WILMER, CUTLER & PICKERING
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892402 WICRING WSH
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FACSIMILE 011 (441) 839-3537
TELEX 8813918 WCP LDN

ALLEN H. HARRISON, JR.
DIRECT LINE (202)
663-6093

RECORDATION NO 17566 FILED 1425

OCT 18 1991 -10 29 AM

INTERSTATE COMMERCE COMMISSION

1-291A002

October 18, 1991

$16.00 filing fee

Dear Mr. Strickland:

On behalf of North American Chemical Company, I submit for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder, two executed counterparts of a primary document, not previously recorded, entitled Memorandum of Lease ("Lease"), executed August 5, 1991.

New Number

The parties to the enclosed Lease are:

General Electric Railcar Leasing Services Corporation
- Lessor
33 West Monroe Street
Chicago, Illinois 60603

North American Chemical Company - Lessee
6950 W. 56th Street
Mission, Kansas 66202

OCT 18 10 29 AM

The said Lease, among other things, acts to lease those certain units of rolling stock identified therein.

The units of equipment covered by the Lease are those units identified in Annex I, II and III attached to the Lease.

A short summary of the document to appear in the ICC Index is as follows:

"Lease of rolling stock."

Enclosed is a check in the amount of sixteen dollars ($16.00) in payment of the filing fee.

Counterparts — Rachel Dickel

Once the filing has been made, please return to bearer the stamped counterpart of the Lease not needed for your files, together with the fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,

Allen H. Harrison, Jr.
Attorney for the purpose
of this filing for North
American Chemical Company

Honorable Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20231

Enclosures

AHH/iw

BY HAND

Interstate Commerce Commission

Washington, D.C. 20423

10/18/91

OFFICE OF THE SECRETARY

Allen H. Harrison, Jr.
Wilmer Cutler & Pickering
2445 M. St. N.W.
Washington,D.C. 20037-1420

Dear Sir:

The enclosed dcoument(s) was recorded pursuant to the provisions of Section 11303 of the Insterstate Commerce Act, 49 U.S.C. 11303, on 10/18/91 at 10:30am , and assigned recordation number(s). 17566

Sincerely yours,

Sidney L. Strickland, Jr.

Sidney L. Strickland, Jr.
Secretary

RECORDATION NO. 17566 FILED 1425
OCT 18 1991 -10 22 AM
INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASE

The parties hereto have entered into Rider No. 1 and Rider No. 2, each dated January 1, 1991, and Rider No. 3, dated as of the date hereof, and all amendments thereto, as each of the same incorporates all of the terms and conditions of that certain Car Leasing Agreement 6161-83, dated as of January 1, 1991, by and between General Electric Railcar Leasing Services Corporation ("GERSCO"), having an office at 33 West Monroe Street, Chicago, Illinois 60603, as lessor, and North American Chemical Company, a Delaware corporation ("NACC"), having an office at 6950 W. 56th Street, Mission, Kansas 66202, as lessee, pursuant to which NACC leased from GERSCO the equipment described in Annex I, Annex II and Annex III hereto.

Executed this 5th day of August, 1991.

GENERAL ELECTRIC RAILCAR
LEASING SERVICES CORPORATION

By: [signature]
Name: John S. Reichner
Title: Vice President

NORTH AMERICAN CHEMICAL COMPANY

By: [signature]
Name: Mark C. Demetrex
Title: Vice President

#D0017348

STATE OF Illinois)
) ss.:
COUNTY OF Cook)

BEFORE ME, the undersigned notary, on this day personally appeared John S. Reichmer, to me personally known who, being by me duly sworn, says that he/she is Vice President of GE Railcar Leasing Services Corp. (the "Company"), that the above Memorandum of Lease was signed on behalf of the Company by authority of its Board of Directors and has acknowledged that the execution of the foregoing Memorandum of Lease was the free act and deed of the Company.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 5th day of August, 1991.

OFFICIAL SEAL
NANCIANN M. ARNDT
NOTARY PUBLIC STATE OF ILLINOIS
MY COMMISSION EXP. NOV. 28, 1994

Nanciann M. Arndt
Notary Public

[SEAL]

My Commission Expires:

Nov. 28, 1994

#D0017348

STATE OF New York)
) ss.:
COUNTY OF New York)

BEFORE ME, the undersigned notary, on this day personally appeared Mark C. Demetree, to me personally known who, being by me duly sworn, says that he/she is Vice President of North American Chemical Company (the "Company"), that the above Memorandum of Lease was signed on behalf of the Company by authority of its Board of Directors and has acknowledged that the execution of the foregoing Memorandum of Lease was the free act and deed of the Company.

5th GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 5th day of August, 1991.

