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18586-E

DEC 12 1995 PM

OF COUNSEL  
URBAN A. LESTER

*John*

December 12, 1995

Mr. Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

*Country Point*

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 Reassignment of Leases, dated as of December 1, 1995, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to Memorandum of Lease duly filed with the Commission under Recordation Number 18586.

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

Assignor : BA Leasing & Capital Corporation  
Four Embarcadero Center, Suite 1200  
San Francisco, California 9411

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

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A attached to the Reassignment.

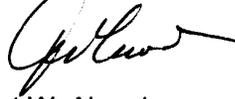
The Reassignment is being made by the Assignor pursuant to the Assignment, Assumption and Release Agreement, dated as of December 1, 1995, which has been filed under Recordation Number 18576-A.

Mr. Vernon A. Williams  
December 12, 1995  
Page 2

Also enclosed is a check in the amount of \$21.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

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

Robert W. Alvord

RWA/bg  
Enclosures

18586-E

1995

MEMORANDUM OF REASSIGNMENT OF LEASES dated as of December 1, 1995, made by BA Leasing & Capital Corporation, a California corporation (the "Assignor").

WHEREAS ACF Industries, Incorporated (the "Lessor") has entered into certain leases specified under the heading "Car Service Contract No." in Exhibit A hereto (the "Leases") with the lessee named in said Exhibit A, covering the railroad equipment identified by reporting mark and number in said Exhibit A (the "Equipment");

WHEREAS a memorandum of the Leases has been recorded with the Interstate Commerce Commission pursuant to section 11303 of Title 49 of the United States Code on the date specified in Exhibit B hereto and assigned the recordation number specified in said Exhibit B;

WHEREAS the Lessor has assigned all of its right, title, and interest in and to the Leases, the Equipment, the proceeds thereof and certain other collateral to the Assignor pursuant to that certain Assignment and Security Agreement (Chattel Mortgage) dated as of December 17, 1993 (the "Security Agreement"); and

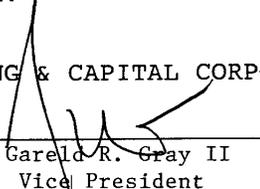
WHEREAS a memorandum of such assignment has been recorded with the Interstate Commerce Commission pursuant to section 11303 of Title 49 of the United States Code; and

WHEREAS the Assignor is assigning all of its right, title, and interest in and to the Leases, the Equipment, the proceeds thereof and the other collateral specified in the memorandum relating to the Security Agreement to First Security Bank of Utah, National Association, as trustee (the "Assignee"), pursuant to that certain Assignment, Assumption and Release Agreement dated as of December 1, 1995, among Assignor, Assignee and Lessor.

IN WITNESS WHEREOF, the Assignor wishes to show for the public record the assignment of the Leases, the Equipment and the proceeds thereof and the other collateral specified in the memorandum relating to the Security Agreement, and accordingly has caused this memorandum to be executed by one of its officers thereunto duly authorized, as of the date first above written.

BA LEASING & CAPITAL CORPORATION

by

  
Name: Gareld R. Gray II  
Title: Vice President

STATE OF NEW YORK  
COUNTY OF NEW YORK

)  
) SS.:  
)

On this <sup>7<sup>TH</sup></sup> day of ~~November~~ <sup>DECEMBER</sup>, 1995, before me personally appeared Gareld R. Gray, II, to me personally known, who, by me being duly sworn, says that he is a Vice President of BA Leasing & Capital Corporation, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
NOTARY PUBLIC

My commission expires

KATHARINE E. DIAKOS  
Notary Public, State of New York  
No. 01DI5050543  
Qualified in Queens County  
Certificate Filed in New York County  
Commission Expires October 10, 1997

## EXHIBIT A

Lessee	Car Service Contract #	Identifying Numbers	Number of Cars	AAR Designator
PHILLIPS PETROLEUM COMPAN	6011	ACFX 57194	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 96179	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 96199	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 96200	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 96412	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 96659	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 96797	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 96896	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 96899	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 96905	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 96908	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 96913	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 96916	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 96930	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 96932	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 96935	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 96939	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 96948	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 96949	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 96958	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 96961	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 96964	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 96970	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 96971	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 96972	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 96973	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 96975	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 96987	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 96988	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 96995	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 96997	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 97002	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 97004	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 97006	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 97007	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 97013	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 97015	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 97019	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 97022	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 97023	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 97024	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 97035	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 97036	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 97042	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 97129	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 97130	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 97137	1	C214

## EXHIBIT A

Lessee	Car Service Contract #	Identifying Numbers	Number of Cars	AAR Designator
PHILLIPS PETROLEUM COMPAN	6011	ACFX 97144	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 97235	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 97236	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 97237	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 97238	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 97239	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 97240	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 97241	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 97242	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 97243	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 97244	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 97245	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 97246	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 97247	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 97248	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 97249	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 97251	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 97252	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 97253	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 97254	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 97255	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 97256	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 97257	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 97258	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 97259	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 97260	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 97261	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 97262	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 97263	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 97264	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 97265	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 97266	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 97267	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 97269	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 97271	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 97272	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 97273	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 97275	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 97276	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 97277	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 97367	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 97432	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 97486	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 97498	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 97500	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 97582	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX 97731	1	C214

## EXHIBIT A

<u>Lessee</u>	<u>Car Service Contract #</u>		<u>Identifying Numbers</u>	<u>Number of Cars</u>	<u>AAR Designator</u>
PHILLIPS PETROLEUM COMPAN	6011	ACFX	97884	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX	97898	1	C214
PHILLIPS PETROLEUM COMPAN	6011	ACFX	98399	1	C214

EXHIBIT B

Lessee: PHILLIPS PETROLEUM COMPANY

Date of Recordation: 6/9/94

Recordation Number: 18586

[ RICE--ATTY/EXB.WPF/22D/4265 ]

RECORDATION NO. 18523-B  
FILED 1426  
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	