

19818

ALVORD AND ALVORD
ATTORNEYS AT LAW
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SUITE 200
WASHINGTON, D.C.

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

20006-2973

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

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19818-A

December 20, 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 three (3) copies of a Memorandum of Lease, dated as of December 15, 1995, a primary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177 and three (3) copies of a Memorandum of Assignment of Lease, also dated as of December 15, 1995 a secondary document related thereto.

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

Lessor/Assignor: ACF Industries, Incorporated
620 North Second Street
St. Charles, Missouri 63301

Lessee: Occidental Chemical Corporation
5005 LBJ Freeway
Dallas, Texas 75244-6119

Assignee: Greyrock Capital Group, Inc.
201 Broad Street, 2nd Floor
Stamford, Connecticut 06901

A description of the railroad equipment covered by the enclosed documents is set forth on Exhibit A attached to both the Lease and the Assignment.

Vertical handwritten note on the left margin:
"dub M. Lewis"
"Certificate of Recordation"

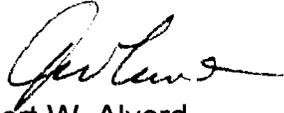
Vertical stamp on the right margin:
RECORDED
DEC 23 1995
FBI - ST. CHARLES

Mr. Vernon A. Williams
December 20, 1995
Page 2

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 documents to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Robert W. Alvord".

Robert W. Alvord

RWA/bg
Enclosures



Interstate Commerce Commission
Washington, D.C. 20423-0001

12/20/95

Office Of The Secretary

Robert W. Alvord
Alvord And Alvord
918 Sixteenth St., NW., Ste. 200
Washington, DC., 20006-2973

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/20/95 at 3:05PM, and assigned recordation number(s). 19818 and 19818-A.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)
(0100896024)

\$ 42.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

19818

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
- , at , Recordation No.

Memorandum dated as of December 15, 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,

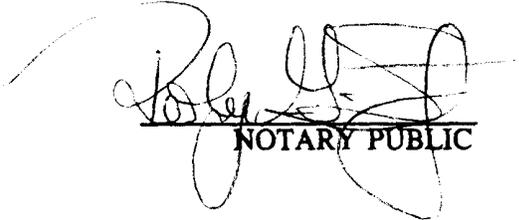
by


Title:

STATE OF New York)
COUNTY OF New York)

ss.

On this 18th day of December, 1995 before me personally appeared Robert J. Middle
me personally known, who being by me duly sworn, says that he is the SUP. Finance & Secretary
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

EXHIBIT A

Original 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>
Occidental Chemical Corporation	48860113	87916	1	T054
		87918	1	T054
		87921	1	T054
		87924	$\frac{1}{4}$	T054
	48860052	85582-85583	2	T564
		85585-85586	$\frac{2}{4}$	T564
	48860029	84102	$\frac{1}{1}$	T104
			1	