

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.
20006-2973
(202) 393-2266
FAX (202) 393-2156

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

RECORDED
OFFICE OF THE
SECRETARY
DEC 20 10 33 AM '93
LIBERTY PRODUCTION
OFFICE OF COUNSEL
URBAN A. LESTER

December 17, 1993

RECORDATION NO. 18603 FILED 1425

DEC 20 1993 -9 05 AM

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

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 18603 FILED 1425

DEC 20 1993 -9 05 AM

Dear Mr. Strickland:

INTERSTATE COMMERCE COMMISSION

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:

IMC Fertilizer
One Nelson C. White Freeway
Mundelein, Illinois 60060-9528

Assignee/
Secured Party:

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

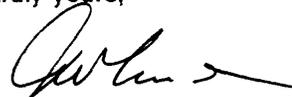
Mr. Sidney L. Strickland, Jr.
December 17, 1993
Page 2

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

RECORDATION NO. **18603** FILED 1425

DEC 2 0 1993 -9 05 AM
INTERSTATE COMMERCE COMMISSION

DEC 2 0 1993 -9 05 AM
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

James Clark

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 BRASHER
Notary Public, State of New York
Qualified in New York County
No. 4980
Commission Expires 12.29.1995

Equipment

Exhibit A

Lessee	Car Service Contract No.	Identifying Numbers (Both Inclusive)	Number of Cars	AAR Designator
IMC FERTILIZER, INC.	0938	ACFX 60576	1	C112
IMC FERTILIZER, INC.	0938	ACFX 61574	1	C112
IMC FERTILIZER, INC.	0938	ACFX 61578	1	C112
IMC FERTILIZER, INC.	0938	ACFX 61736	1	C112
IMC FERTILIZER, INC.	0938	ACFX 61738	1	C112
IMC FERTILIZER, INC.	0938	ACFX 61742	1	C112
IMC FERTILIZER, INC.	0938	ACFX 61751	1	C112
IMC FERTILIZER, INC.	0938	ACFX 61815	1	C112
IMC FERTILIZER, INC.	0938	ACFX 61817 To 61818	2	C112
IMC FERTILIZER, INC.	0938	ACFX 61831 To 61832	2	C112
IMC FERTILIZER, INC.	0938	ACFX 61836	1	C112
IMC FERTILIZER, INC.	0938	ACFX 62028	1	C112
IMC FERTILIZER, INC.	0938	ACFX 62035	1	C112
IMC FERTILIZER, INC.	0938	ACFX 62039	1	C112
IMC FERTILIZER, INC.	0938	ACFX 62042	1	C112
IMC FERTILIZER, INC.	0938	ACFX 62047	1	C112
IMC FERTILIZER, INC.	0938	ACFX 63404	1	C112
IMC FERTILIZER, INC.	0938	ACFX 63439	1	C112
IMC FERTILIZER, INC.	0938	ACFX 63912	1	C112
IMC FERTILIZER, INC.	0938	ACFX 63924	1	C112
IMC FERTILIZER, INC.	0938	ACFX 63930 To 63931	2	C112
IMC FERTILIZER, INC.	0938	ACFX 63937	1	C112
IMC FERTILIZER, INC.	0938	ACFX 64132	1	C112
IMC FERTILIZER, INC.	0938	ACFX 64137	1	C112
IMC FERTILIZER, INC.	0938	ACFX 64140	1	C112
IMC FERTILIZER, INC.	0938	ACFX 64143	1	C112
IMC FERTILIZER, INC.	0938	ACFX 64149	1	C112
IMC FERTILIZER, INC.	0938	ACFX 64151	1	C112
IMC FERTILIZER, INC.	0938	ACFX 64232	1	C112
IMC FERTILIZER, INC.	0938	ACFX 64241	1	C112
IMC FERTILIZER, INC.	0938	ACFX 64244	1	C112
IMC FERTILIZER, INC.	5761	ACFX 60582	1	C112
IMC FERTILIZER, INC.	5761	ACFX 61740	1	C112
IMC FERTILIZER, INC.	5761	ACFX 61752	1	C112
IMC FERTILIZER, INC.	5761	ACFX 61754	1	C112
IMC FERTILIZER, INC.	5761	ACFX 61821 To 61822	2	C112
IMC FERTILIZER, INC.	5761	ACFX 62040	1	C112