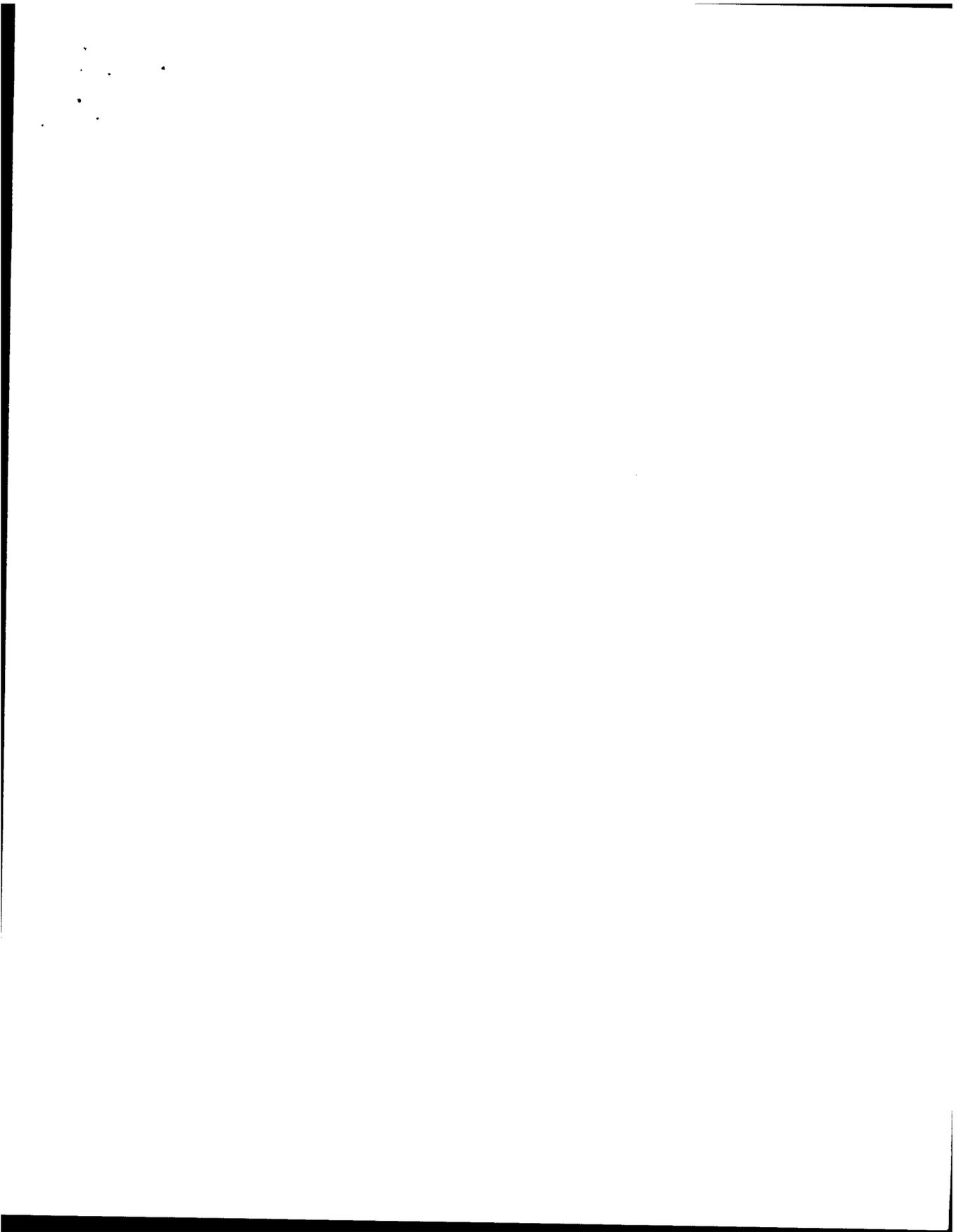
STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 1st day of September, 1994, 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 on this 1st day of September, 1994, 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



EQUIPMENT

LESSEE NAME	CAR SERVICE CONTRACT NO.	IDENTIFYING NUMB (BOTH INCLUSIVE)	NUMBER OF CARS	AAR DESIGNATION
ALLIED SIGNAL INC	03570C	ACFX 57006	16	C214
ALLIED SIGNAL INC	03570C	ACFX 57151		C214
ALLIED SIGNAL INC	03570C	ACFX 57156		C214
ALLIED SIGNAL INC	03570C	ACFX 57158		C214
ALLIED SIGNAL INC	03570C	ACFX 96252		C214
ALLIED SIGNAL INC	03570C	ACFX 96280		C214
ALLIED SIGNAL INC	03570C	ACFX 96281		C214
ALLIED SIGNAL INC	03570C	ACFX 96704		C214
ALLIED SIGNAL INC	03570C	ACFX 96999		C214
ALLIED SIGNAL INC	03570C	ACFX 97304		C214
ALLIED SIGNAL INC	03570C	ACFX 97323		C214
ALLIED SIGNAL INC	03570C	ACFX 97336		C214
ALLIED SIGNAL INC	03570C	ACFX 97459		C214
ALLIED SIGNAL INC	03570C	ACFX 97470		C214
ALLIED SIGNAL INC	03570C	ACFX 97478		C214
ALLIED SIGNAL INC	03570C	ACFX 97581		C214