



CORPORATION SERVICE COMPANY

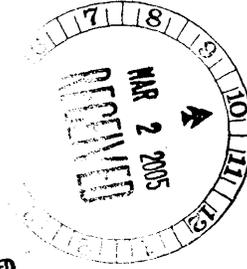
March 1, 2005

Barbara Saddler
Surface Transportation Board
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RECORDATION NO. 25478 FILED

MAR 02 '05 12-18 PM

SURFACE TRANSPORTATION BOARD



RE: 141971-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of March 29, 2004 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING, INC.**
1211 Avenue of the Americas, 20th Floor New York, NY 10036

Lessee: **CHURCH & DWIGHT CO, INC.**
469 North Harrison Street Princeton, NJ 08543

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: **CHURCH & DWIGHT CO, INC.**, covering 30 hopper cars with reporting marks and numbers: CEFX 151432 – GRPX 944393 – NOT 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 (\$32.00) 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

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 29TH day of MARCH, 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 CHURCH & DWIGHT CO., INC., a DELAWARE corporation, with an address at 469 North Harrison Street, Princeton, NJ 08543-5297 (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 MARCH 29, 2004 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: Joseph T. 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.

CHURCH & DWIGHT CO., INC.

By: Ken Colbert 3/24/04 Ken Colbert
Name: Ken Colbert
Title: V.P. Logistics

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SURFACE TRANSPORTATION BOARD

Schedule A

<u>Number of Cars</u>	<u>Equipment Description</u>	
30	4,750 C.F. covered hopper car with gravity gates and trough hatches	
1	CEFX	151432
2	CEFX	151451
3	CEFX	151456
4	CEFX	151766
5	CEFX	151769
6	CEFX	151774
7	CEFX	151777
8	CEFX	151778
9	CEFX	151790
10	CEFX	151793
11	CEFX	151826
12	CEFX	151924
13	CEFX	152227
14	CEFX	152244
15	CEFX	152245
16	CEFX	152250
17	CEFX	152295
18	CEFX	152318
19	CEFX	152340
20	CEFX	152374
21	CEFX	152380
22	CEFX	152384
23	CEFX	152394
24	CEFX	152513
25	CEFX	152521
26	CEFX	152541
27	CEFX	152701
28	CEFX	152716
29	GRPX	944171
30	GRPX	944393