

RECORDATION NO. 24981 FILED

JUN 04 '04

1-06 PM

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SURFACE TRANSPORTATION BOARD

OF COUNSEL  
URBAN A. LESTER

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

June 4, 2004

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 two (2) copies of a Memorandum of Schedule #1 to Full Service Master Lease Agreement, dated as of March 18, 2004, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

- |         |                                                                                                |
|---------|------------------------------------------------------------------------------------------------|
| Lessor: | Midwest Railcar Corporation<br>3 Professional Park Drive, Suite B<br>Maryville, Illinois 62062 |
| Lessee: | Morton International, Inc.<br>123 North Wacker Drive<br>Chicago, Illinois 60606-1743           |

Mr. Vernon A. Williams  
June 4, 2004  
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A description of the railroad equipment covered by the enclosed document  
is:

14 boxcars: MWCX 500092 - MWCX 500105.

A short summary of the document to appear in the index is:

Memorandum of Schedule #1 to Full Service Master Lease Agreement.

Also enclosed is a check in the amount of \$30.00 payable to the order of  
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the  
undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

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SURFACE TRANSPORTATION BOARD

**MIDWEST RAILCAR CORPORATION**

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**MEMORANDUM OF SCHEDULE #1 TO FULL SERVICE  
MASTER LEASE AGREEMENT**

between

**MIDWEST RAILCAR CORPORATION,**

as Lessor

and

**MORTON INTERNATIONAL, INC.**

as Lessee

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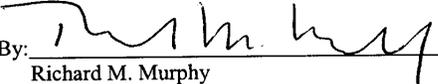
MEMORANDUM OF SCHEDULE #1 TO FULL SERVICE MASTER LEASE AGREEMENT

THIS MEMORANDUM OF SCHEDULE #1 TO FULL SERVICE MASTER LEASE AGREEMENT is effective as of March 18, 2004, by and between MIDWEST RAILCAR CORPORATION, an Illinois Corporation ("Lessor"), and MORTON INTERNATIONAL, INC., an Indiana Corporation ("Lessee"), with reference to the following:

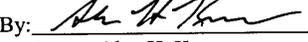
1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, certain railcars as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Schedule #1 dated March 18, 2004 between Lessor and Lessee to the Full Service Master Lease Agreement dated as of March 18, 2004 between Lessor and Lessee (the "Lease").
2. The Lease shall be effective as of the execution date thereof and the term of the Lease with respect to each car shall be as set forth in Schedule #1.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Schedule #1 to Full Service Master Lease Agreement to be executed as of the date first above written.

MIDWEST RAILCAR CORPORATION  
Lessor

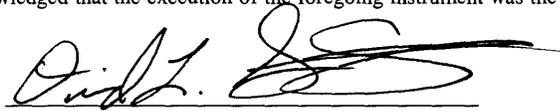
By:   
Richard M. Murphy  
President & CEO

MORTON INTERNATIONAL, INC.  
Lessee

By:   
Name: Alan H. Kruse  
Title: Manager, Rail Transportation

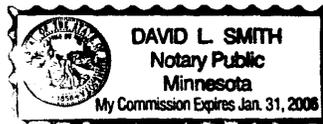
STATE OF MA, CITY OF Elk River, TO WIT:

On this 21 day of March, 2004 before me appeared, Richard M. Murphy to me personally known, who being by me duly sworn, says that he is the President of MIDWEST RAILCAR CORPORATION, an Illinois Corporation, that said instrument was signed on March 21, 2004 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]

My commission expires: 1-31-06



STATE OF Illinois, CITY OF Chicago, TO WIT:

On this 18<sup>th</sup> day of March, 2004 before me appeared, Alan H. Kruse, to me personally known, who being by me duly sworn, says that he is a Manager, Rail Transportation, of MORTON INTERNATIONAL, Inc., an Indiana Corporation, that said instrument was signed and sealed on March 18, 2004 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]

My commission expires: 7/22/05



DESCRIPTION OF RAILCARS

Fourteen (14) 60 ft., 100-ton boxcars equipped with load dividers and 263,000 lb GRL; AAR Car Type Code A636 with the following marks:

**MWCX 500092 – 500105, inclusive**