



LexisNexis™  
Document Solutions

RECORDATION NO. 24309 FILED

JAN 29 '03 2:18 PM

↑  
RECEIVED  
JAN 29 2003  
MAIL  
MANAGEMENT  
STB

January 27, 2003

**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 December 13, 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: **GREAT LAKES CARBON CORPORATION**  
16945 Northchase, Houston, TX 77060

**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: **GREAT LAKES CARBON**, covering 40 hopper cars with reporting marks and numbers — **CEFX 15496 – GRPX 944478, NOT INCLUSIVE.**

Please file this memorandum as a **PRIMARY** document 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 13 day of Dec, 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 GREAT LAKES CARBON CORPORATION, a DELAWARE corporation, with an address at 16945 Northchase, Houston, TX 77060 (the "Lessee" and, together with the Lessor, the "Parties"). SE 2200

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 12/13/02 covering the equipment listed on Schedule A hereto (the "Equipment").

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties 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.

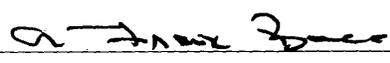
THE CIT GROUP/EQUIPMENT FINANCING, INC.

By:   
Name: Richard Latini  
Title: Senior Vice President

RECORDATION NO. 24309 FILED  
JAN 29 03 2:13 PM  
SURFACE TRANSPORTATION BOARD

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.

GREAT LAKES CARBON CORPORATION

By:   
Name: \_\_\_\_\_  
Title: Sr. VP OPS + ADMIN

**SCHEDULE A**

Quantity  
40

Equipment Description  
4,750 c.f. covered hopper cars with  
gravity gates and trough hatches

Car Marks and Numbers

1	CEFX	15496	21	CEFX	15642
2	CEFX	15498	22	CEFX	15645
3	CEFX	15501	23	CEFX	15719
4	CEFX	15505	24	CEFX	151890
5	CEFX	15508	25	GRPX	944107
6	CEFX	15526	26	GRPX	944138
7	CEFX	15536	27	GRPX	944222
8	CEFX	15537	28	GRPX	944230
9	CEFX	15543	29	GRPX	944238
10	CEFX	15545	30	GRPX	944263
11	CEFX	15553	31	GRPX	944269
12	CEFX	15555	32	GRPX	944277
13	CEFX	15561	33	GRPX	944298
14	CEFX	15570	34	GRPX	944330
15	CEFX	15604	35	GRPX	944409
16	CEFX	15605	36	GRPX	944421
17	CEFX	15622	37	GRPX	94440
18	CEFX	15627	38	GRPX	944500
19	CEFX	15629	39	GRPX	944558
20	CEFX	15638	40	GRPX	944478