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RECORDATION NO. 24179 FILED

OCT 22 '02 12-21 PM

SURFACE TRANSPORTATION BOARD

October 21, 2002



Barbara Sadler  
Surface Transportation Board  
Recordation Office  
1925 K Street, N.W., Suite 70  
Washington D.C. 20423

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Use Agreement** dated as of September 3, 2002 **between the following parties:**

**Names and address of the following parties:**

**Lessor: THE CIT GROUP/EQUIPMENT FINANCING INC.**  
1211 Avenue of the Americas, New York, NY 10036

**Lessee: FERTIZONA COMPANY OF ARIZONA, INC.**  
14507 W. Main Avenue, Casa Grande, AZ 85222

**A short summary of the document to appear in the index follows:**

Memorandum of **Railcar Lease** between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **FERTIZONA COMPANY OF ARIZONA, INC.**, covering 3 tank cars with reporting marks and numbers — HDSX 22992, HDSX 23133, HDSX 23201, **INCLUSIVE.**

Please file this memorandum as a **PRIMARY** document and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars (\$30.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,

  
Sherry Lewey  
Research/Development Coordinator



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Enclosure

MEMORANDUM OF USE AGREEMENT

THIS MEMORANDUM OF USE AGREEMENT dated as of this 3<sup>rd</sup> day of September, 2002, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and FERTIZONA COMPANY OF ARIZONA, INC. an Arizona corporation, with an address at 14507 W. Main Avenue, Casa Grande, AZ, 85222 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Use Agreement (the "Lease") dated as of September 3, 2002 covering the equipment listed on Schedule A hereto (the "Equipment").

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: *Richard Latini*  
Name: Richard Latini  
Title: Senior Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

FERTIZONA COMPANY OF ARIZONA, INC.

By: *James R. Compton*  
Name: James R. Compton  
Title: President

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Schedule A

<u>Quantity</u>	<u>Equipment Description</u>	<u>Reporting Marks and Numbers</u>
3	19,000 through 21,000 gallon capacity tank cars, interior coiled, non-insulated	HDSX 22992, 23133, 23201