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)

OF COUNSEL
URBAN A. LESTER

18599-B

February 6, 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 of a Memorandum of Assignment of Lease, dated as of February 2, 1995, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to the Memorandum of Lease, which was duly filed with the Commission under Recordation Number 18599.

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

Lessor/Assignor:	ACF Industries, Incorporated 3301 Rider Trail South Earth City, Missouri 63045
Lessee:	Lyondell Polymers Corporation P.O. Box 3646 Houston, TX 77253-3646
Assignee:	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 document is attached as Exhibit A to the aforesaid document.

Also enclosed is a check in the amount of $21.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return a stamped copy of the enclosed to the undersigned.

Very truly yours,

Robert W. Alvord

RWA/khb
Enclosures

18599-B

PM

MEMORANDUM OF ASSIGNMENT OF LEASES

BETWEEN

ACF INDUSTRIES, INCORPORATED ("DEBTOR")

AND

FIRST SECURITY BANK OF UTAH,
NATIONAL ASSOCIATION, as Trustee

Filed and recorded with the Interstate Commerce Commission pursuant to Section 11303, Title 49, United States Code on February , 1995, at , Recordation No.

Memorandum dated as of February 3, 1995 of an assignment of Leases made and entered into as of February 3, 1995, by and between ACF Industries, Incorporated, a New Jersey corporation, as Debtor/Assignor (the "Debtor"), having its principal offices at 3301 Rider Trail South, Earth City, MO 63045, and First Security Bank of Utah, National Association, as Trustee (the "Trustee"), having its principal offices at 79 South Main Street, Salt Lake City, UT 84111.

Reference is hereby made to the Leases specified on Exhibit A attached hereto, by and between the Debtor and the Lessee identified on Exhibit A attached hereto (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:

1. As used in this Memorandum of Assignment of Leases the following capitalized terms used herein and not otherwise defined herein shall have the meanings specified below:

"Rental Collateral" means all right, title and interest of the Debtor in and to every lease or car service contract (whether or not such lease or car service contract is in writing or is for a term certain, including, without limitation, per diem leases), now or hereafter existing, relating to, but only to the extent relating to, the Equipment, including, without limitation, the Leases, (each such lease and car service contract, including all amendments, riders, supplements, other modifications and schedules thereto and renewals thereof, an "Assigned Lease"), and including, without limitation, the immediate and continuing right to collect and receive any and all payments due and to become due under any Assigned Lease, whether as contractual obligations, damages or otherwise (to the extent such payments are derived from the Equipment) and all Proceeds of any thereof (such payments, the "Assigned Lease Proceeds").

"Equipment" means certain railroad tank cars and covered hopper cars described on Exhibit A attached hereto.

"Proceeds" is defined in the UCC and, in any event, includes, without limitation, (a) any and all proceeds of any insurance, indemnity, warranty or guarantee payable to the Debtor from time to time with respect to any

of the Collateral, (b) any and all payments (in any form whatsoever) made or due and payable to the Debtor from time to time in connection with any requisition, confiscation, condemnation, seizure or forfeiture of any of the Collateral by any governmental authority (or any person acting under color of governmental authority) and (c) any and all other amounts from time to time paid or payable under or in connection with any of the Collateral.

"UCC" shall mean the Uniform Commercial Code as from time to time in effect in the State of New York.

2. The Debtor, pursuant to that certain Assignment and Security Agreement (Chattel Mortgage) dated as of February 3, 1995, between the Debtor and the Trustee has transferred, conveyed, warranted, mortgaged, delivered, pledged, assigned and granted to the Trustee, its successors and assigns, all and singular of the Debtor's rights, title and interest in and to the Rental Collateral, rights, interests and privileges, now or hereafter existing, in and to the Rental Collateral and any and all Proceeds thereof (collectively, the "Collateral").

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 8th 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

