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May 1, 2002

RECORDATION NO. 23969 FILED

New Recordation No.

MAY 1 '02 10:58 AM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

On behalf of The Frost National Bank, I submit for filing and recording under 49 U.S.C. § 11301 (a) and the regulations applicable thereunder, executed counterparts of a primary document, not previously recorded, entitled Memorandum of Master Lease and Supplement ("Lease") dated as of April 26, 2002.

The parties to the enclosed Lease are:

The Frost National Bank 100 West Houston Street San Antonio, TX 78205	-	LESSOR
Sid Richardson Carbon, Ltd. 201 Main Street Fort Worth, TX 76102	-	LESSEE

The said Lease, among other things, acts to lease eighty (80) covered hopper cars to the Lessee by the Lessor and should be recorded under a new Recordation No.

The equipment covered by the instant Lease is identified as eighty (80) covered hopper cars, SRCX 3101-3180.

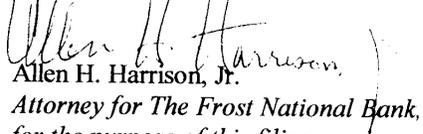
A short summary of the Lease to appear in the Surface Transportation Board Index is as follows:

"Covers 80 Covered Hopper Cars, SRCX 3101-3180."

Enclosed is a check in the amount of thirty dollars (\$30.00) in payment of the filing fee.

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter from the Surface Transportation Board acknowledging the filing and the two extra copies of this letter of transmittal.

Very truly yours,


Allen H. Harrison, Jr.
*Attorney for The Frost National Bank,
for the purpose of this filing.*

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

Enclosures
BY HAND

8231-020

MEMORANDUM OF MASTER LEASE AND SUPPLEMENT

THIS MEMORANDUM OF MASTER LEASE AND SUPPLEMENT ("Memorandum"), dated as of April 26, 2002, is by and between THE FROST NATIONAL BANK, a national banking association, as Lessor, with offices at 100 West Houston Street, San Antonio, Texas 78205, and SID RICHARDSON CARBON, LTD., a Texas limited partnership, as Lessee, with offices at 201 Main Street, Fort Worth, Texas 76102; hereinafter, Lessor and Lessee are collectively referred to as "the Parties":

WHEREAS, the Parties entered into that certain Master Lease and related Supplement, each dated as of April 26, 2002 (collectively, "the Lease"), both of said documents being incorporated herein by reference, whereby, among other things, Lessor leased to Lessee, and Lessee leased from Lessor, those certain eighty (80), 70-ton, 4720 cubic foot, three compartment, Carbon Black Covered Hopper Railcars bearing car numbers SRCX 3101 through 3180, both inclusive; and

WHEREAS, the Parties find it desirable to place of record the existence of the Lease in the public files maintained by the Surface Transportation Board under the provisions of 49 U.S.C. §11301.

NOW THEREFORE, in consideration of these premises and for other good and valuable consideration, the receipt and sufficiency of which is acknowledged, the Parties agree as follows:

1. This Memorandum is entered into by the Parties for the purpose of placing of public record the existence of the Lease.

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2. This Memorandum may be executed in multiple counterparts which, when taken together, shall constitute but a single document.

IN WITNESS WHEREOF, the Parties hereto have caused this document to be executed as of the date first hereinabove written.

THE FROST NATIONAL BANK

as Lessor

By: Terry Little

Print Name: Terry Little

Title: Vice President

SID RICHARDSON CARBON, LTD.

as Lessee

By: Herb Trulove

Print Name: Herb Trulove

Title: Vice President

of SRCG Genpar, Inc., its sole general partner

STATE OF TEXAS
COUNTY OF BEXAR

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On this 25th day of April, 2002 before me personally appeared Terry Little, to me personally known, who being by me duly sworn, says that she is the Vice President of The Frost National Bank, a national banking association, that the seal affixed to the foregoing instrument is the corporate seal of said bank, that said instrument was signed on behalf of said bank by authority of its Board of Directors, and she acknowledges that the execution of the foregoing instrument was the free act and deed of said bank.



Notary Public in and for the State of Texas

(SEAL)



STATE OF TEXAS

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COUNTY OF TARRANT

On this ~~26th~~ day of April, 2002 before me personally appeared Hest Inlove, to me personally known, who being by me duly sworn, says that he [he/she] is the Vice President of SRCG Genpar, ~~Inc.~~^{IME}, a Texas corporation acting as the sole general partner of Sid Richardson Carbon, Ltd., a Texas limited partnership, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors to act on belief of said partnership as its sole general partner and he [he/she] acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation acting on behalf of said partnership as its sole general partner.

Janet S. Cannaday
Notary Public in and for the State of Texas
My Commission Expires: 7-22-2004

