19218-A

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

OF COUNSEL
URBAN A. LESTER

19218 + A

FEB 3 - 1995 -3 05 PM

Counterparts Delivered

February 2, 1995

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 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 each of a Memorandum of Lease and a Memorandum of Assignment of Lease, both dated as of February 3, 1995, the first being a primary document and the other a secondary document 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 documents are:

Lessor/Assignor Debtor:	ACF Industries, Incorporated 3301 Rider Trail South Earth City, Missouri 63045
Lessee:	Quantum Chemical Corporation PO Box 429596 Cincinnati, Ohio 45249-9596
Assignee/ Secured Party:	First Security Bank of Utah, N.A. 79 South Main Street Salt Lake City, Utah 94111

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

Also enclosed is a check in the amount of $42.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return stamped copies of the enclosed document ot the undersigned.

Very truly yours,

Robert W. Alvord

RWA/bg
Enclosures

19218

FEB 3 - 1995 -3 05 PM

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 February 3, 1995, at , Recordation No.

Memorandum dated as of February 2, 1995 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

Name: Robert J. Mitchell
Title: Treasurer

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

On this 2nd day of February, 1995, 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.

NOTARY PUBLIC

My commission expires:

ROBYN G. STEINBERG
Notary Public, State of New York
No. 01ST5026264
Qualified in New York County
Commission Expires April 18, 1996

Exhbit A

Lessee	Car Service Contract #	Identifying Numbers (Both Inclusive)		Number of Cars	AAR Designat
QUANTUM CHEMICAL CORPORATIO	3712	ACFX	38980	1	C214
QUANTUM CHEMICAL CORPORATIO	3712	ACFX	38981	1	C214
QUANTUM CHEMICAL CORPORATIO	3712	ACFX	38982	1	C214
QUANTUM CHEMICAL CORPORATIO	3712	ACFX	38983	1	C214
QUANTUM CHEMICAL CORPORATIO	3712	ACFX	38984	1	C214
QUANTUM CHEMICAL CORPORATIO	3712	ACFX	38985	1	C214
QUANTUM CHEMICAL CORPORATIO	3712	ACFX	38986	1	C214
QUANTUM CHEMICAL CORPORATIO	3712	ACFX	38987	1	C214
QUANTUM CHEMICAL CORPORATIO	3712	ACFX	38988	1	C214
QUANTUM CHEMICAL CORPORATIO	3712	ACFX	38989	1	C214
QUANTUM CHEMICAL CORPORATIO	3712	ACFX	38990	1	C214
QUANTUM CHEMICAL CORPORATIO	3712	ACFX	38991	1	C214
QUANTUM CHEMICAL CORPORATIO	3712	ACFX	38992	1	C214
QUANTUM CHEMICAL CORPORATIO	3712	ACFX	38993	1	C214
QUANTUM CHEMICAL CORPORATIO	3712	ACFX	38994	1	C214
QUANTUM CHEMICAL CORPORATIO	3712	ACFX	38995	1	C214
QUANTUM CHEMICAL CORPORATIO	3712	ACFX	38996	1	C214
QUANTUM CHEMICAL CORPORATIO	3712	ACFX	38997	1	C214
QUANTUM CHEMICAL CORPORATIO	3712	ACFX	38998	1	C214
QUANTUM CHEMICAL CORPORATIO	3712	ACFX	38999	1	C214
QUANTUM CHEMICAL CORPORATIO	3712	ACFX	39000	1	C214
QUANTUM CHEMICAL CORPORATIO	3712	ACFX	39001	1	C214
QUANTUM CHEMICAL CORPORATIO	3712	ACFX	39002	1	C214
QUANTUM CHEMICAL CORPORATIO	3712	ACFX	39003	1	C214
QUANTUM CHEMICAL CORPORATIO	3712	ACFX	39004	1	C214
QUANTUM CHEMICAL CORPORATIO	3712	ACFX	39005	1	C214
QUANTUM CHEMICAL CORPORATIO	3712	ACFX	39006	1	C214
QUANTUM CHEMICAL CORPORATIO	3712	ACFX	39007	1	C214
QUANTUM CHEMICAL CORPORATIO	3712	ACFX	39008	1	C214
QUANTUM CHEMICAL CORPORATIO	3712	ACFX	39009	1	C214
QUANTUM CHEMICAL CORPORATIO	3712	ACFX	39010	1	C214
QUANTUM CHEMICAL CORPORATIO	3712	ACFX	39011	1	C214
QUANTUM CHEMICAL CORPORATIO	3712	ACFX	39012	1	C214
QUANTUM CHEMICAL CORPORATIO	3712	ACFX	39013	1	C214
QUANTUM CHEMICAL CORPORATIO	3712	ACFX	39014	1	C214
QUANTUM CHEMICAL CORPORATIO	3712	ACFX	39016	1	C214
QUANTUM CHEMICAL CORPORATIO	3712	ACFX	39017	1	C214
QUANTUM CHEMICAL CORPORATIO	3712	ACFX	39018	1	C214
QUANTUM CHEMICAL CORPORATIO	3712	ACFX	39019	1	C214
QUANTUM CHEMICAL CORPORATIO	3712	ACFX	39020	1	C214
QUANTUM CHEMICAL CORPORATIO	3712	ACFX	39021	1	C214
QUANTUM CHEMICAL CORPORATIO	3712	ACFX	39022	1	C214
QUANTUM CHEMICAL CORPORATIO	3712	ACFX	39023	1	C214
QUANTUM CHEMICAL CORPORATIO	3712	ACFX	39024	1	C214
QUANTUM CHEMICAL CORPORATIO	3712	ACFX	39025	1	C214
QUANTUM CHEMICAL CORPORATIO	3712	ACFX	39026	1	C214
QUANTUM CHEMICAL CORPORATIO	3712	ACFX	39027	1	C214
QUANTUM CHEMICAL CORPORATIO	3712	ACFX	39028	1	C214
QUANTUM CHEMICAL CORPORATIO	3712	ACFX	39029	1	C214
QUANTUM CHEMICAL CORPORATIO	3712	ACFX	39030	1	C214
QUANTUM CHEMICAL CORPORATIO	3749	ACFX	40355	1	C214
QUANTUM CHEMICAL CORPORATIO	3749	ACFX	40356	1	C214
QUANTUM CHEMICAL CORPORATIO	3749	ACFX	40357	1	C214
QUANTUM CHEMICAL CORPORATIO	3749	ACFX	40358	1	C214
QUANTUM CHEMICAL CORPORATIO	3749	ACFX	40359	1	C214

