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OF COUNSEL
URBAN A. LESTER

June 27, 1996

20162
RECORDED & INDEXED FILED 1429
JUN 26 1996 - 2 10 PM
INTERSTATE COMMERCE COMMISSION

JUN 28 2 05 PM '96

RECEIVED
SURFACE TRANSPORTATION
BOARD

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Memorandum of Master Railroad Equipment Lease Agreement, dated as of June 28, 1996, 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: Chase Equipment Leasing, Inc.
633 3rd Avenue
New York, New York 10017

Co-Lessees: Engineered Carbons, Inc. and
Ameripol Synpol Corporation
1215 Main Street
Port Neches, Texas 77651

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A attached to the Lease Agreement.

Country Partners - Joseph M. Lerner

Mr. Vernon A. Williams
June 27, 1996
Page 2

Also enclosed is a check in the amount of \$21 00 payable to the order of the
Surface Transportation Board covering the required recordation fee

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,



Robert W Alvord

RWA/bg
Enclosures

CHASE EQUIPMENT LEASING, INC.

20162
RECORDING NO. FILED 1425
JUN 28 1996 - 2 10 PM

MEMORANDUM OF MASTER RAILROAD EQUIPMENT LEASE AGREEMENT

dated as of June 28, 1996
and Schedule thereunder dated June 28, 1996

between

CHASE EQUIPMENT LEASING, INC.

as Lessor

and

**ENGINEERED CARBONS, INC. and
AMERIPOL SYNPOL CORPORATION**

as Co-Lessees

MEMORANDUM OF MASTER RAILROAD EQUIPMENT LEASE AGREEMENT

THIS MEMORANDUM OF MASTER RAILROAD EQUIPMENT LEASE AGREEMENT is made and entered into as of June 28, 1996 by and between CHASE EQUIPMENT LEASING, INC., a New York corporation ("Lessor"), and ENGINEERED CARBONS, INC., a Delaware corporation together with AMERIPOL SYNPOL CORPORATION, a Delaware corporation as co-lessees thereunder (hereinafter collectively, "Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, fifty (50) New 70 ton, 4727 cu. ft. Covered Hopper Cars, bearing reporting marks and numbers as indicated on Exhibit A attached hereto, all as more particularly described in that certain Master Railroad Equipment Lease Agreement dated as of June 28, 1996 (the "Lease") and the Schedule thereunder dated as of June 28, 1996, between Lessor and Lessee.
2. The Lease shall be effective as of the execution date thereof and shall be subject to the term of the Lease, as defined therein.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railroad Equipment Lease to be executed as of the date first above written.

CHASE EQUIPMENT LEASING, INC. (Lessor)

By: [Signature]
John R. Feldman
Executive Vice President

ENGINEERED CARBONS, INC. (Lessee)

By: _____
Name:
Title:

AMERIPOL SYNPOL CORPORATION (Lessee)

By: _____
Name:
Title:

MEMORANDUM OF MASTER RAILROAD EQUIPMENT LEASE AGREEMENT

THIS MEMORANDUM OF MASTER RAILROAD EQUIPMENT LEASE AGREEMENT is made and entered into as of June 28, 1996 by and between CHASE EQUIPMENT LEASING, INC., a New York corporation ("Lessor"), and ENGINEERED CARBONS, INC., a Delaware corporation together with AMERIPOL SYNPOL CORPORATION, a Delaware corporation as co-lessees thereunder (hereinafter collectively, "Lessee"), with reference to the following:

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CHASE EQUIPMENT LEASING, INC. (Lessor)

By: _____
John R. Feldman
Executive Vice President

ENGINEERED CARBONS, INC. (Lessee)

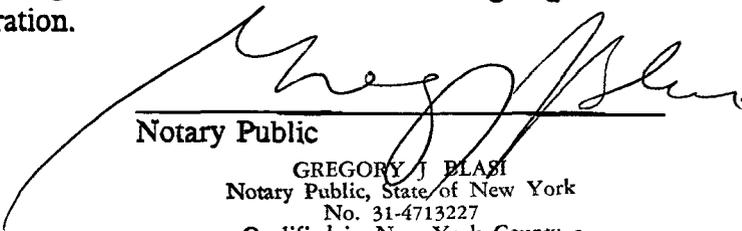
By: C.R. Beskow
Name: C.R. Beskow
Title: TREASURER

AMERIPOL SYNPOL CORPORATION (Lessee)

By: C.R. Beskow
Name: C.R. BESKOW
Title: CONTROLLER / ASST. SECRETARY

STATE OF New York, CITY OF New York, TO WIT:

