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

RECORDATION NO. 18595-C  
FILED 1425

APR 21 1994 -11 05 AM

INTERSTATE COMMERCE COMMISSION

OF COUNSEL  
URBAN A. LESTER

RECORDATION NO. 18595-B  
FILED 1425

APR 21 1994 -11 05 AM

INTERSTATE COMMERCE COMMISSION

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APR 21 10 57 AM '94

RECEIVED  
OFFICE OF THE  
SECRETARY

April 21, 1994

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

Dear Mr. Strickland:

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 April 20, 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 18595 and 18595-A, respectively.

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

Lessor/Assignor: ACF Industries, Incorporated  
3301 Rider Trail South  
Earth City, Missouri 63045

Lessee: Mobil Oil Corporation  
1120 Sunshine Road  
Kansas City, Kansas 66115

Assignee: BA Leasing & Capital Corporation  
Four Embarcadero Center, Suite 1200  
San Francisco, California 94111

*Handwritten signatures:*  
[Signature 1]  
[Signature 2]

Mr. Sidney L. Strickland, Jr.  
April 21, 1994  
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A description of the railroad equipment covered by the enclosed document is attached as Exhibit A to both of the aforesaid secondary 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

Mobil

RECORDATION NO. 18545-B FILED 4425

APR 21 1994 -11 05 AM

INTERSTATE COMMERCE COMMISSION

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MEMORANDUM OF LEASES

BETWEEN

ACF INDUSTRIES, INCORPORATED ("LESSOR")

AND

the Lessee identified herein, ("LESSEE")

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Filed and recorded with the Interstate Commerce Commission  
pursuant to Section 11303, Title 49, United States Code on  
, at , Recordation No.

Memorandum dated as of April 20, 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").

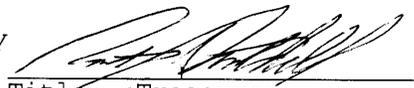
W I T N E S S E T H:

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

  
Title: Treasurer

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

On this 20th day of April, 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, and he acknowledged that the execution of the said instrument was his free act and deed.

*Teresa Komendowski*  
\_\_\_\_\_  
NOTARY PUBLIC

My commission expires:

TERESA KOMENDOWSKI  
Notary Public, State of New York  
No. 4823827  
Qualified in Queens County  
Commission Expires May 31, 1995

## EXHIBIT A

Equipment

<u>Lessee</u>	<u>Car Service Contract No.</u>	<u>Identifying Numbers (Both Inclusive)</u>	<u>Number of Cars</u>	<u>AAR Designation</u>
Mobil Oil Corp.	50400049	ACFX 53601 ACFX 53603 ACFX 53604 ACFX 53608 ACFX 53968 ACFX 53970 ACFX 53988 ACFX 54010 ACFX 54014 ACFX 54021 ACFX 54106 ACFX 54108 ACFX 54114 ACFX 54115 ACFX 54117 ACFX 54119 ACFX 54124 ACFX 54194 ACFX 54196 ACFX 54197 ACFX 54200 ACFX 54201 ACFX 54202 ACFX 54210 ACFX 54214 ACFX 54215 ACFX 54228 ACFX 54229 ACFX 54230 ACFX 54232 ACFX 54233 ACFX 54236 ACFX 54237 ACFX 54238 ACFX 54239	35	C214