Lessee	Car Service Contract #	Identifying Numbers (Both Inclusive)		Number of Cars	AAR Designat
QUANTUM CHEMICAL CORPORATIO	3749	ACFX	40360	1	C214
QUANTUM CHEMICAL CORPORATIO	3749	ACFX	40361	1	C214
QUANTUM CHEMICAL CORPORATIO	3749	ACFX	40362	1	C214
QUANTUM CHEMICAL CORPORATIO	3749	ACFX	40363	1	C214
QUANTUM CHEMICAL CORPORATIO	3749	ACFX	40364	1	C214
QUANTUM CHEMICAL CORPORATIO	3749	ACFX	40365	1	C214
QUANTUM CHEMICAL CORPORATIO	3749	ACFX	40366	1	C214
QUANTUM CHEMICAL CORPORATIO	3749	ACFX	40367	1	C214
QUANTUM CHEMICAL CORPORATIO	3749	ACFX	40368	1	C214
QUANTUM CHEMICAL CORPORATIO	3749	ACFX	40369	1	C214
QUANTUM CHEMICAL CORPORATIO	3749	ACFX	40370	1	C214
QUANTUM CHEMICAL CORPORATIO	3749	ACFX	40371	1	C214
QUANTUM CHEMICAL CORPORATIO	3749	ACFX	40372	1	C214
QUANTUM CHEMICAL CORPORATIO	3749	ACFX	40373	1	C214
QUANTUM CHEMICAL CORPORATIO	3749	ACFX	40374	1	C214
QUANTUM CHEMICAL CORPORATIO	3749	ACFX	40375	1	C214
QUANTUM CHEMICAL CORPORATIO	3749	ACFX	40376	1	C214
QUANTUM CHEMICAL CORPORATIO	3749	ACFX	40377	1	C214
QUANTUM CHEMICAL CORPORATIO	3749	ACFX	40378	1	C214
QUANTUM CHEMICAL CORPORATIO	3749	ACFX	40379	1	C214
QUANTUM CHEMICAL CORPORATIO	3749	ACFX	40380	1	C214
QUANTUM CHEMICAL CORPORATIO	3749	ACFX	40381	1	C214
QUANTUM CHEMICAL CORPORATIO	3749	ACFX	40382	1	C214
QUANTUM CHEMICAL CORPORATIO	3749	ACFX	40383	1	C214
QUANTUM CHEMICAL CORPORATIO	3749	ACFX	40384	1	C214
QUANTUM CHEMICAL CORPORATIO	3749	ACFX	40385	1	C214
QUANTUM CHEMICAL CORPORATIO	3749	ACFX	40386	1	C214
QUANTUM CHEMICAL CORPORATIO	3749	ACFX	40387	1	C214
QUANTUM CHEMICAL CORPORATIO	3749	ACFX	40388	1	C214
QUANTUM CHEMICAL CORPORATIO	3749	ACFX	40389	1	C214
QUANTUM CHEMICAL CORPORATIO	3749	ACFX	40390	1	C214
QUANTUM CHEMICAL CORPORATIO	3749	ACFX	40391	1	C214
QUANTUM CHEMICAL CORPORATIO	3749	ACFX	40392	1	C214
QUANTUM CHEMICAL CORPORATIO	3749	ACFX	40394	1	C214
QUANTUM CHEMICAL CORPORATIO	3749	ACFX	40395	1	C214
QUANTUM CHEMICAL CORPORATIO	3749	ACFX	40396	1	C214
QUANTUM CHEMICAL CORPORATIO	3749	ACFX	40397	1	C214
QUANTUM CHEMICAL CORPORATIO	3749	ACFX	40398	1	C214
QUANTUM CHEMICAL CORPORATIO	3749	ACFX	40399	1	C214
QUANTUM CHEMICAL CORPORATIO	3749	ACFX	40400	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39346	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39347	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39348	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39349	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39350	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39351	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39352	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39353	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39354	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39355	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39356	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39357	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39358	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39359	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39360	1	C214