On this 26 day of JUNE, 1996 before me personally appeared, John R. Feldman, to me personally known, who being by me duly sworn, says that he is an Executive Vice President of **CHASE EQUIPMENT LEASING, INC.**, a New York corporation, that said instrument was signed on JUNE 26, 1996 on behalf of said association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public
GREGORY J. BLASI
Notary Public, State of New York
No. 31-4713227
Qualified in New York County
Commission Expires Sept. 30, 1997

[Notarial Seal]
My Commission Expires:

STATE OF _____, CITY OF _____, TO WIT:

On this ___ day of _____, 1996 before me personally appeared, _____, to me personally known, who being by me duly sworn, says that he is a _____ of **ENGINEERED CARBONS, INC.**, a Delaware corporation, that said instrument was signed on _____, 1996 on behalf of said association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]
My Commission Expires:

STATE OF _____, CITY OF _____, TO WIT:

On this ___ day of _____, 1996 before me personally appeared, _____, to me personally known, who being by me duly sworn, says that he is a _____ of **AMERIPOL SYNPOL CORPORATION**, a Delaware corporation, that said instrument was signed on _____, 1996 on behalf of said association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]
My Commission Expires:

STATE OF _____, CITY OF _____, TO WIT:

On this ____ day of _____, 1996 before me personally appeared, John R. Feldman, to me personally known, who being by me duly sworn, says that he is an Executive Vice President of CHASE EQUIPMENT LEASING, INC., a New York corporation, that said instrument was signed on _____, 1996 on behalf of said association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

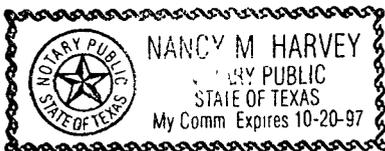
Notary Public

[Notarial Seal]

My Commission Expires:

STATE OF Texas, CITY OF Port Neches, TO WIT:

On this 26th day of June, 1996 before me personally appeared, C.R. Beskow, to me personally known, who being by me duly sworn, says that he is a TREASURER of **ENGINEERED CARBONS, INC.**, a Delaware corporation, that said instrument was signed on June 26, 1996 on behalf of said association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



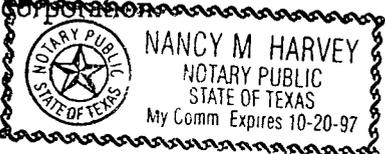
Nancy M. Harvey
Notary Public

[Notarial Seal]

My Commission Expires: 10-20-97

STATE OF Texas, CITY OF Port Neches, TO WIT:

On this 26th day of June, 1996 before me personally appeared, C.R. Beskow, to me personally known, who being by me duly sworn, says that he is a Controller/Asst. Secretary of **AMERIPOL SYNPOL CORPORATION**, a Delaware corporation, that said instrument was signed on June 26, 1996 on behalf of said association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Nancy M. Harvey
Notary Public

[Notarial Seal]

My Commission Expires: 10-20-97

SCHEDULE A

70 TON 4727 C/F HOPPER CARS (CARBON BLACK)

SHIPPED FOR JOB 928

<u>CAR INITIAL</u>	<u>CAR NUMBER</u>
ECQX	47002
ECQX	47003
ECQX	47013
ECQX	47014
ECQX	47015
ECQX	47017
ECQX	47019
ECQX	47023
ECQX	47001
ECQX	47018
ECQX	47021
ECQX	47022
ECQX	47024
ECQX	47006
ECQX	47008
ECQX	47009
ECQX	47011
ECQX	47020
ECQX	47029
ECQX	47033
ECQX	47016
ECQX	47027
ECQX	47005
ECQX	47007
ECQX	47028
ECQX	47031
ECQX	47032
ECQX	47034
ECQX	47039
ECQX	47004
ECQX	47010
ECQX	47012
ECQX	47025
ECQX	47035
ECQX	47040
ECQX	47043
ECQX	47044
ECQX	47045
ECQX	47030
ECQX	47042
ECQX	47049

SCHEDULE A

70 TON 4727 C/F HOPPER CARS (CARBON BLACK)

SHIPPED FOR JOB 928

<u>CAR INITIAL</u>	<u>CAR NUMBER</u>
ECQX	47036
ECQX	47037
ECQX	47038
ECQX	47041
ECQX	47046
ECQX	47050
ECQX	47047
ECQX	47048
ECQX	47026
TOTAL	<u>50</u>