Dorris mae Cunningham
Notary Public

[SEAL]

My Commission Expires:

May 15, 1993

DORRIS MAE CUNNINGHAM
Notary Public, State of New York
No. 24-4951133
Qualified in Kings County
Certificate Filed in New York County
Commission Expires May 15, 1993

#D0017348

SCHEDULE 1
Forming Part of
RIDER NO. 1
CAR LEASING AGREEMENT 6161-83

NAHX 56295	NAHX 64232	NAHX 64234	NAHX 64235	NAHX 64236
64237	64238	64239	64283	64284
64285	64286	64288	64289	64292
64293	64294	480400	480401	480402
480403	480404	480405	480406	480407
480409	480410	480411	480412	480413
480414	480415	480416	480417	480418
480419	480420	480421	480422	480423
480424	480425	480426	480427	480428
480429	480430	480431	480432	480433
480434	480435	480436	480437	480439
480440	480441	480442	480443	480444
480445	480446	480447	480448	480449
480451	480452	480453	480454	480455
480456	480457	480458	480459	480460
480461	480462	480463	480464	480465
480466	480468	480469	480470	480471
480472	480473	480474	480475	480476
480477	480478	480479	480480	480481
480482	480483	480484	480485	480486
480487	480488	480489	480490	480491
480492	480493	480494	480495	480496
480497	480498	480499	480500	480501
480502	480503	480504	480505	480506
480507	480508	480509	480511	480512
480513	480514	480515	480517	480518
480519	480520	480521	480522	480523
480524	480525	480526	480527	480528
480529	480530	480531	480532	480533
480534	480535	480536	480537	480538
480539	480540	480541	480542	480543
480544	480545	480546	480547	480548
480549	480575	480576	480578	480579
480580	480581	480582	480583	480584
480585	480586	480587	480588	480589
480590	480591	480592	480593	480594
480595	480596	480597	480598	480599
480600	480601	480602	480603	480604
480605	480606	480607	480608	480609
480610	480611	480612	480613	480614
480615	480616	480617	480618	480619
480620	480621	480623	480624	480625
480626	480627	480628	480629	480630
480631	480632	480633	480634	480635
480636	480637	480638	480639	480640
480641	480642	480643	480644	480645
480646	480647	480648	480649	

ANNEX II

SCHEDULE 1
Forming Part of
RIDER NO. 2
CAR LEASING AGREEMENT 6161-83

NAHX 20149	NAHX 41699	NAHX 46231	NAHX 46283	NAHX 46292
46430	46892	46972	50982	52939
53531	53551	53557	53560	53563
53607	53614	53667	54625	54651
55112	55119	55132	55247	55347
55358	55411	55422	55563	56185
56492	56499	56604	56614	56620
56622	57408	57476	63012	63032
63938	63979	190076	190216	190663
465440	465442	465443	465444	465445
465446	465447	465448	465449	465450
465451	465452	465453	465454	465455
465456	465457	465458	465459	465460
465461	465462	465463	465464	465465
465466	465467	465468	465469	465470
465471	465472	465473	465474	465475
465476	465477	465478	465479	465480
465481	465482	465483	465484	465485
465486	465487	465488	465489	465490
465491	465492	465493	465494	465495
465497	465498	465499	465500	465501
465502	465503	465504	465505	465506
465507	465508	465509	465510	465511
465512	465513	465514	465515	465516
465517	465518	465519	465520	465048
475097	475104	476104	476160	476269
476327	476352	477221	477982	478054
479697	488629	490078	490158	490160
490174	800012	800049	800138	800204
800216	800239	800241	800340	800358
800374	800659	800670	800679	800922
801072	801080	801233	800216	800239
800241	800340	800358	800374	800659
800670	800679	800922	801072	801080
801233				

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79 CARS TO BE RETURNED

NAHX 486996	NAHX 486998	NAHX 487000	NAHX 487008	NAHX 487009
487012	487017	487020	487023	487024
487025	487029	487033	487035	487036
487123	487124	487127	487129	476130
487131	487142	487161	487173	187187
487190	487194	487196	487197	487198
487200	487219	487239	487243	487248
487252	487260	487261	487262	487269
487270	487271	487274	487276	487297
488012	488120	488137	488144	488152
488159	488160	488212	488213	488214
488216	488298	488301	488307	488310
488314	488322	488324	488369	488775
488776	488779	488780	488782	488792
488793	488801	488805	588806	488807
489144	489147	489148	489153	

SCHEDULE 1
RIDER No. 3
The Railcars

185, 4550 cu. ft., three-outlet trough hatch covered hopper railcars with reporting marks NACX and built in 1977 by ACF Industries, bearing Running Marks and Numbers:

NACX 101 Through 290 except NACX 105, 147, 254, 265 and 284*

Total: 185 Railcars

* After Closing, the running marks of KMCX 129, 148, 162, 163, 201, 221, 237, and 247 shall be changed at Seller's expense to NACX 129, 148, 162, 163, 201, 221, 237 and 247.