Lessee	Car Service Contract #	Identifying Numbers (Both Inclusive)		Number of Cars	AAR Designat
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39361	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39362	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39363	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39364	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39365	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39366	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39367	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39368	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39369	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39370	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39371	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39372	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39373	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39374	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39375	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39377	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39378	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39381	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39382	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39383	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39384	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39385	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39386	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39387	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39388	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39389	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39390	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39391	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39392	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39393	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39394	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39395	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39396	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39397	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39398	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39399	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39400	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39401	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39402	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39403	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39404	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39405	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39406	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39407	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39408	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39409	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39410	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39411	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39414	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39415	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39416	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39417	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39418	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39419	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39420	1	C214

Lessee	Car Service Contract #	Identifying Numbers (Both Inclusive)		Number of Cars	AAR Designat
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39421	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39422	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39423	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39424	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39425	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39426	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39427	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39428	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39430	1	C214
QUANTUM CHEMICAL CORPORATIO	3751	ACFX	39433	1	C214

RECORDATION NO. 18523-B FILED 1425
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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
18525-B
18526-B
18527-B
18528-B
18529-B
18530-B
18535-C
18536-D
18537-D
18538-E
18539-D
18540-D
18541-F
18542-C
18543-C
18544-G
18545-G
18546-D
18547-C
18548-D
18549-D
18550-D
18551-C
18552-D
18553-C
18554-D
18555-D
18556-D
18557-C
18558-C
18559-C
18560-D
18561-D
18562-C
18563-D
18564-C
18565-D
18566-D
18567-D
18568-D
18569-D
18570-F
18571-D
18572-D
18573-D
18574-C
18575-B
18576-C
18577-C
18578-C
18579-F
18580-D
18581-C
18582-D
18583-D
18584-H
18585-D
18586-F
18587-C
18588-D
18589-C
18590-D
18591-J
18592-C
18593-D
18594-C
18595-J
18596-D
18597-D
18598-D
18599-C
18600-D
18601-D
18602-D
18603-C
18604-C
18605-I
18606-C
18607-C
18608-D
18609-D
18613-B
18614-B
18615-D
18616-D
18617-D
18777-D
18778-C
18838-D
18839-C
18840-D
18841-D
18842-C
18843-D
18844-F
18845-C
18846-C
18847-G
18848-C
18965-C
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