

**THOMPSON & MITCHELL**  
**ATTORNEYS AT LAW**

700 - 14TH STREET, N.W. - SUITE 900  
WASHINGTON, D.C. 20005-2010  
(202) 508-1000  
FAX (202) 508-1010

ONE MERCANTILE CENTER  
ST. LOUIS, MISSOURI 63101  
(314) 231-7676

525 WEST MAIN STREET  
POST OFFICE BOX 750  
BELLEVILLE, IL 62222-0750  
(618) 277-4700

200 NORTH THIRD STREET  
ST. CHARLES, MO 63301-2890  
(314) 946-7717

RANDALL K. HULME  
(202) 508-1006

September 22, 1995

VIA HAND DELIVERY

RECORDATION NO. **8987-B** FILED 1425  
SEP 24 1995 - 2:25 PM  
INTERSTATE COMMERCE COMMISSION

Mr. Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
Twelfth Street and Constitution Avenue, N.W.  
Washington, D.C. 20423

Dear Mr. Secretary:

Please find enclosed one manually executed and authenticated original and three (3) photocopies of the document described below, to be filed and recorded with the Interstate Commerce Commission pursuant to Section 11303 of Title 49 of the U.S. Code.

The enclosed document, a secondary document, is an Agreement made effective the 15th day of June 1992. The primary document to which the enclosed document is connected is the Lease of Railroad Equipment dated as of August 1, 1977 (the "Lease Agreement"), between International Minerals & Chemical Corporation and The Connecticut Bank and Trust Company, as trustee under a Trust Agreement dated as of August 1, 1977 with American Road Equity Corporation. The Lease Agreement was filed with and recorded by the ICC on September 9, 1977 at 1:45 p.m. and assigned Recordation No. 8987-B.

The names and addresses of the parties to the document are as follows:

IMCERA Group Inc. (formerly International Minerals & Chemical Corporation), as Assignor  
IMC Plaza  
Libertyville, IL 60048

IMC Fertilizer, Inc., as Assignee  
2100 Sanders Road  
Northbrook, IL 60062

First Security Bank of Utah, National Association  
P.O. Box 30011  
Salt Lake City, Utah 84130

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OFFICE OF THE  
SECRETARY

*where*  
*Counterparts*

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State Street Bank & Trust Company of Connecticut,  
N.A., as successor to The Connecticut Bank and  
Trust Company  
750 Main Street  
Hartford, CT 06103

Ford Motor Credit Co., as successor in interest to  
American Road Equity Corp.  
c/o USL Capital Corporation  
733 Front Street  
San Francisco, CA 94111

The Minnesota Mutual Life Insurance Company  
345 Cedar Street  
St. Paul, MN 55101

A description of the equipment covered by the document  
is set forth in Schedule 1 attached to this letter and made a  
part hereof.

A check made payable to the Interstate Commerce  
Commission to cover the fee of twenty-one dollars (\$21) is also  
enclosed. Please return the original and any extra copies not  
needed by the Commission for recordation to:

Randall K. Hulme, Esq.  
Thompson & Mitchell  
700 14th Street, N.W., Suite 900  
Washington, D.C. 20005

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

Assignment of all right, title and interest in, to, and  
under the Lease of Railroad Equipment dated August 1, 1977, with  
recordation number 8987-B.

Very truly yours,

THOMPSON & MITCHELL

By   
Randall K. Hulme  
Attorney for the Parties

Attachment and Enclosures

**SCHEDULE 1**

**DESCRIPTION OF RAILROAD EQUIPMENT**  
**(IMC Fertilizer, Inc. 1977 Railroad Equipment Lease)**

<b><u>Amount</u></b>	<b><u>Description</u></b>	<b><u>Numbers</u></b>
39	100 ton roller bearing 33,500 gallon tank cars (DOT 105A 300W)	IMCX 2700, 2702-2739
29	100 ton roller bearing 33,600 gallon tank cars (DOT 105A 300W)	IMCX 2800-2826, 2828-2829
28	100 ton roller bearing 34,000 gallon tank cars (DOT 105A 300W)	IMCX 2900-2916, 2918-2922, 2924-2929

