



CORPORATION SERVICE COMPANY

RECORDATION NO. 23987-A FILED

JUL 08 '04 5:40 PM

SURFACE TRANSPORTATION BOARD



July 7, 2004

Barbara Saddler  
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 Railcar Lease** dated as of June 21, 2004 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: **The Scotts Company**  
14111 Scottslawn Road, Marysville, OH 43041

**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: **The Scotts Company**, covering 2 coal hoppers with reporting marks and numbers – CEFX 17662 – CEFX 17671, INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation #23987 dated 6/3/02 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 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

April O'Shea  
Motor Vehicle Specialist  
Enclosure

MEMORANDUM OF RAILCAR LEASE

JUL 08 '04

5-40 PM

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 21<sup>st</sup> <sup>SURFACE</sup> ~~of~~ TRANSPORTATION BOARD June, 2004, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and THE SCOTTS COMPANY, an Ohio corporation, with an address at 14111 Scottslawn Rd., Marysville, OH 43041 (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 Master Railcar Lease (the "Lease") dated as of February 1, 2002 covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on June 3, 2002 and given Recordation Number 23987.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interest therein of the Parties and a description of the of the equipment (the "Equipment") as set forth in **Schedule A** hereto, 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: Joseph J. Mankowski  
Name: Joseph Mankowski  
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.

THE SCOTTS COMPANY

By: Richard B Rose 6/15/04  
Name: RICHARD B ROSE  
Title: DIRECTOR OF PURCHASING

## Schedule A

Number of Cars	Equipment Description	
2	4,650 C.F. covered hopper car with gravity gates and round hatches	
1	CEFX	17662
2	CEFX	17671