



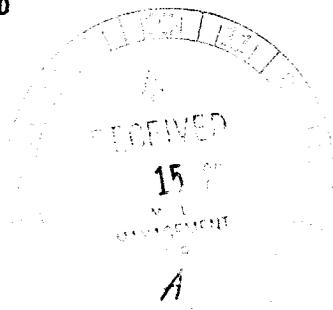
First Union Rail Corporation
 One O'Hare Center
 6250 River Road, Suite 5000
 Rosemont, IL 60018-4214
 Tel 847 318-7575
 Fax 847 318-7588

VIA UPS NEXT DAY AIR

November 14, 2000

RECORDATION NO. 21499-A FILED

NOV 20 '00 11-41 AM
 TS
 SURFACE TRANSPORTATION BOARD



Mr. Vernon E. Williams
 Surface Transportation Board
 1925 K Street, N.W., Room 704
 Washington, DC 20423-0001
 Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

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 April 10, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation number 21499 on July 8, 1998.

The names and addresses of the parties to the enclosed document are:

<p>Lessor: First Union Rail Corporation One O'Hare Center 6250 River Road, Suite 5000 Rosemont, IL 60018</p>	<p>Lessee: Heller Performance Polymers, Inc. 707 Westchester Avenue White Plains, NY 10604</p>
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A description of the railroad equipment covered by the enclosed document is five (5) 5750 cubic foot covered hopper cars, with car numbers RUSX 9021, 9049, 9080, 9132, and 9174.

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

Memorandum of Lease between First Union Rail Corporation, Lessor and Heller Performance Polymers, Inc., Lessee, covering 5 5750 cubic foot covered hopper cars, with car numbers RUSX 9021, 9049, 9080, 9132, and 9174.

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 along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

Tiffany Chase-Morrison
 Manager of Documentation

Enclosures

(HLPF007)

Assign. No. HPLF007

NOV 20 '00 11-41 AM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 10th day of April, 2000, 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. 4 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of April 1, 2000 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: K. A. Dombrowski
Name: K. A. DOMBROWSKI
Title: DIRECTOR OF DOCUMENTATION

By: Richard F. Seymour
Name: RICHARD F. SEYMOUR
Title: Vice President Sales & Marketing

Executed on this 10th day of April, 2000.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

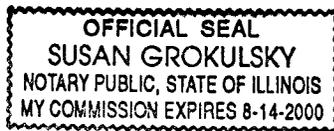
I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 10TH day of APRIL, 2000.

Susan Grokulska
Notary Public

My Commission Expires:

8-14-2000
(Notary Public)

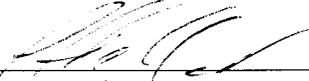


LESSEE:

HELLER PERFORMANCE POLYMERS, INC.

ATTEST:

By: _____
Name: _____
Title: _____

By: 
Name: LLOYD J. HELLER
Title: Exec. Vice President

Executed on this 30th day of MARCH, 2000.

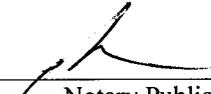
[CORPORATE SEAL]

STATE OF NEW YORK

COUNTY OF WESTCHESTER

I, MARK J. APPELBAUM, a Notary Public of the County and State aforesaid, certify that LLOYD J. HELLER 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 30th day of MARCH, 2000.



Notary Public

My Commission Expires:

MARK J. APPELBAUM
Notary Public State of New York
(Notary No. 02AP5044988
Qualified in Westchester County
Commission Expires June 12, 2001

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Five (5)

DESCRIPTION OF CARS: 5750cfc Covered Hopper Cars

CAR NUMBERS: Listed below:

RUSX 9021
RUSX 9049
RUSX 9080
RUSX 9132
RUSX 9174