

First Union Rail Corporation

One O'Hare Center
6250 River Road, Suite 5000
Rosemont, Illinois 60018-4214
847 318-7575
Fax 847 318-7588

VIA FEDERAL EXPRESS



July 7, 1998

RECORDATION NO. 21499 FILED

JUL 8 '98 1-27 PM

Surface Transportation Board
Attn: Jan Fort
1925 K Street, N.W., Room 704
Washington, DC 20423-0001

Re: Memorandum of Lease Agreement

Dear Ms. Fort:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated June 11, 1998, 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: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Heller Performance Polymers, Inc.
707 Westchester Avenue
White Plains, NY 10604

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A, as attached to such Memorandum.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

Susan Grokulsky
Manager - Documents Administration

Enclosures

(HLPF002)

ASSGN: HLPF002

EXHIBIT A
to
RIDER NO. 1

RECORDATION NO. 21499 FILED
JUL 8 '98 1-27 PM

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 11th day of JUNE, 1998, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and HELLER PERFORMANCE POLYMERS, Inc. ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Master Lease Agreement (the "Lease"), dated as of JUNE 11, 1998, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of JUNE 11, 1998 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: [Signature]
Name: KATHY DOMBROWSKI
Title: MANAGER - DOCUMENTATION

By: [Signature]
Name: RICHARD F. SEYMOUR
Title: Vice President Sales & Marketing

Executed on this 18th day of June, 1998.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

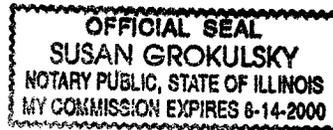
I, Susan Grokulskey, a Notary Public of the County and State aforesaid, certify that Richard F. Seymour personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 18th day of June, 1998.

Susan Grokulskey
Notary Public

My Commission Expires:

8-14-2000
(Notary Public)



LESSEE:

HELLER PERFORMANCE POLYMERS, Inc.

ATTEST:

By: _____

Name: Joseph Cirillo

Title: Vice President Operations

By: _____

Name: _____

Title: _____

Executed on this 11 day of June, 1998

[CORPORATE SEAL]

STATE OF new York

COUNTY OF WESTCHESTER

I, MARK APPELBAUM, a Notary Public of the County and State aforesaid, certify that JOE CIRILLO personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 11th day of June, 1998.

[Signature]
Notary Public

My Commission Expires:

MARK J. APPELBAUM
Notary Public State of New York
No. 02AP5044988
Qualified in Westchester
Commission Expires June 12, 1999
(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

FIVE (5) 5750cfc COVERED HOPPER CARS

RUSX	009021
RUSX	009049
RUSX	009080
RUSX	009132
RUSX	009174
Count:	5