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RECORDATION NO. 24178-A FILED

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November 12, 2002

SURFACE TRANSPORTATION BOARD

Barbara Sadler  
Surface Transportation Board  
Recordation Office  
1925 K Street, N.W., Suite 70  
Washington D.C. 20423

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of September 18, 2002 **between the following parties:**

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**  
1211 Avenue of the Americas, New York, NY 10036

Lessee: **ALUCHEM INC.**  
One Landy Lane, Reading OH 45215

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

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **ALUCHEM INC.**, covering 15 hopper cars with reporting marks and numbers – CEFX 15012 – CEFX 151965, NOT INCLUSIVE.

Please file this memorandum as a **SECONDARY** document to Recordation #24178 dated 10/22/02 and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars (\$30.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,

  
Sherry Lewey

Research/Development Coordinator

Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 18<sup>th</sup> day of September, 2002, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and ALUCHEM INC., an Ohio corporation, with an address at One Landy Lane, Reading, OH 45215 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of May 14, 2002 covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board on 10/22/02 as recordation number 24178.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: *Richard M. Latini*  
Name: Richard Latini  
Title: Senior Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

ALUCHEM INC.  
By: *Myra Glenker Daugherty*  
Name: Myra Glenker Daugherty  
Title: C.S. & Purchasing Mgr.

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# Schedule A

**Number of Cars**

**Equipment Description**

15      4,750 C.F. covered hopper car with gravity gates and trough hatches

1	CEFX	15012
2	CEFX	15020
3	CEFX	15295
4	CEFX	15317
5	CEFX	15361
6	CEFX	15687
7	CEFX	15700
8	CEFX	15726
9	CEFX	15759
10	CEFX	17122
11	CEFX	17150
12	CEFX	17201
13	CEFX	18871
14	CEFX	151808
15	CEFX	151965