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ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

192017A
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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 2, 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:	CPC International Inc. PO Box 347 Argo, Illinois 60501
Assignee/ Secured Party:	First Security Bank of Utah, N.A. 79 South Main Street Salt Lake City, Utah 94111

Original to Return

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

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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
CPC INTERNATIONAL INC	3698	ACFX	51068	1	C614
CPC INTERNATIONAL INC	3698	ACFX	51069	1	C614
CPC INTERNATIONAL INC	3698	ACFX	51070	1	C614
CPC INTERNATIONAL INC	3698	ACFX	51071	1	C614
CPC INTERNATIONAL INC	3698	ACFX	51072	1	C614
CPC INTERNATIONAL INC	3698	ACFX	51074	1	C614
CPC INTERNATIONAL INC	3698	ACFX	51075	1	C614
CPC INTERNATIONAL INC	3698	ACFX	51103	1	C614
CPC INTERNATIONAL INC	3698	ACFX	51114	1	C614
CPC INTERNATIONAL INC	3698	ACFX	51115	1	C614
CPC INTERNATIONAL INC	3698	ACFX	51117	1	C614
CPC INTERNATIONAL INC	3698	ACFX	51118	1	C614
CPC INTERNATIONAL INC	3698	ACFX	51120	1	C614
CPC INTERNATIONAL INC	3698	ACFX	51121	1	C614
CPC INTERNATIONAL INC	3698	ACFX	51122	1	C614
CPC INTERNATIONAL INC	3698	ACFX	51123	1	C614
CPC INTERNATIONAL INC	3698	ACFX	51124	1	C614
CPC INTERNATIONAL INC	3698	ACFX	51125	1	C614
CPC INTERNATIONAL INC	3698	ACFX	51126	1	C614
CPC INTERNATIONAL INC	3698	ACFX	51127	1	C614
CPC INTERNATIONAL INC	3698	ACFX	51128	1	C614
CPC INTERNATIONAL INC	3698	ACFX	51129	1	C614
CPC INTERNATIONAL INC	3698	ACFX	51130	1	C614
CPC INTERNATIONAL INC	3698	ACFX	51131	1	C614
CPC INTERNATIONAL INC	3698	ACFX	51132	1	C614

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RECORDATION NO. _____ FILED

MAY 24 1996 - 11 42 AM

NOTICE OF TERMINATION
OF
MEMORANDA OF LEASE
AND
MEMORANDA OF ASSIGNMENT

NOTICE IS HEREBY GIVEN that pursuant to the Release and Termination Statement dated as of May 24, 1996, made by First Security Bank of Utah, National Association, filed and recorded with the Interstate Commerce Commission, Recordation No. 19200-J, the security interest in the railcars listed on Schedule 1 attached hereto has been released and the assignment of the leases listed on said Schedule 1, to the extent said leases cover said railcars, has been terminated.

ACF INDUSTRIES, INCORPORATED

By: _____

Its: _____

LESSEE	CONTRACT		IDENTIFYING NUMBER	NUMBER OF CARS	AAR DESIGNATOR
CPC INTERNATIONAL	3698	ACFX	51125	1	C614

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
19201-B
19202-B
19203-B
19204-B
19205-B
19206-B
19207-B
19208-B
19209-B
19210-B
19211-B
19212-B
19213-B
19214-B
19215-B
19216-B
19217-B
19218-B
19219-B
19220-B
19221-B
19222-B
19223-B
19754-B
19755-B
19756-B
19757-B
19758-B
19759-B
19760-B
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19762-B
19763-B
19764-B
19765-B
19766-B
19767-B
19768-B
19769-B
19770-B
19771-B
19772-B
19773-B
19774-B
19775-B
19776-B
19777-B
19778-B
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19780-B
19781-B
19782-B
19783-B
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19785-B
19786-B
19787-B
19788-B
19789-B
19790-B
19791-B
19792-B
19793-B
19794-B
19795-B
19818-B
19819-B
20075-B
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