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OF COUNSEL
URBAN A. LESTER

May 24, 1996

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are three (3) copies of a Memorandum of Lease, dated as of May 24, 1996, a primary document as defined in the Board'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 May 24, 1996, 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: Texas Petrochemical
8600 Park Place Blvd.
Houston, Texas 77017

Assignee: First Security Bank of Utah
79 South Main Street
Salt Lake City, Utah 84111

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

20099
RECORDATION NO. _____ FILED 1996

MAY 24 1996 - 11 40 AM

INTERSTATE COMMERCE BOARD
20099
RECORDATION NO. _____ FILED 1996

MAY 24 1996 - 11 40 AM

INTERSTATE COMMERCE BOARD

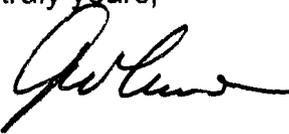
Country Club - Edward M. Linn

Mr. Vernon A. Williams
May 24, 1996
Page 2

Also enclosed is a check in the amount of \$42.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of each of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", written in a cursive style.

Robert W. Alvord

RWA/bg
Enclosures

20049

24950 163

MEMORANDUM OF LEASES

BETWEEN

ACF INDUSTRIES, INCORPORATED ("LESSOR")

AND

the Lessee identified herein, ("LESSEE")

Filed and recorded with the Surface Transportation Board
pursuant to Section 11301, Title 49, United States Code on
, at , Recordation No.

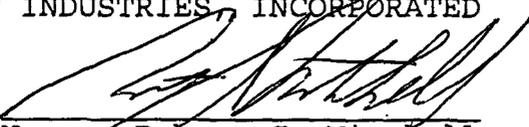
Memorandum dated as of May 24, 1996 of Leases specified on Schedule 1 attached hereto by and between ACF Industries, Incorporated, a New Jersey corporation, ("Lessor") and the Lessee identified on Exhibit A attached hereto, ("Lessee") (as the same have been and may be amended, supplemented, otherwise 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 the Lessee has agreed to lease from Lessor certain railcars including the railroad tank cars and covered hopper cars listed on Schedule 1 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.

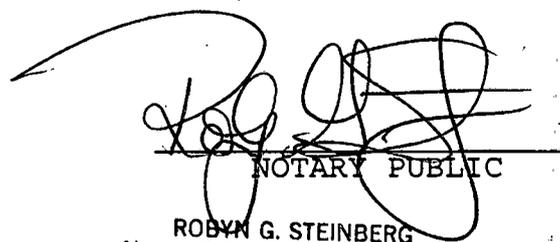
ACF INDUSTRIES, INCORPORATED

By: 

Name: Robert J. Mitchell
Title: Senior Vice
President-Finance

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

On this 29th day of May, 1996 before me personally appeared Robert J. Mitchell, to me personally known, who being by me duly sworn, says that he is the Senior Vice President-Financer of ACF INDUSTRIES, INCORPORATED, that the foregoing instrument was signed on behalf of said corporation on the date hereof, 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~~
1998

LESSEE	CONTRACT	IDENTIFYING ACFX NUMBER	NUMBER OF CARS	AAR DESIGNATOR
TEXAS PETROCHEMICAL	65420005	ACFX 17160	1	T409
TEXAS PETROCHEMICAL	65420005	ACFX 17161	1	T389
TEXAS PETROCHEMICAL	65420005	ACFX 17162	1	T389
TEXAS PETROCHEMICAL	65420005	ACFX 17164	1	T409
TEXAS PETROCHEMICAL	65420005	ACFX 17165	1	T389
TEXAS PETROCHEMICAL	65420005	ACFX 17166	1	T409
TEXAS PETROCHEMICAL	65420005	ACFX 17168	1	T409
TEXAS PETROCHEMICAL	65420005	ACFX 17169	1	T389
TEXAS PETROCHEMICAL	65420005	ACFX 17170	1	T409
TEXAS PETROCHEMICAL	65420005	ACFX 17171	1	T389
TEXAS PETROCHEMICAL	65420005	ACFX 17173	1	T409
TEXAS PETROCHEMICAL	65420005	ACFX 17268	1	T409
TEXAS PETROCHEMICAL	65420005	ACFX 17269	1	T409
TEXAS PETROCHEMICAL	65420005	ACFX 17270	1	T389
TEXAS PETROCHEMICAL	65420005	ACFX 17271	1	T389
TEXAS PETROCHEMICAL	65420005	ACFX 17272	1	T389
TEXAS PETROCHEMICAL	65420005	ACFX 17273	1	T389
TEXAS PETROCHEMICAL	65420008	ACFX 80173	1	T389
TEXAS PETROCHEMICAL	65420008	ACFX 80174	1	T389
TEXAS PETROCHEMICAL	65420008	ACFX 80175	1	T389
TEXAS PETROCHEMICAL	65420008	ACFX 80176	1	T389
TEXAS PETROCHEMICAL	65420008	ACFX 80177	1	T389
TEXAS PETROCHEMICAL	65420008	ACFX 80178	1	T389
TEXAS PETROCHEMICAL	65420008	ACFX 80179	1	T409
TEXAS PETROCHEMICAL	65420008	ACFX 80180	1	T389
TEXAS PETROCHEMICAL	65420008	ACFX 80181	1	T409
TEXAS PETROCHEMICAL	65420008	ACFX 80182	1	T389
TEXAS PETROCHEMICAL	65420008	ACFX 80183	1	T389
TEXAS PETROCHEMICAL	65420008	ACFX 80184	1	T389
TEXAS PETROCHEMICAL	65420008	ACFX 80185	1	T389
TEXAS PETROCHEMICAL	65420008	ACFX 80186	1	T389
TEXAS PETROCHEMICAL	65420008	ACFX 80187	1	T389