

Mobil

RECORDATION NO. 28595-C FILED 1425

APR 21 1994 -11 05 AM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF ASSIGNMENT OF LEASES
BETWEEN
ACF INDUSTRIES, INCORPORATED ("DEBTOR")
AND
BA LEASING & CAPITAL CORPORATION
("SECURED PARTY")

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

4/19/94; 5:00pm
24950/1760/44041.1

Memorandum dated as of April 20, 1994 of an assignment of Leases made and entered into as of December 17, 1993, by and between ACF Industries, Incorporated, a New Jersey corporation, as Debtor/Assignor (the "Debtor"), having its principal offices at 3301 Rider Trail South, Earth City, MO 63045, and BA Leasing and Capital Corporation, a California corporation, as Secured Party/Assignee (the "Secured Party"), having its principal offices at Four Embarcadero Center, Suite 1200, San Francisco, CA 94111.

Reference is hereby made to the Leases specified on Exhibit A attached hereto, by and between the Debtor and the Lessee identified on Exhibit A attached hereto (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:

1. As used in this Memorandum of Assignment of Leases the following capitalized terms used herein and not otherwise defined herein shall have the meanings specified below:

"Rental Collateral" means all right, title and interest of the Debtor in and to every lease (whether or not such lease is in writing or is for a term certain, including, without limitation, per diem leases), now or hereafter existing, relating to, but only to the extent relating to, the Equipment, including, without limitation, the Leases, (each such lease, including all amendments, riders, supplements, other modifications and schedules thereto and renewals thereof, an "Assigned Lease"), and including, without limitation, the immediate and continuing right to collect and receive any and all payments due and to become due under any Assigned Lease, whether as contractual obligations, damages or otherwise (to the extent such payments are derived from the Equipment) and all Proceeds of any thereof (such payments, the "Assigned Lease Proceeds").

"Equipment" means certain railroad tank cars and covered hopper cars described on Exhibit A attached hereto.

"Proceeds" is defined in the UCC and, in any event, includes, without limitation, (a) any and all proceeds of any insurance, indemnity, warranty or guarantee payable to the Debtor from time to time with respect to any of the Collateral, (b) any and all payments (in any form whatsoever) made or due and payable to the Debtor from time

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

<u>Lessee</u>	<u>Car Service Contract No.</u>	<u>Equipment 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