

LAW OFFICES

2-135A028

ROSS & HARDIES

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

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529 FIFTH AVENUE  
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201-563-2700

888 SIXTEENTH STREET, N.W.  
WASHINGTON, D.C. 20006-4103  
202-296-8600

SUSAN G. LICHTENFELD

May 13, 1992 . 17797  
RECORDATION NO FILED 1425

Via Federal Express

MAY 14 1992 - 3 00 PM

Mr. Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
12th Street and Constitution Avenues  
Washington, D.C. 20423

INTERSTATE COMMERCE COMMISSION

MAY 14 2 59 PM '92  
MOTOR CARRIER DIVISION

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 48 U.S.C. Section 11303(a) are two original executed copies and two photostatic copies of a Memorandum of Railcar Lease, dated as of April 29, 1992, a primary document as defined in the Commissioner's Rules for the Recordation of Documents. The Memorandum of Lease is with respect to that certain Railcar Full-Service Leasing Agreement between Citicorp Railmark, Inc. and Pitman-Moore, Inc. dated April 1, 1992.

The names and addresses of the parties to the enclosed Memorandum of Lease are:

- Lessor: Citicorp Railmark, Inc.  
450 Mamaroneck Avenue  
Harrison, New York 10528
- Lessee: Pitman-Moore, Inc.  
421 East Hawley Street  
Mundelein, Illinois 60060

A description of the railroad equipment covered by the enclosed document is set forth in the Memorandum of Lease.

Also enclosed is a check in the amount of \$16.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Mr. Sidney L. Strickland, Jr.  
May 13, 1992  
Page 2

Kindly return both stamped original copies and one stamped photostatic copy of the enclosed document and the stamped photostatic copy of this letter to Susan G. Lichtenfeld at Ross & Hardies, 150 North Michigan Avenue, Suite 2500, Chicago, Illinois 60601.

Following is a short summary of the enclosed document:

Document to be Recorded

Memorandum of Railcar Lease dated as of April 29, 1992 between Citicorp Railmark, Inc., Lessor, and Pitman-Moore, Inc., Lessee, with respect to that certain Railcar Full-Service Leasing Agreement dated April 1, 1992, covering up to 57 100-ton covered hopper railcars.

Very truly yours,

  
Susan G. Lichtenfeld

SGL:ed  
w/encl.

cc: Harry V. Toll  
Robert W. Kleinman

Interstate Commerce Commission  
Washington, D.C. 20423

5/15/ 92

OFFICE OF THE SECRETARY

Susan G. Lichtenfeld

Ross & Hardies

150 North Michigan Avenue

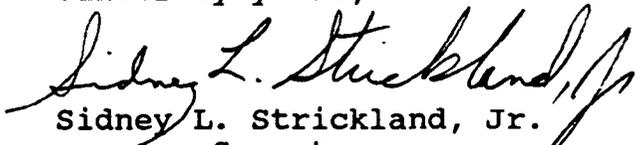
Suite 2500

Chicago, Illinois 60601

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 5/14/92 at 3:00pm, and assigned recordation number(s). 17797

Sincerely yours,

  
Sidney L. Strickland, Jr.  
Secretary

17797  
REGISTRATION NO. FILED 1426

MAY 14 1992 -3 00 PM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF RAILCAR LEASE

This Memorandum of Railcar Lease dated as of the 29th day of April, 1992 is made and entered into by and between CITICORP RAILMARK, INC., a Delaware corporation (hereinafter referred to as "Lessor"), and PITMAN-MOORE, INC., a Delaware corporation (hereinafter referred to as "Lessee"), respecting that certain unrecorded Railcar Full Service Leasing Agreement dated as of April 1, 1992 and previously entered into between Lessor and Lessee (the "Lease").

Subject in all respects to the terms and provisions of the Lease, Lessor and Lessee hereby acknowledge and affirm that:

1. For good and valuable consideration, Lessor leases to Lessee and Lessee leases from Lessor the railcars identified and described on Exhibit A attached hereto and made a part hereof (the "Equipment").

2. The Lease shall be effective as of April 1, 1992 and shall terminate two years from the average delivery date of the Equipment; provided, however, that the Lease is subject to earlier termination as provided therein.

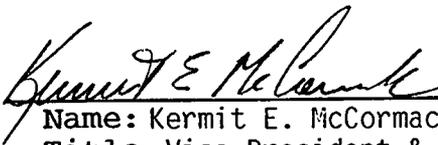
3. Lessor and Lessee further acknowledge and affirm that this Memorandum of Lease is not a complete summary of the Lease. Accordingly, Lessor and Lessee hereby agree that this Memorandum of Lease shall not be used in interpreting the Lease provisions and that, in the event of a conflict between this Memorandum of Lease and the provisions of the Lease, the provisions of the Lease shall control.

4. This Memorandum of Lease may be executed in any number of counterparts, but all of such counterparts together shall constitute one and the same instrument.

IN WITNESS WHEREOF, pursuant to due corporate authority,  
the parties have executed this Memorandum of Lease as of the day  
and year first above written.

LESSEE:

PITMAN-MOORE, INC.,  
a Delaware corporation

By:   
Name: Kermit E. McCormack  
Title: Vice President & General Manager

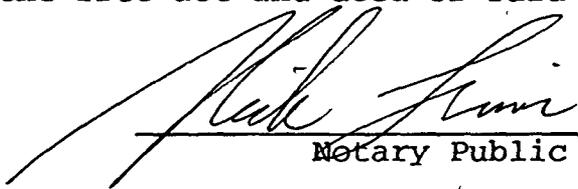
LESSOR:

CITICORP RAILMARK, INC.  
a Delaware corporation

By:   
Name: HARRY VICKERS TOLL  
Title: EXECUTIVE VICE PRESIDENT

STATE OF NEW YORK )  
 ) SS:  
COUNTY OF WESTCHESTER )

On this 11<sup>th</sup> day of MAY, 1992, before me personally appeared HARRY VICKERS TOLL, to me personally known, who being duly sworn, says that he is a EXECUTIVE VICE PRESIDENT of CITICORP RAILMARK, INC., that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
Notary Public

[NOTARIAL SEAL]

**NICK LINAR**  
NOTARY PUBLIC, STATE OF NEW YORK  
NO. 4512348  
QUALIFIED IN ORANGE COUNTY  
COMMISSION EXPIRES SEPTEMBER 30, 1993

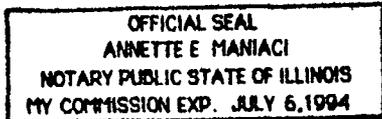
My Commission Expires:

STATE OF ILLINOIS )  
 ) SS:  
COUNTY OF LAKE )

On this 4 day of May, 1992, before me personally appeared K. E. McCormack, to me personally known, who being by me duly sworn, says that he is a V, President & Gen. Mgr. of PITMAN-MOORE, INC., that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Annetta E. Maniaci  
Notary Public

[NOTARIAL SEAL]



My Commission Expires: July 6, 1994

EXHIBIT A

EQUIPMENT

Up to 57 100-ton 4750 c.f. covered hopper cars (all inclusive):

CRIX 400-413

CRIX 415-456

CRIX 458