Exhibit A

Equipment

Exhibit A

Lessee	Car Service Contract No.	Identifying Numbers (Both Inclusive)	Number of Cars	AAR Designator
LYONDELL POLYMERS CORPORATION	5347001	ACFX 96172	1	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 96179	1	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 96183	1	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 96187 To 96188	2	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 96196	1	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 96200	1	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 96896	1	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 96898 To 96899	2	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 96902	1	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 96904 To 96905	2	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 96908	1	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 96910	1	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 96915 To 96917	3	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 96920	1	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 96922	1	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 96926 To 96930	5	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 96932	1	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 96937 To 96939	3	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 96944	1	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 96948 To 96949	2	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 96953 To 96954	2	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 96958	1	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 96961 To 96962	2	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 96964 To 96965	2	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 96970 To 96975	6	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 96977 To 96979	3	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 96986 To 96989	4	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 96993	1	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 96995	1	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 96997	1	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 97002	1	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 97004	1	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 97006 To 97009	4	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 97012 To 97013	2	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 97015 To 97020	6	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 97022 To 97025	4	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 97027	1	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 97032	1	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 97035 To 97043	9	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 98399	1	C214
LYONDELL POLYMERS CORPORATION	5347003	ACFX 97300	1	C214
LYONDELL POLYMERS CORPORATION	5347003	ACFX 97305	1	C214
LYONDELL POLYMERS CORPORATION	5347003	ACFX 97307	1	C214
LYONDELL POLYMERS CORPORATION	5347003	ACFX 97311	1	C214
LYONDELL POLYMERS CORPORATION	5347003	ACFX 97319	1	C214
LYONDELL POLYMERS CORPORATION	5347003	ACFX 97325	1	C214
LYONDELL POLYMERS CORPORATION	5347003	ACFX 97327	1	C214
LYONDELL POLYMERS CORPORATION	5347003	ACFX 97330	1	C214
LYONDELL POLYMERS CORPORATION	5347003	ACFX 97332 To 97335	4	C214
LYONDELL POLYMERS CORPORATION	5347003	ACFX 97337 To 97338	2	C214
LYONDELL POLYMERS CORPORATION	5347003	ACFX 97341	1	C214
LYONDELL POLYMERS CORPORATION	5347003	ACFX 97344	1	C214
LYONDELL POLYMERS CORPORATION	5347003	ACFX 97347 To 97349	3	C214
LYONDELL POLYMERS CORPORATION	5347003	ACFX 97432	1	C214
LYONDELL POLYMERS CORPORATION	5347003	ACFX 97435	1	C214
LYONDELL POLYMERS CORPORATION	5347003	ACFX 97437	1	C214

Equipment

Exhibit A

Lessee	Car Service Contract No.	Identifying Numbers (Both Inclusive)	Number of Cars	AAR Designator
LYONDELL POLYMERS CORPORATION	5347003	ACFX 97439	1	C214
LYONDELL POLYMERS CORPORATION	5347003	ACFX 97441 To 97443	3	C214
LYONDELL POLYMERS CORPORATION	5347003	ACFX 97447	1	C214
LYONDELL POLYMERS CORPORATION	5347003	ACFX 97449	1	C214
LYONDELL POLYMERS CORPORATION	5347003	ACFX 97453	1	C214
LYONDELL POLYMERS CORPORATION	5347003	ACFX 97456	1	C214
LYONDELL POLYMERS CORPORATION	5347003	ACFX 97458	1	C214
LYONDELL POLYMERS CORPORATION	5347003	ACFX 97460 To 97461	2	C214
LYONDELL POLYMERS CORPORATION	5347003	ACFX 97466	1	C214
LYONDELL POLYMERS CORPORATION	5347003	ACFX 97468	1	C214
LYONDELL POLYMERS CORPORATION	5347003	ACFX 97471	1	C214
LYONDELL POLYMERS CORPORATION	5347003	ACFX 97482	1	C214
LYONDELL POLYMERS CORPORATION	5347003	ACFX 97486	1	C214
LYONDELL POLYMERS CORPORATION	5347003	ACFX 97489 To 97490	2	C214
LYONDELL POLYMERS CORPORATION	5347003	ACFX 97492	1	C214
LYONDELL POLYMERS CORPORATION	5347003	ACFX 97494 To 97500	7	C214
LYONDELL POLYMERS CORPORATION	5347003	ACFX 97503	1	C214
LYONDELL POLYMERS CORPORATION	5347003	ACFX 97505	1	C214
LYONDELL POLYMERS CORPORATION	5347007	ACFX 96753	1	C214
LYONDELL POLYMERS CORPORATION	5347007	ACFX 96766	1	C214
LYONDELL POLYMERS CORPORATION	5347007	ACFX 96795	1	C214
LYONDELL POLYMERS CORPORATION	5347007	ACFX 98245	1	C214
LYONDELL POLYMERS CORPORATION	5347018	ACFX 96199	1	C214
LYONDELL POLYMERS CORPORATION	5347018	ACFX 96412	1	C214
LYONDELL POLYMERS CORPORATION	5347018	ACFX 97118	1	C214
LYONDELL POLYMERS CORPORATION	5347018	ACFX 97126	1	C214
LYONDELL POLYMERS CORPORATION	5347019	ACFX 96779	1	C214
LYONDELL POLYMERS CORPORATION	5347019	ACFX 96913	1	C214
LYONDELL POLYMERS CORPORATION	5347019	ACFX 96919	1	C214
LYONDELL POLYMERS CORPORATION	5347019	ACFX 96935	1	C214
LYONDELL POLYMERS CORPORATION	5347019	ACFX 97044	1	C214
LYONDELL POLYMERS CORPORATION	5347019	ACFX 97049	1	C214
LYONDELL POLYMERS CORPORATION	5347019	ACFX 97731	1	C214
LYONDELL POLYMERS CORPORATION	5347019	ACFX 97884	1	C214

RECORDATION NO. 18523-B FILED 1425
MAR 10 1997 2:35 PM

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
19761-B
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
19779-B
19780-B
19781-B
19782-B
19783-B
19784-B
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
20076-B
20077-B
20078-B
20079-B
20080-B
20081-B
20082-B
20083-B
20084-B
20085-B
20086-B
20087-B
20088-B
20089-B
20090-B
20091-B
20092-B
20093-B
20094-B
20095-B
20096-B
20097-B
20098-B
20099-B
20100-B